

Cindy Shehorn

From: King, Craig (GE Healthcare) <Craig.w.King@ge.com>
Sent: Tuesday, March 31, 2020 4:51 PM
To: Darrell Williams; Cindy Shehorn
Subject: Executable Finance Documents
Attachments: Legal Documents 510011910-1.pdf; Funding Request Form PPA101900.00.pdf

Darrell & Cindy,

Attached are the executable legal documents for the Mobile CT lease that includes the soft costs of the interim Mobile CT through Catalina Imaging. Essentially, there are two parts to the financing. The initial interim temporary funding document for the mobile CT that simply allows us to pay Catalina. That only lasts up until the GE Mobile CT delivers and then it is all bundled together in the final lease. You may have questions and I am here to provide answers so do not hesitate to reach out.

Best Regards, Craig

Craig King
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FUNDING REQUEST NUMBER 510011910-1

Funding Request Number 510011910-1, dated as of March 31, 2020, to Progress Payment Agreement, dated as of March 31, 2020 (the "Progress Payment Agreement"), among **County of Contra Costa, California** ("Customer"), GE HFS, LLC, as lessor (together with its successors and assigns, if any, in such capacity, "Lessor"), and GE HFS, LLC, as lender (together with its successors and assigns, if any, in such capacity, "Lender"). Capitalized terms used herein without definition shall have the meaning set forth in, or incorporated by reference into, the Progress Payment Agreement. This Funding Request is executed by Customer for the benefit of each of Lender and Lessor.

Customer hereby authorizes Lender to pay the Supplier(s) listed below the amounts specified below for the Equipment identified below or to reimburse Customer for previous payments to such Supplier, all of which payments by Lender shall constitute Progress Payment Advances made by Lender to Customer under and subject to the Progress Payment Agreement. Correct original invoices made out to Lessor from each Supplier for such payments or reimbursements are attached hereto and delivered to Lessor. With respect to any Progress Payment Advance funded to Customer as reimbursement of amounts paid to a Supplier, proof of payment by Customer to the applicable Supplier of such amount is also attached.

<u>Supplier and Address of Supplier</u>	<u>Equipment</u>	<u>Amount</u>	<u>Paid to Supplier or Reimbursed to Customer</u>
Catalina Imaging, Inc. 3311 Swetzer Road, Loomis, CA 95850	Soft Costs	\$101,900.00	Catalina Imaging, Inc.

CUSTOMER HEREBY AGREES, REPRESENTS AND WARRANTS THAT:

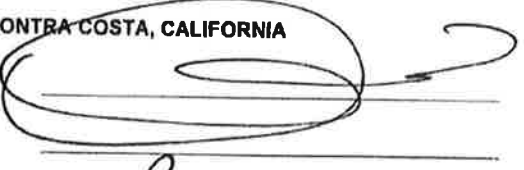
1. If applicable, Customer has inspected the Equipment covered by this Funding Request. The Equipment and products described herein comply with the specifications and requirements under the applicable Supply Contracts and each Supplier has satisfied any applicable conditions precedent for receipt of the amounts specified herein.
2. Customer confirms that all of the terms and conditions of the Progress Payment Agreement and the Lease Agreement are hereby in full force and effect in all respects and reaffirms its obligations thereunder.
3. Total amount of Progress Payment Advances requested hereunder is: **\$101,900.00** (the "Requested Amount").
4. The sum of (i) the Requested Amount and (ii) all Progress Payment Advances funded prior to the date hereof equals **\$101,900.00** which does not exceed the Maximum Amount.

Customer
COUNTY OF CONTRA COSTA, CALIFORNIA

By:

Name:

Title:


Buyer II
4-7-2020

Cynthia L. Shehorn, CPPB
Public Works Division
Purchasing Department
Contra Costa County



March 31, 2020

County of Contra Costa, California
2500 Alhambra Avenue
Martinez, CA 94553-3156

RE: Financing Documents Account Number 510011910-1

Dear Darrell Williams:

Thank you for choosing to do business with GE HFS, LLC. Attached, please find the documents related to this transaction. They are also listed below, for your reference. In order to meet your requested financing date, please return the items listed below via email to: CapitalHEF.Documents@ge.com by 04/07/2020. The credit approval for this transaction is valid through 09/30/2020 and will terminate without notice at the close of business on that day.

Funding is contingent upon GE HFS, LLC receiving all of the following:

Documents to be signed and returned:

- ☒ EBO Addendum
- ☒ Acceptance Certificate
- ☒ Customer Invoice Set-Up Form
- ☒ Lease Agreement
- ☐ Opinion Letter of Counsel
- ☒ SLG Customer Rider
- ☒ Progress Payment Agreement
- ☒ Purchase Order Assignment

Additional items required prior to funding:

- ☒ Please provide Federal Tax ID Number for County of Contra Costa, California: **94-6000509**
- ☐ If you are currently exempt from Sales or Use tax and have not previously provided documentation, please provide an original, fully executed copy of your Tax Exemption Certificate (or equivalent document from your state) made out to GE HFS, LLC when you return your documents.
- ☒ Please confirm your email address: dwilliams@hcd.co.contra-costa.ca.us **DARRELL.WILLIAMS@CCHEALTH.ORG**
- ☒ Certificate of Insurance – Property
- ☒ Certificate of Insurance – Liability

We must receive a copy of your insurance certificate prior to closing this transaction.

Please return the original executed documents to the following address if required, via Federal Express using the following Federal Express account number: 123688597:

ATTN: Linda Jacobson
GE HFS, LLC
9900 Innovation Drive RP-2100
Wauwatosa, WI 53226

Your assistance is greatly appreciated. We value your business and look forward to working with you. Please contact us with any questions you may have regarding the enclosed documents.

Sincerely,

Linda Jacobson
Transaction Coordinator
(331)305-2768

Enclosures

Establishing a relationship with GE HFS, LLC: To help the United States Government fight terrorism and money laundering, it is GE HFS, LLC's policy to request information that identifies each person or business that establishes a relationship with us. Therefore, for businesses, we will ask for your business name, street address and taxpayer identification number. For individuals, we will ask for your name, street address, date of birth and Social Security number. Thank you for your cooperation.

GEC0008 – Cover Letter
08/2019
510011910-1



Internal Contract Ref. # 510011910-1
Internal Order Ref. # 4890808

**EARLY BUY-OUT OPTION ADDENDUM
TO LEASE AGREEMENT
DATED AS OF 03/31/2020**

This Addendum dated as of 03/31/2020 is attached to and made a part of the Lease Agreement identified above (the "Lease"). This Addendum sets forth specific terms and conditions in addition to those in the Lease and amends and supplements the Lease. Capitalized terms not defined herein shall have the meanings assigned to them in the Lease.

The Lease is amended and supplemented by adding the following Early Buy-Out Option provision:

1. "Provided the Lease has not already been terminated and Lessee is not in default under the Lease or any other agreement between Lessee and Lessor, LESSEE MAY, BY WRITTEN NOTICE TO LESSOR, AT LEAST 30 BUT NOT MORE THAN 90 DAYS BEFORE THE "EARLY BUY-OUT DATE" SET FORTH BELOW, IRREVOCABLY ELECT TO PURCHASE all (but not less than all) of the Equipment described in the Lease for the "FMV Early Option Price" set forth next to the corresponding Early Buy-Out Date, plus all applicable taxes."

Early Buy-Out Date

Month 36

FMV Early Option Price
(plus applicable taxes) *

\$566,597.37 USD

* Assumes amounts due up to and including the month referenced under the Early Buy-Out Date have been paid.

Lessee and Lessor agree that if Lessee acquires any upgrade to or non-severable improvement of the Equipment, which increases its productivity or value, then Lessee and Lessor will adjust the FMV Early Option Price to also reflect the upgrade or improvement. If the upgrade is financed by a party other than Lessor or paid for in cash, the value of this upgrade will not be included in determining the FMV Early Option Price.

2. Lessee's purchase of the Equipment is on an AS-IS, WHERE-IS basis without recourse or warranty of any kind against or by Lessor.
3. Lessee and Lessor agree and acknowledge that the FMV Early Option Price set forth above is a reasonable prediction of the fair market value of the Equipment at the corresponding Early Buy-Out Date.
4. Lessee may only exercise the option to purchase described in Paragraph 1 of this Addendum if, at the time of such exercise, no uncured default or event of default exists under the Lease or under any other agreement between Lessee and Lessor.
5. Notwithstanding anything to the contrary contained herein, Lessee's failure to pay the FMV Early Option Price within the terms of Lessor's invoice to Lessee for the FMV Early Option Price shall, at Lessor's sole discretion, render this option to purchase and Lessee's exercise of this option to purchase null and void, and Lessee shall have no further option or right to purchase the Equipment.
6. If Lessee does not exercise this option to purchase within the time provided, or if Lessee's timely exercise of the option to purchase is rendered null and void by Lessee's failure to pay the FMV Early Option Price in a timely manner as provided in Paragraph 5 of this Addendum, the terms and provisions of the "End-of-Term Options" and "Purchase Option" section of the Lease will govern the expiration of the Lease.


Lessor :

GE HFS, LLC

By: _____
Name: _____
Title: Duly Authorized Signatory

Lessee :

COUNTY OF CONTRA COSTA, CALIFORNIA

By: 
Name: _____
Title: Cynthia L. Shehorn II

Cynthia L. Shehorn, CPPB
Public Works Division
Purchasing Department
Contra Costa County

4-7-20



Internal Contract Ref. # 510011910-1
Internal Order Ref. # 4890808

ACCEPTANCE CERTIFICATE
RELATING TO LEASE AGREEMENT DATED AS OF 03/31/2020
EQUIPMENT DESCRIPTION: ONE (1) GE Revolution EVO Gen 2 EX Mobile CT Unit, ONE
(1) Kentucky Semi-Trailer, ONE (1) CT Training and other various soft costs

To: GE HFS, LLC (together with its successors and assigns, "GEHFS")

Pursuant to the provisions of the above referenced Lease Agreement, the undersigned, on behalf of, and as authorized and instructed by, Lessee, hereby certifies that the Equipment described in the above-referenced Lease Agreement has been delivered and received; that the Equipment has been fully assembled as required; that installation or other work necessary prior to the use of the Equipment has been fully completed as required; that the Equipment has been examined and/or tested and is in good order and operating condition and is in all respects satisfactory; and that Lessee has accepted the Equipment unconditionally.

Upon request of GEHFS, Lessee shall promptly provide to GEHFS copies of Invoice(s) or other documentation acceptable to GEHFS which show the date the Equipment was delivered to Lessee.

Lessee has read and reviewed the above-referenced Lease Agreement, and hereby reaffirms and acknowledges its terms and conditions. Lessee further represents and warrants that all representations and warranties made by Lessee in such Lease Agreement were true and accurate when originally made and are true and accurate as of the date set forth below.

The undersigned hereby certifies and represents that the undersigned is duly authorized to execute and deliver this ACCEPTANCE CERTIFICATE on behalf of Lessee.

Lessee:

COUNTY OF CONTRA COSTA, CALIFORNIA

By: 

Name

Title: *Buyer II*

Date: *4-7-20*

Cynthia L. Shehorn, CPPB
Public Works Division
Purchasing Department
Contra Costa County

Customer Invoice Set-Up Form – Sequence # 510011910-1

Please provide your **Accounts Payable** department this form and Exhibit A (if applicable) for completion. This form along with the Exhibit A (if applicable) will help ensure invoices are correct and routed appropriately within your organization. Once completed, return with executed contract or send by email to: CapitalIEF.Documents@ge.com

Form Completed by: DARRELL WILLIAMS (Name) Email: DARRELL.WILLIAMS@CCHRAH.ORG Phone: 925.370.5321

*GE will contact this person if there are questions

Invoice Address and Contact Information

Please confirm the accuracy of the Current Invoicing Information below. If changes are needed, please indicate them in the box on the right.

Current Invoicing Information		Change Invoicing Information To	
Customer Name on Invoice:	County of Contra Costa, California	Customer Name on Invoice:	
Billing Address:	2500 Alhambra Avenue	Billing Address:	
Billing City, State, Zip:	Martinez, CA 94553-3156	Billing City, State, Zip:	
Billing Contact Name:	Darrell Williams	Billing Contact Name:	
E-mail address:	dwilliams@hst.co.contra-costa.ca.us	E-mail address:	
Phone #:	+1.925.370.5000	Phone #:	

☒ Paper Invoices to be mailed to the Address above

OR

☐ Paperless - invoices to be emailed to: _____ (enter email address for paperless invoicing)

Would you like all accounts billed with the same payment due date on the same invoice? ☒ Yes ☐ No

*Only accounts with the same Billing Address and Payable Contact are eligible.

If yes, please provide the Billing ID Number from your most recent invoice: ?

Please confirm required fields to pay your invoice:

PO # - If yes, please provide along with expiration date File # 018763

Required

Not Required

☒

☐

Customer Internal Reference # / Detail - If yes, please provide _____

☐

☒

Equipment / Asset Description _____

☒

☐

Equipment / Asset Location _____

☒

☐

Equipment Location. Please confirm the accuracy of the equipment location.

If changes are needed, please indicate them in the box on the right.

Current Equipment Location		Change Equipment Location To	
Equipment Location Name:	SEE EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF	Equipment Location Name:	
Equipment Address:		Equipment Address:	
Equipment City, State, Zip:		Equipment City, State, Zip:	

TAX INFORMATION:

Sales Tax Exempt: Please provide a current certificate

Property Tax Exempt: Based on Equipment Location: If exempt, please provide statutes/regulations

☐ Yes

☒ No

☐ Yes

☒ No

Return To:

Name: Linda Jacobson
Address: 9900 Innovation Drive RP-2100
City, State & Zip: Wauwatosa, WI 53226
Phone #: (331)305-2766
Email: CapitalIEF.Documents@ge.com



Internal Contract Ref. # 510011910-1

EXHIBIT A TO CUSTOMER INVOICE SET-UP FORM

Number Of Units	Site	Supplier/ Manufacturer	Model, VIN #, Unit # and/or Type Of Equipment
1	Contra Costa Regional Medical Center 2500 Alhambra Avenue Martinez, CA 94553-3156	GE HEALTHCARE	GE Revolution EVO Gen 2 EX Mobile CT Unit Vendor Order Number 4890808
1	Contra Costa Regional Medical Center 2500 Alhambra Avenue Martinez, CA 94553-3156	AMST, Kentucky Trailer Company	Kentucky semi- trailer VIN 1KKVA4225KL243755 Vendor Order Number 4890808
1	Contra Costa Regional Medical Center 2500 Alhambra Avenue Martinez, CA 94553-3156	CATALINA IMAGING	CT training and other various soft costs