

NEHALEM BAY HEALTH DISTRICT

RESOLUTION NO. 2020-02

Adopting Revised Documents for Wheeler Care Center, LLC

WHEREAS, the Nehalem Bay Health District ("NBHD") created the Wheeler Care Center, LLC ("the LLC") in 2010 for the purpose of providing and operating a skilled nursing facility ("Facility") at 280 Rowe Street in Wheeler, Oregon; and

WHEREAS, it is the intention of the NBHD's Board of Directors that NBHD be the sole member of the LLC and that NBHD's Executive Director be the Registered Agent for the LLC;

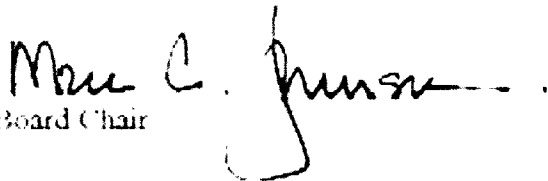
WHEREAS, NBHD has an agreement ("Agreement") with Aidan Medical Services, Inc., of Salem, Oregon to provide day-to-day management of the Facility and desires to continue this Agreement; and

WHEREAS, NBHD's auditors and legal counsel have recommended certain amendments to the Agreement and to the organizational documents of the LLC, to clarify and ensure the LLC's continued taxing status as a "government unit affiliate" of NBHD;

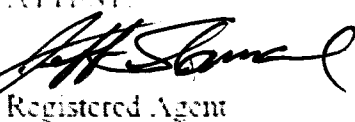
NOW, THEREFORE, the NBHD Board of Directors, representing the sole member of the LLC, hereby resolves as follows:

1. The Articles of Amendment attached hereto as Exhibit 1 are hereby adopted and approved for filing with the Oregon Secretary of State;
2. The LLC Operating Agreement attached hereto as Exhibit 2 is hereby approved and directed to be signed and kept on file for the LLC;
3. An updated Agreement with Aidan Medical Services, Inc., which is attached hereto as Exhibit 3, is hereby approved, and NBHD's Executive Director is hereby authorized to take all necessary steps to execute the Agreement.

IT IS HEREBY RESOLVED this 7th day of May, 2020.


Board Chair


Board Secretary

ATTEST:

Registered Agent

RESOLUTION APPROVING AMENDMENTS TO LLC OPERATING DOCUMENTS