I. CALL TO ORDER

II. PUBLIC COMMENTS
   5 minutes allowed per speaker, with a cumulative total of 15 minutes per group
   For further details and policy see Request for Public Comments notices available in the meeting room

III. *MINUTES – Regular Quarterly Meeting, August 10, 2012 (ADD A – Pp15-21)

IV. OLD BUSINESS
   A. Prior Meeting Action Items

V. NEW BUSINESS
   Written
   * A. Resolution No. 10.31.12(08)-1 – Superseding Resolution No. 08.10.12(07)-4 Regarding Corporate Name Change
   * B. Resolution No. 10.31.12(09)-2 – Authorizing the Adoption of Bylaw Changes (ADD B – Pp22-37)
   * C. Resolution No. 10.31.12(10)-3 – Setting the Date, Time & Location for the Annual Organizational Meeting for Calendar Year 2013

VI. PRESENTATIONS
   Written/Oral
   A. Update on Healthy Development Services Grant (ADD D – Pp43-51) Cindy Linder 10 13 6:50

VII. INFORMATION ITEMS

VIII. BOARD MEMBER COMMENTS/FUTURE AGENDA ITEMS

IX. FINAL ADJOURNMENT

Next Meeting: ANNUAL ORGANIZATIONAL MEETING FOR 2013 – TBD

If you have a disability, please contact us 72 hours prior to scheduled meeting time by calling 760-740-6383 to arrange reasonable accommodations

*Asterisks indicate anticipated action; action is not limited to those designated items*
TO: Palomar Health Development Board

MEETING DATE: Wednesday, October 31, 2012

FROM: Tanya Howell, Corporate Secretary

Background: The minutes of the Regular Quarterly Meeting held on Friday, August 10, 2012, are respectfully submitted for approval (Addendum A).

Budget Impact: N/A

STAFF RECOMMENDATION: Approval of the August 10, 2012, Regular Quarterly Meeting minutes.

Motion: X

Individual Action:

Information:

Required Time:
TO: Palomar Health Development Board

MEETING DATE: Wednesday, October 31, 2012

FROM: Tanya Howell, Corporate Secretary

Background: The attached Prior Meeting Action Items listing has been implemented as a means of tracking topics that require follow-up at future meetings.

Budget Impact: N/A

<table>
<thead>
<tr>
<th>STAFF RECOMMENDATION:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Motion:</td>
</tr>
<tr>
<td>Individual Action:</td>
</tr>
<tr>
<td>Information: X</td>
</tr>
</tbody>
</table>

Required Time:
HEALTH DEVELOPMENT BOARD
PRIOR MEETING ACTION ITEMS
CALENDAR YEAR 2012
(To remain on listing until final)

1. Interlink Pathways
   A. 1/13/12: Need to have a dinner for principals and superintendents to discuss the program and determine how we can gain their support for it in their schools
   B. 8/10/12: Next steps
      i. Building partnerships with community agencies
      ii. Focusing on workforce readiness
      iii. Seeking placements for high school and post-high school students
   C. 10/31/12: Interlink Pathways is undergoing a reorganization, and Brad Krietzberg will be making a full report on its personnel, budget and structure at the Annual Organizational Meeting in 2013
Resolution No. 10.31.12(08)-1  
Superseding Resolution No. 08.10.12(07)-4  
Regarding Corporation Name Change

TO:  
Palomar Health Development Board

MEETING DATE:  
Wednesday, October 31, 2012

FROM:  
Robert A. Hemker, Chief Financial Officer

Background: At the meeting on August 10, 2012, the Board of Palomar Pomerado Health North County Development, Inc. (the “Corporation”), adopted Resolution No. 08.10.12(07)-4, changing the name of the Corporation to Palomar Health Development, Inc., said change to become effective, “upon the filing of a verified copy of this resolution with the county clerk in the county in which the Corporation lies”. The officers of the Corporation having since learned that the name change actually became effective on September 26, 2012, which was the date of endorsement by the Secretary of State of the State of California of the Certificate of Amendment of Articles of Incorporation, the attached Resolution No. 10.31.12(08)-1 Superseding Resolution No. 08.10.12(07)-4 Regarding Corporate Name Change, which corrects the effective date of the name change of the Corporation to, “effective as of September 26, 2012”, is respectfully submitted for Board approval.

Budget Impact:  
N/A

STAFF RECOMMENDATION:  Staff recommends approval of Resolution No. 10.31.12(08)-1 Superseding Resolution No. 08.10.12(07)-4 Regarding Corporate Name Change, which corrects the effective date of the name change of the Corporation to, “effective as of September 26, 2012”.

Motion:

Individual Action:  X

Information:

Required Time:
RESOLUTION NO. 10.31.12(09)-2

RESOLUTION OF THE BOARD OF DIRECTORS OF
PALOMAR POMERADO NORTH COUNTY HEALTH DEVELOPMENT, INC.
SUPERSEDES RESOLUTION NO. 08.10.12(07)-4 REGARDING
CORPORATE NAME CHANGE

WHEREAS, on August 10, 2012, Palomar Pomerado North County Health Development, Inc.,
(“Corporation”) passed a resolution adopting a change in the name of Corporation to Palomar Health
Development, Inc., said change to become effective, “upon the filing of a verified copy of this resolution
with the county clerk in the county in which the Corporation lies”; and,

WHEREAS, the entity name change became effective September 26, 2012, which was the date
of endorsement by the Secretary of State of the State of California of the Certificate of Amendment of
Articles of Incorporation.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Corporation supersedes
Resolution No. 08.10.12(07)-4 in its entirety with this Resolution No. 10.31.12(09)-2, which approves the
name change of the Corporation from Palomar Pomerado North County Health Development, Inc., to
Palomar Health Development, Inc., effective as of September 26, 2012.

PASSED AND ADOPTED at the meeting of the Board of Directors of Palomar Health
Development, Inc., formerly known as Palomar Pomerado North County Health Development, Inc., held
on October 31, 2012, by the following vote:

AYES:
NOES:
ABSENT:
ABSTAINING:

DATED: October 31, 2012

APPROVED:

Linda C. Greer, R.N., Chairperson
Board of Directors
Palomar Health Development, Inc.

ATTESTED:

Marcelo Rivera, M.D., Secretary
Board of Directors
Palomar Health Development, Inc.
Resolution No. 10.31.12(09)-2
Authorizing Adoption of Bylaws Changes

TO: Palomar Health Development Board

MEETING DATE: Wednesday, October 31, 2012

FROM: Robert A. Hemker, Chief Financial Officer

Background: The name changes of Palomar Pomerado Health to Palomar Health and of Palomar Pomerado North County Health Development, Inc., to Palomar Health Development, Inc., (“Corporation”) necessitated corrections within the Bylaws of the Corporation to reflect those changes.

It is also respectfully recommended that the Board approve the following changes to the Bylaws of the Corporation:

1) That the regular meetings of the Corporation be reduced from four (4) per year to three (3) per year; and,

2) That the date, time and location for the Annual Organizational Meeting for the upcoming calendar year be scheduled at the last regular meeting of the previous calendar year, to be held in either January or February¹.

A redline copy of the Bylaws that incorporates the above-recommended changes is attached as Addendum B.

Budget Impact: N/A

Staff Recommendation: Staff recommends approval of Resolution No. 10.31.12(09)-2 Authorizing the Adoption of Bylaw Changes.

Motion:

Individual Action: X

Information:

Required Time:

¹ Potential dates for the Annual Organizational Meeting will be presented later in this meeting, along with a separate Resolution scheduling that meeting.
RESOLUTION NO. 10.31.12(09)-2

RESOLUTION OF THE BOARD OF DIRECTORS OF
PALOMAR HEALTH DEVELOPMENT, INC.

AUTHORIZING THE ADOPTION OF BYLAW CHANGES

WHEREAS, at a meeting of the Board of Directors of Palomar Pomerado Health on February 12, 2012, the Board voted to change the name of the District to Palomar Health (“District”);

And WHEREAS, documents formalizing that name change to become effective on February 15, 2012, have been filed with the appropriate regulatory agencies;

And WHEREAS, all instances of the District name “Palomar Pomerado Health” in the Bylaws are to be changed to “Palomar Health”.

WHEREAS, at the regular quarterly meeting of the Board of Palomar Pomerado North County Health Development, Inc., on August 10, 2012, the Board voted to change the name to Palomar Health Development, Inc. (“Corporation”);

And WHEREAS that name change became effective on September 26, 2012, following the filing of Amended Articles of Incorporation with the Secretary of the State of California;

And WHEREAS all instances of the corporate name “Palomar Pomerado North County Health Development, Inc.” in the Bylaws are to be changed to “Palomar Health Development, Inc.”.

WHEREAS, Article IV, Section 4.03(a) of the Bylaws of Corporation, states that:

The Board's annual organizational meeting shall be held in January at the place and time designated by the Board in the Resolution discussed in Section (b) below.

And WHEREAS the above Article IV, Section 4.03(a) is to be changed as follows:

The Board's annual organizational meeting shall be held in January or February at a place and time designated by the Board in a Resolution passed at the last regular meeting during the previous calendar year.

WHEREAS, Article IV, Section 4.03(b) of the Bylaws of Corporation, states that:

At the annual organizational meeting, the Board shall pass a resolution stating the dates, times and places of the Board's regular quarterly meetings for the following calendar year.

And WHEREAS the above Article IV, Section 4.03(b) is to be changed as follows:

At the annual organizational meeting, the Board shall pass a resolution setting the dates, times and places of the two remaining regular meetings for the calendar year, said meetings to be held every four months.

NOW, THEREFORE, IT IS HEREBY RESOLVED by the Board of Directors of Corporation, that the above noted changes to the bylaws of Corporation, are approved.
PASSED AND ADOPTED at the regular quarterly meeting of the Board of Directors of Corporation, held on October 31, 2012, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAINING:

DATED: October 31, 2012

APPROVED:  ATTESTED:

Linda Greer, RN, Chair  Marcelo Rivera, MD, Secretary
Board of Directors  Board of Directors
Palomar Health Development, Inc.  Palomar Health Development, Inc.
Resolution No. 10.31.12(10)-3
Setting the Date, Time & Location for the Annual Organizational Meeting for Calendar Year 2013

TO: Palomar Health Development Board

MEETING DATE: Wednesday, October 31, 2012

FROM: Robert A. Hemker, Chief Financial Officer

Background: In accordance with the changes to the Bylaws of the Corporation discussed and approved earlier in this meeting, the date, time and location for the Annual Organizational Meeting for Calendar Year 2013 shall be set at this last meeting of Calendar Year 2012. Potential dates and times during the months of January and February 2013 will be presented at the meeting. The 1st Floor Conference Room at the Palomar Health administrative offices located at 456 E. Grand Avenue, Escondido, California will be the recommended location for all potential dates.

Budget Impact: N/A

STAFF RECOMMENDATION: Approval of Resolution No. 10.31.12(10)-3 Setting the Date, Time & Location for the Annual Organizational Meeting for Calendar Year 2013.

Motion:

Individual Action: X

Information:

Required Time:
RESOLUTION NO. 10.31.12(10)-3

RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR HEALTH DEVELOPMENT, INC. ESTABLISHING THE DATE, TIME AND LOCATION FOR THE ANNUAL ORGANIZATIONAL MEETING FOR CALENDAR YEAR 2012

WHEREAS, Palomar Health Development, Inc. (“Corporation”) is required, pursuant to Section 54954 of the California Government Code and Section 4.03(b) of the Corporation’s Bylaws to pass a Resolution adopting the date, time and location of the Annual Organizational Meeting for the following calendar year;

NOW, THEREFORE, IT IS HEREBY RESOLVED by the Board of Directors of Corporation that the Annual Organizational Meeting for Calendar Year 2013 will be held at the date, time and location noted below:

<table>
<thead>
<tr>
<th>DATE/TIME</th>
<th>LOCATION</th>
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<tbody>
<tr>
<td></td>
<td>Palomar Health 1st Floor Conference Room 456 E. Grand Avenue Escondido, CA 92025</td>
</tr>
</tbody>
</table>

PASSED AND ADOPTED at the meeting of the Board of Directors of Corporation, held on October 31, 2012, by the following vote:

AYES:
NOES:
ABSENT:
ABSTAINING:
DATED: October 31, 2012

APPROVED: Linda C. Greer, RN, Chairperson
Board of Directors
Palomar Health Development, Inc.

ATTESTED: Marcelo Rivera, MD, Secretary
Board of Directors
Palomar Health Development, Inc.
Financial Report

TO: Palomar Health Development Board

MEETING DATE: Wednesday, October 31, 2012

FROM: Robert A. Hemker, Chief Financial Officer

Background: At each regularly scheduled meeting of the Board of Directors of the Corporation, the staff members provide the most recent financial report. The attached Palomar Health Development/Research Institute Fiscal Year 2013 YTD Financial Reports will be reviewed at the meeting (Addendum C).

Budget Impact: None.

STAFF RECOMMENDATION: Approval.

Motion: X

Individual Action:

Information:

Required Time:
Healthy Development Services Updates

TO: Palomar Health Development Board

MEETING DATE: Wednesday, October 31, 2012

FROM: Cindy Linder, RN, Regional Coordinator HDS
      Virginia Barragan, FACHE, DPT, MOMT, Director of Rehabilitation,
      Developmental Services, Sleep Lab, & EEG

Background: The attached update on the First 5 San Diego Healthy Development Services (HDS) grant (Addendum D) will be discussed at the meeting.

Budget Impact: None

STAFF RECOMMENDATION:

Motion: 

Individual Action: 

Information: X

Required Time:
TO:                Palomar Health Development Board

MEETING DATE:      Wednesday, October 31, 2012

FROM:              Robert A. Hemker, Chief Financial Officer

Background: The attached update on grants managed by Palomar Health Development will be reviewed at the meeting (Addendum E).

Budget Impact: None.

COMMITTEE RECOMMENDATION:

Motion: 

Individual Action: 

Information: X

Required Time:
ADDENDUM A
## BOARD OF DIRECTORS
### QUARTERLY MEETING MINUTES

**Palomar Pomerado Health**  
Conference Room (1st Floor)  
456 E. Grand Avenue, Escondido, CA

---

### (I.A) AGENDA ITEM

- **DISCUSSION**

### I. CALL TO ORDER

- Chairperson Greer called the meeting to order at 12:00 p.m.
- Quorum comprised of Directors Covert, Greer, Hemker and Krider; Director Rivera was absent
- Attendees – Richard Just, MD, Leslie Solomon, Tim Nguyen, Virginia Barragan, Hue Le, Janine Sarti, Kristine Roberts, Aimee Jones, Brenda Turner
- Guests – Ron Mitchell, AKT LLP
- Notice of Meeting and Full Agenda Packet were posted at Palomar Health facilities and on the Health Development (HD) home page of the Palomar Health web site on Friday, August 3, 2012, which is consistent with legal requirements. Notice of that posting was also made via email.

### II. PUBLIC COMMENTS

- There were no public comments

### III. MINUTES* – Annual Organizational Meeting, January 13, 2012

- No discussion

  **MOTION:** By Director Krider, seconded by Director Hemker and carried to approve the minutes of the Annual Organizational Meeting of January 13, 2012. All in favor. None opposed. Director Rivera was absent.

### IV. OLD BUSINESS

- Prior Meeting Action Items
  - To be covered in the regular agenda – update attached as Attachment 1

### V. NEW BUSINESS*


- Palomar Pomerado North County Health Development, Inc. is required to make available an Annual Report within 120 days after the close of the Corporation's fiscal year and be accompanied by either the accountant's certification if audited, or the certificate of an authorized officer of the Corporation if unaudited.
  - The Annual Audited Financial Report for Fiscal Year End 2011, which will serve as the Annual Report, has been delayed for good and purposeful reasons.
  - Staff recommends adoption of Resolution 08.10.12(04)-1 authorizing acceptance of the Independent Audit of Palomar Pomerado North County Health Development, Inc., as the Annual Report.
  - Ron Mitchell, AKT LLP, was present to review highlights of the audit of the financial statements of

  **MOTION:** By Director Greer, seconded by Director Krider and carried to approve Resolution No. 08.10.12(04)-1 Authorizing Acceptance of the Independent Audit of the Annual Financial Report of PPNC Health Development Inc., for Fiscal Year End 2011. All in favor. None opposed. Director Rivera was absent.
### AGENDA ITEM

#### DISCUSSION

Palomar Pomerado North County Health Development, Inc., for the year ending June 30, 2011 and reviewed the executive summary.

- Emphasized that obligation is to the Board working with management.
- Scope of the audit was in accordance with that communicated in the engagement letter of September 1, 2011.
- Rendered an unqualified opinion on June 30, 2011 financial statements.
- No material weaknesses identified in internal controls. However, significant deficiency identified which is being addressed.
- Audit areas designated as greater than normal risk have been addressed and resolved.
- Full cooperation of management and staff throughout the audit and were kept informed as to developments and plans affecting the audit scope.

<table>
<thead>
<tr>
<th>CONCLUSIONS/ACTION</th>
<th>FOLLOW-UP/ RESP. PARTY</th>
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#### B. Resolution No. 08.10.12(05)-2 – Authorizing Acceptance of the Program Specific Independent Audit of the Annual Financial Report of Welcome Home Baby for Fiscal Year End 2011

- Welcome Home Baby is currently in its seventh year of service and works to ensure the health and well-being of infants throughout San Diego County.
  - As the contracted agency, Health Development is required to obtain an Independent Single Audit on the Welcome Home Baby Program, which is currently funded by the First 5 Commission of San Diego.
  - A copy of the audit was included in the agenda packet for the Board’s consideration and approval.
  - Staff recommends adoption of Resolution 08.10.12(05)-2 authorizing acceptance of the Independent Audit of the welcome Home Baby Program for FY2010-2011.

**MOTION:** By Director Greer, seconded by Director Krider and carried to approve Resolution No. 08.10.12(05)-2 – Authorizing Acceptance of the Program Specific Independent Audit of the Annual Financial Report of Welcome Home Baby for Fiscal Year End 2011. All in favor. None opposed. Director Rivera was absent.

#### C. Resolution No. 08.10.12(06)-3 – Establishing a Name Change for the Corporation

- In accordance with the change of the District from Palomar Pomerado Health to Palomar Health, it is recommended that the name of the Corporation be changed from Palomar Pomerado North County Health Development, Inc., to Palomar Health Development, Inc.
  - This name has been researched by the Palomar Health legal department, who confirmed that it is an acceptable and available Fictitious Business Name for the Corporation.
  - Staff recommends approval of Resolution 08.10.12 (06)-3, Establishing a Name Change for the Corporation.

**MOTION:** By Director Krider, seconded by Director Greer and carried to approve Resolution No. 08.10.12(06)-3 – Establishing a Name Change for the Corporation. All in favor. None opposed. Director Rivera was absent.

#### D. Resolution No. 08.10.12(07)-4 - Authorizing Robert A. Hemker, Chief Financial Officer, to Execute Documents with the California Department of Transportation in Connection with an Application for Federal Funding Under FTA Section 5310 (49 U.S.C. Section 5310)

- The California Department of Transportation requires specific verbiage regarding the granting of signature authority for documents related to the application being submitted to the Federal Transit Authority for the Caltrans 5310 grant.
  - The Resolution has been edited to reflect the signature authority currently held by Robert A. Hemker by virtue of his position as the Chief Financial Officer of Health Development.
  - Staff recommends approval of Resolution 98.10.12(07)-4 Authorizing Robert A. Hemker, Chief Financial Officer, to Execute Documents with the California Department of Transportation in Connection with an Application for Federal Funding Under FTA Section 5310 (49 U.S.C. Section 5310).

**MOTION:** By Director Krider, seconded by Director Greer and carried to approve Resolution No. 08.10.12(07)-4 - Authorizing Robert A. Hemker, Chief Financial Officer, to Execute Documents with the California Department of Transportation in Connection with an Application for Federal Funding Under FTA Section 5310 (49 U.S.C. Section 5310). All in favor.
## AGENDA ITEM

### CONCLUSIONS/ACTION

**Follow-up/Resp. Party**

**E. Amendment to Financial & Accounting Services Agreement with Palomar Health**

- At the regularly scheduled meeting of the Health Development Board in October 2011, the creation of a Financial and Accounting Services Agreement between Health Development and Palomar Health for reimbursement of the time spent by the Palomar Health Finance Department to provide administrative oversight for the studies being conducted through the Research Institute was approved. Also at that meeting Director Krider requested that the topic be revisited at the January Board meeting to discuss a potential increase in the amount paid, to reflect actual costs incurred.

  - This item was tabled at the January meeting as there were two Board members that were unable to attend the meeting. This item is brought forward now for further discussion.
  - Recommend $48,000 charge back. Approved.

**MOTION:** By Director Krider, seconded by Director Covert and carried to approve a $48,000 charge back. All in favor. None opposed. Directors Director Rivera was absent.

### F. FY2013 Operating Budget – Health Development

- The FY2013 Operating Budget for Health Development was approved as part of Palomar Health’s budgeting process. An overview of the budget is included in the financial report and the full Budget will be presented at the meeting for review and ratification by the Board.

  - Staff recommends approval of the FY2013 Operating Budget.

**MOTION:** By Director Greer, seconded by Director Krider and carried to approve the FY2013 operating budget. All in favor. None opposed. Directors Director Rivera was absent.

### G. FY2013 Operating Budget – Research Institute

- The FY2013 Operating Budget for the Research Institute was approved as part of Palomar Health’s budgeting process. An overview of the budget is included in the financial report and the full Budget will be presented at the meeting for review and ratification by the Board.

  - Staff recommends approval of the FY2013 Operating Budget.

**MOTION:** By Director Greer, seconded by Director Krider and carried to approve the FY2013 operating budget. All in favor. None opposed. Directors Director Rivera was absent.

### H. YTD Financial Report

- Health Development/Research Institute FY2012 YTD Financial Reports were reviewed by Kristine Roberts.

**MOTION:** By Director Krider, seconded by Director Covert and carried to approve the YTD Financial Report for Health Development and the Research Institute as presented. All in favor. None opposed. Director Rivera was absent.

### PRESENTATIONS

**A. Update on Current Grants and Contracts Inventory**

- Aimee Jones updated the Board on status of grants managed by Health Development.

**Information Only**

**B. Grant Proposal Update – Wound Care Center Grant Applications**

- Ann Moore, Director of Wound Care, provided updates as follows:

  - **Caltrans 5310 – Elderly and Disabled Specialized Transit Grant**
    - Provides capital grants for projects that meet the transportation needs of elderly and disabled persons

**Information Only**

Next steps – get Resolution to the Board to sign and send to Caltrans in order to...
### I.A. AGENDA ITEM

### DISCUSSION

- **where public mass transportation services are unavailable, insufficient or inappropriate.**
  - Notice of Award 9/15/11; $120,000 for two ADA equipped vans
  - Funding meeting occurred May 30, 2012

- **CMS INNOVATIONS GRANT**
  - Grant Design – Create a three component Chronic Disease Management Program within Palomar Health for Medicare eligible seniors
    - Component One – Create a collaborative Peripheral Arterial Disease Care Network
    - Component Two – Create a readmission avoidance program (RAP) utilizing the transitional care model
    - Component Three – Create a Center for Chronic Care
  - Grant submitted January 2012; $13,000,000 requested; term – 3 years; grant not awarded

- **CALTRANS 5317 – NEW FREEDOM GRANT**
  - Seeks to reduce barriers to transportation services and expand the transportation mobility options available to people with disabilities beyond the requirements of the ADA of 1990.
  - Application aim – obtain funds to pay for the transportation vendor partner staff to operate and maintain the vans.
  - Provide funding for Palomar Health Transport coordinator. Serve as a liaison with vendor partner and health system.
  - Grant submitted March 2012; Funding requested - $550,000; term 3 years; Award granted 1 year for $188,000

### C. Grant Proposal Update – Center for Nursing Excellence Grant Applications

- Dr. Brenda Fischer, PhD, RN, MBA, CPHQ, Director of Nursing Excellence provided updates
  - **ROBERT WOOD JOHNSON FOUNDATION FUTURE OF NURSING GRANT**
    - Dr. Fischer reported on the activities of the Robert Wood Johnson Foundation – Future of Nurse Grant
  - **CMS GRADUATE NURSE EDUCATION DEMONSTRATION**
    - Dr. Fischer reported a high quality on-line program is a goal of this innovation.
    - A need for nurses to get advanced educational qualifications offered at a reduced cost through extended nursing.
    - Up and running soon through Cal State San Marcos.
    - This is an example of strengthening of the relationship with CSUSM.

### D. Program Activities Updates

- Dr. Fischer provided updates on the following two programs
  - **ARCHSTONE FOUNDATION – PALLIATIVE CARE**
    - Dr. Fischer reported that $112,972 has been spent through June 2012.
    - $200,000 was awarded; remaining funds $10,000.

**CONCLUSIONS/ACTION**

- complete contract and get permission to order vans.

**FOLLOW-UP/RESP. PARTY**

**Information Only**
**HEALTH DEVELOPMENT BOARD OF DIRECTORS – MEETING MINUTES FRIDAY, AUGUST 10, 2012**

### I.A. AGENDA ITEM

<table>
<thead>
<tr>
<th>DISCUSSION</th>
<th>CONCLUSIONS/ACTION</th>
<th>FOLLOW-UP/RESP. PARTY</th>
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<tbody>
<tr>
<td>o An extension has been received.</td>
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<td>o System-wide palliative care program is the outcome.</td>
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<tr>
<td>o Work ongoing to set up the program. There is momentum and they are moving forward.</td>
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### VII. INFORMATION ITEMS

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<thead>
<tr>
<th>Leslie Solomon was present to give an update on Interlink Pathways which is nearing end of its first year. The focus is on health care academy schools. How are non-clinical internship opportunities identified? Some students are interested in non-clinical areas and they are looking at opportunities to provide areas for internships in non-clinical areas. Students are coming out of high schools. There should be a discussion at a later time about increasing numbers and partnering with other healthcare systems. Need to expand outlook for new partners in this regard.</th>
<th>Next steps – building partnerships with community agencies; focusing on workforce readiness; seeking placements for high school and Post-high school students.</th>
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<tr>
<td>o Should we adjust approach to encouraging people to get into healthcare careers? Michael Covert said the original vision was to create a mechanism for exposing people to healthcare careers. Working closely with the Grant Foundation to ensure money is spent meeting intent of the grant.</td>
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### VIII. BOARD MEMBER COMMENTS/FUTURE AGENDA ITEMS

| None |

### IX.

The meeting was adjourned by Chairperson Greer at 1:50 p.m.

**MOTION:** By Director Greer, seconded by Director Krider and carried to adjourn.

**SIGNATURES:**

<table>
<thead>
<tr>
<th>HD Board Secretary</th>
<th>Acting HD Board Assistant</th>
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<tbody>
<tr>
<td>Marcelo R. Rivera, M.D.</td>
<td>Nancy Wood</td>
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</tbody>
</table>

Next Meeting: Regular Quarterly Meeting – Friday, October 12, 2012 – 12:00-2:00 p.m. – Grand Conference Room
## HEALTH DEVELOPMENT BOARD
### PRIOR MEETING ACTION ITEMS
#### CALENDAR YEAR 2012
*(To remain on listing until final)*

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<th>Color Key</th>
<th>Action</th>
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<tbody>
<tr>
<td><strong>Green</strong></td>
<td>Due at specific future date; No date specified; Status update for this meeting</td>
</tr>
</tbody>
</table>

### 1. Palliative Care
- **4/8/11:** Dr. Brenda Fischer will be invited to the April 2012 meeting to provide an update on Palliative Care
- **8/10/12:** Presentation made as part of the agenda – **Done**

### 2. Financial & Accounting Services Agreement between Palomar Health & HD:
- **10/7/11:** Director Krider requested that this item be revisited at the next meeting for discussion of an increase in the amount paid
- **1/13/12:** Tabled until April meeting as two members of Board were not at the meeting
- **8/10/12:** Discussed as part of the agenda – **Done**

### 3. Interlink Pathways
- **1/13/12:** Need to have a dinner for principals and superintendents to discuss the program and determine how we can gain their support for it in their schools
- **8/10/12:** Next steps
  - Building partnerships with community agencies
  - Focusing on workforce readiness
  - Seeking placements for high school and post-high school students

### 4. Caltrans 5310 Elderly & Disabled Specialized Transit Grant
- **8/10/12:** Resolution needs to go to the Board for signature, then needs to be sent to Caltrans in order to complete contract and get permission to order vans – **DONE**
ADDENDUM B
AMENDED AND RESTATED

BYLAWS

OF

PALOMAR HEALTH DEVELOPMENT, INC

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

REVISED AS OF

OCTOBER 31, 2012
# TABLE OF CONTENTS

ARTICLE I NAME, OFFICES AND PURPOSE ............................................................... 1

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AMENDED AND RESTATED

BYLAWS

OF

PALOMAR HEALTH DEVELOPMENT, INC.

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I

Name, Offices and Purposes

Section 1.01 Name. The name of the corporation is Palomar Health Development, Inc. (the "Corporation").

Section 1.02 Principal Office. The Board of Directors of the Corporation ("Board") shall determine where to locate the principal office of the Corporation. The Board may change the principal office from one location to another and may establish additional offices.

Section 1.03 Purposes. The Corporation is a nonprofit public benefit corporation as described in the California Nonprofit Public Benefit Corporation Law (the "Law"). The property of the Corporation is irrevocably dedicated to charitable purposes in a manner which meets the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or hereafter amended ("Internal Revenue Code"), and Sections 23701(d) and 214 of the California Revenue and Taxation Code as now in effect or hereafter amended (the "California Code"). Any reference hereafter to a federal or state code or law shall be deemed to include the expression "as now in effect or as may hereafter be amended."

The Corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Code. The primary purpose of the Corporation is to support, perform the functions of, and carry out the charitable, scientific, and educational purposes of Palomar Pomerado Health, a local California health care district ("Palomar Pomerado Health").

ARTICLE II

Membership

Section 2.01 Members. The sole member of this corporation shall be Palomar Pomerado Health. The member shall have the sole authority to amend the Articles of Incorporation, amend these Bylaws, and elect and remove the directors of the Corporation.

Section 2.02 Transfer of Membership. The membership of the member may not be assigned, transferred, or encumbered in any manner whatsoever, either voluntarily or involuntarily. Any purported or attempted assignment, transfer, or encumbrance of such membership shall be void and shall be grounds for termination of the membership.
Section 2.03 Exercise of membership rights. The member of this corporation shall exercise its membership rights through its board of directors. The board of directors of the member may, by resolution, authorize one (1) or more of its officers to exercise its vote on any matter to come before the membership of this corporation.

Section 2.04 Proof of Action. The vote, written assent, or other action of the member shall be evidenced by, and the Corporation shall be entitled to rely upon, a certificate of the secretary of the member stating (i) the actions taken by the member, (ii) that such actions were taken in accordance with the articles of incorporation and bylaws of the member, and (iii) the authorization of the member for such certification.

Section 2.05 Requests for Action by the Member. Requests for action by the member may be made through the chair of the board of the member or such other person as the board of directors of the member shall, from time to time, designate in writing.

Section 2.06 Regular Meeting. The regular meeting of the member of this corporation shall be held annually in the month of January, at the principal office of the member, or at any location within the Palomar Pomerado Health District, at such time or place as determined by the board of directors or the member. The regular meeting shall be held for the purpose of electing directors and transacting such other business as may come before the meeting.

Section 2.07 Special Meetings. Special meetings of the member for any purpose or purposes may be called by the secretary upon request of the chair of the board of the Corporation, the President of the Corporation, or the member.

Section 2.08 Notice of Meeting. Notice of a time and place for a regular or special meeting shall be delivered personally to the member or sent by first-class, registered, or certified mail to the address of the member as it appears on the Corporation's records, or if no address is given, at the place where the principal office of the Corporation is located, not less than fifteen (15) nor more than thirty (30) days before the date of the meeting. Such notice shall state the general nature of the business to be transacted.

Section 2.09 Action Without Meeting.

(a) Any action required or permitted to be taken by the member may be taken without a meeting, if the member, through its board of directors or an officer authorized pursuant to Section 2.03 ("Authorized Officer") consent in writing to such action. Such written consents shall be filed with the secretary of the Corporation and maintained in the corporate records and shall have the same force and effect as the unanimous vote of such directors or Authorized Officers of the member taken at a meeting.

(b) The directors or Authorized Officers of the member may consent, vote, or otherwise take action under this Section 2.09 by a signed document transmitted by mail, messenger, courier, facsimile, or any other reasonable method satisfactory to the Chair (if any) or the President of the Corporation.

Section 2.10 Liabilities of Members. There shall be no membership fees, dues, or assessments. No person who is now or later becomes a member of the Corporation shall
be personally liable to its creditors for any indebtedness or liability and any or all creditors of
this corporation shall look only to the assets of the Corporation for payment.

ARTICLE III
Board of Directors

Section 3.01 Duties and Powers of Board. Subject to any limitations in the
Corporation's Articles of Incorporation (the "Articles"), these Bylaws, and those powers
expressly reserved to the member, the Board shall manage the activities of the Corporation
and shall exercise or oversee the exercise of all corporate powers. The Board may delegate
its duties and powers as it sees fit, provided however, that the activities and affairs of the
Corporation shall be managed and all corporate powers shall be exercised under the ultimate
direction of the board. The Board shall have all powers permitted to or conferred on a board of
directors of a nonprofit public benefit corporation by Law, except as limited by the Articles,
these Bylaws, and those powers expressly reserved to the member.

Section 3.02 Number of Directors. The number of directors of the Corporation
shall be five (5). The Palomar Pomerado Health Chief Executive and Chief Financial
Officer shall be ex officio members with vote. Directors shall be selected, and may be
removed with or without cause, by the member.

Section 3.03 Election and Term of Office. Directors shall be elected by the
member at each annual meeting of the Board for a one year term. Each director, including a
director elected to fill a vacancy, shall hold office until the earlier of the expiration of the term
for which he or she was elected or until the election and qualification of a successor.

Section 3.04 Interested Persons. No more than forty-nine percent (49%) of the
directors serving at any one time may be "interested persons." For purposes of this Section
3.04, an "interested person" is:

(a) Any person currently being compensated by the Corporation for
services rendered to it within the previous twelve (12) months, whether as a full-time or part-
time employee, independent contractor, or otherwise, excluding any reasonable
compensation paid to a director as a director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law,
sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any person listed
in Section 3.04(a) above.

Any violation of the provisions of this Section 3.04 shall not affect the validity or
enforceability of any transaction entered into by the Corporation.

Section 3.05 Resignation, Removal, and Vacancies.

(a) A director may resign effective upon giving written notice to the
Chair of the Board (the "Chair") if any, the President, the Secretary, or the Board,
unless the notice specifies that the resignation shall be effective at a later time; provided, however, that a director may not resign without permission of the Attorney General in a case
where the Corporation would be left without a duly elected director in charge of its affairs.
(b) The Board may remove a director who fails to fulfill his or her duties, including failing to attend Board meetings or failing to fulfill tasks designated by the Board; provided, however, that such removal must be authorized by an affirmative vote of the member.

(c) The Board may fill vacancies between meetings of the member of the Corporation by a majority vote of directors then in office, even though less than a quorum or by the sole remaining director. If the number of directors would fall below three (3), the Board shall fill vacancies as promptly as possible to avoid such result. A director elected to fill a vacancy shall hold office until the scheduled meeting of the member, or the expiration of the term of the replaced director, or until his or her successor has been elected and qualified, whichever event is first to occur. The member may remove a successor director so appointed at any time, with or without cause.

(d) A vacancy in the Board shall be deemed to exist upon the occurrence of the death, resignation, or removal of any director, or if the authorized number of directors is increased.

(e) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or is convicted of a felony, or has been found by a final order or judgment of any court to have breached a duty to the Corporation. Any director of the Corporation appointed to such position in connection with such director also serving as a director of the Palomar Pomerado Health board of directors shall cease to be a director of the Corporation upon removal or resignation from the Palomar Pomerado Health board of directors. Any director serving in such capacity in connection with such director also serving as the Chief Executive Officer or the Chief Financial Officer of Palomar Pomerado Health shall cease to be a director of the Corporation upon removal or resignation from the office of Chief Executive Officer or Chief Financial Officer, as the case may be, of Palomar Pomerado Health.

ARTICLE IV
Board Meetings

Section 4.01 Meetings Open to the Public. Meetings of the Board shall be open to the public, except as otherwise provided in applicable laws or regulations, including but not limited to the Brown Act, California Government Code Sections 54950 - 54962 (the "Brown Act").

Section 4.02 Board Meeting. A meeting of the Board is any congregation of a majority of the members of the Board at the same time and place to hear, discuss or deliberate upon any item that is within the subject matter jurisdiction of the Board. A meeting is also the use of direct communication, personal intermediaries or technological devices that is employed by a majority of the members of the Board to develop a collective concurrence as to action to be made on an item by the members of the Board. Board meetings may be held by teleconference subject to applicable laws and regulations including the California Government Code.
Section 4.03  Regular Meetings. Regular meetings of the Board shall be held as follows:

(a) The Board's annual organizational meeting shall be held in January or February at a place and time designated by the Board in a Resolution passed at the last regular meeting during the previous calendar year.

(b) At the annual organizational meeting, the Board shall pass a resolution stating the dates, times and places of the two remaining regular meetings for the calendar year, said meetings to be held every four months.

Section 4.04  Holidays. Meetings of the Board may be held on any calendar day as determined by the Board.

Section 4.05  Notice and Action. The Board shall provide public notice of its meetings in accordance with the Brown Act. No "action," as defined in the Brown Act, shall be taken on any item not appearing on the posted agenda unless permitted under applicable law.

Section 4.06  Members of the Public. Members of the public shall be afforded an opportunity to participate in Corporation decision-making processes and Board meetings to the extent permitted under applicable laws, including but not limited to the Brown Act.

Section 4.07  Annual Organizational Meeting. At its annual organizational meeting, the Board shall organize by the election of officers. One member shall be elected as Chairperson, one as Vice Chairperson and one as Secretary. The Board may also appoint the Treasurer at the annual organizational meeting.

Section 4.08  Special Meetings. A special meeting may be called at any time by the Chairperson, or by a majority of the Board members, by delivering personally or by mail written notice to each Board member and to each local newspaper of general circulation, radio or television station requesting notice in writing. Such notice must be delivered personally or by mail at least 24 hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted; no other business shall be considered at special meetings. Written notice may be dispensed with as to any Board member who at or prior to the time the meeting convenes files with the Secretary a written waiver of notice. Such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

(a) The call and notice shall also be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. Notice shall be required pursuant to this Section regardless of whether any action is taken at the special meeting.

(b) In the case of an emergency situation involving matters upon which prompt action is necessary, the Board may hold an emergency meeting without complying with either or both the 24 hour notice or posting requirements. In the event the notice and/or posting requirements are dispensed with due to an emergency situation, each local newspaper of general circulation and radio or television station which has requested notice of special meetings shall be notified by the Chairperson, or his designee, one hour prior to the...
emergency meeting, by telephone. All telephone numbers provided in the most recent request of such newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements of this paragraph shall be deemed waived, and the Board, or its designee, shall notify those newspapers, radio stations or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible. Notwithstanding this Section, the Board shall not meet in closed session during a meeting called as an emergency meeting. With the exception of the 24 hour notice and posting requirements, all requirements contained in this Section shall be applicable to any meeting called due to an emergency situation.

(c) The minutes of an emergency meeting, a list of persons who the Chairperson, or his designee, notified or attempted to notify, a copy of the roll call vote, and any actions taken at the meeting shall be publicly posted for a minimum of ten days as soon possible after the meeting.

Section 4.09 Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, the act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.10 Adjournment and Continuance. The Board may adjourn any of its meetings in accordance with applicable laws, including but not limited to the Brown Act.

Section 4.11 Disrupted Meetings. In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible, and order cannot be restored by the removal of individuals who were willfully interrupting the meeting, the Board may order the meeting room closed and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this Section. The Board may establish a procedure for readmitting an individual or individuals not responsible for willfully disrupting the orderly conduct of the meeting.

Section 4.12 Committees of the Board. The Board may, by resolution adopted by a majority of the number of directors then in office, create one or more Board committees, each consisting of at least two directors, to serve at the pleasure of the Board. Board committees may be standing (no set term) or special (set term). Appointments of directors to Board committees shall be made by the Board. Any such Board committee, to the extent provided in a resolution of the Board, may be given the authority of the Board except with respect to:

(a) The approval of any action for which the Law requires approval of the Board or a majority of the Board;

(b) The filling of vacancies on the Board or in any Board committee;

(c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
(d) The appointment of Board committees or the members thereof;

(e) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(f) The approval of any self-dealing transaction, as defined in § 5233(a) of the Law or any successor provision thereto.

Section 4.13 Meetings and Actions of Board Committees. Regular and special meetings and actions of Board committees shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board.

Section 4.14 Advisory Committees. The Board may, by resolution adopted by a majority of the number of directors then in office, create one or more advisory committees to serve at the pleasure of the Board. Each advisory committee shall have at least one (1) director as a member at all times. Other appointments to such advisory committees need not, but may, be directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Section 4.15 Fees and Compensation. The Corporation shall not pay any compensation to directors for services rendered to the Corporation as directors, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board. Notwithstanding the foregoing, any director who is also a Board member of Palomar Health will be paid for attending a Board meeting of Corporation. Such payment will be in accordance with Palomar Health policy regarding compensation of its Board members.

ARTICLE V
Officers

Section 5.01 Officers. The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board, a Chair. The Board shall have the power to designate additional officers of the Corporation, who need not be directors, with such duties, powers, titles, and privileges as the Board may fix. Any number of offices may be held by the same person except that neither the Secretary nor the Chief Financial Officer may serve concurrently as President or Chair.

Section 5.02 Election. The officers of the Corporation (except such officers as may be elected or appointed in accordance with the provisions of Section 5.03 or Section 5.05 of this Article V), shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors are elected and qualified.

Section 5.03 Chair of the Board’s Power to Appoint Officers. The Board may empower the Chair, or if none, the President, to appoint or remove such other officers as the business of the Corporation may require, each of whom shall hold office for such period,
having such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

Section 5.04  Removal and Resignation.

(a) Any officer may be removed with or without cause by the Board at any time or by any officer upon whom such power of removal may be conferred by the Board.

(b) Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

Section 5.05 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided, however, that such vacancies may be filled as they occur and not necessarily at the annual meeting.

Section 5.06 Chair of the Board. The Chair, if any, shall preside at, or, if unavailable, shall designate another member of the Board to preside at, all meetings of the Board. The Chair shall exercise and perform such other powers and duties as may be assigned from time to time by the Board. There shall be no limit on the term of a Chair as Chair, except as relates to the Chair's status as director.

Section 5.07 President. Subject to such powers as may be given by the Board to the Chair, if any, the President is the general manager and chief executive officer of the Corporation and, subject to the control of the Board, shall have general supervision, direction, and control of the business and officers of the Corporation. In the absence of the Chair, or if there is none, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 5.08 Vice-Presidents. In the absence or disability of the President, the Vice-Presidents, if any, are appointed in order of their rank as fixed by the Board or, if not ranked, a Vice-President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Vice-Presidents shall have such other powers and perform such other duties from time to time may be prescribed for them by the Board.

Section 5.09 Secretary.

(a) The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board may order, a book of minutes of all meetings of the Board and any Board committees. The minutes shall include the time and place of meetings, whether annual, regular, or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee of the Board meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the Corporation, the original or a copy of the Corporation's Articles and Bylaws, as amended.
(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees of the Board required by law or by these Bylaws to be given, shall keep the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 5.10 **Chief Financial Officer.**

(a) The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Corporation. The books of account shall be open at all reasonable times to inspection by a director.

(b) The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the directors, whenever requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

**ARTICLE VI**

**Indemnification and Insurance**

Section 6.01 **Indemnification.** The corporation shall, to the maximum extent permitted by the Law, indemnify each of its directors, officers, employees, and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a director, officer, or agent of the Corporation, and shall advance to such person expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Section 6.01 a "director," "officer," "employee," or "agent" of the Corporation includes any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of a corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation. The Board may, in its discretion, provide by resolution for indemnification of, or advance of expenses to, other agents of the Corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

Section 6.02 **Insurance.** The corporation shall have the power to purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article V, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any person in respect of a violation of Section 5233 of the Law (relating to self-dealing) or any successor provision.
ARTICLE VII
Miscellaneous

Section 7.01  Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June 30 unless otherwise fixed by the Board.

Section 7.02  Corporate Seal. The corporate seal, if any shall be in such form as may be approved from time to time by the Board.

Section 7.03  Checks, Notes, and Contracts. The Board of Directors shall determine which persons shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptance notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.04  Endorsements of Documents: Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by both the Chair, the President or any Vice-President, and the Secretary, any Assistant Secretary, the Chief Financial Officer or any Assistant Chief Financial Officer, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 7.05  Representation of Shares of Other Corporations. The Chair, or any other officer or officers authorized by the Board or the Chair, are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 7.06  Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Law shall govern the construction of these Bylaws.

Section 7.07  Amendment of Articles and Bylaws. The Articles and Bylaws may only be adopted, amended, or repealed in whole or in part by a vote of the member.

Section 7.08  Maintenance of Certain Records. The accounting books, records, minutes of proceedings of the Board and of the executive committee, if any, of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed, or printed form.
Section 7.09 **Annual Report.** No later than one hundred twenty (120) days after the close of the Corporation's fiscal year, the Corporation shall make available to each director an annual report in accordance with Section 6321 of the Law, which shall be accompanied by any report of independent accountants or, if there is no such accountant's report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 7.10 **Annual Statement of Certain Transactions and Indemnifications.** The corporation shall make available to its directors an annual statement affixed to the annual report described in Section 7.09 of these Bylaws which briefly describes (a) any transaction(s) during the previous fiscal year involving both (i) the Corporation and either a director or officer of the Corporation (or its parent or subsidiary) or any holder of more than ten percent (10%) of the voting power of the Corporation (or its parent or its subsidiary) and (ii) more than $50,000; or (b) any indemnifications or advances aggregating more than $10,000 paid during the fiscal year to any officer or director of the Corporation.

Section 7.11 **Loans to Directors and Officers.** The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation, its parent, or any subsidiary. The provisions of this Section 7.11 do not apply to (1) the payment of premiums in whole or in part by the Corporation on a life insurance policy of a director or officer so long as repayment to the Corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value; or (2) a loan of money to or for the benefit of an officer in circumstances where it is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in the state of California.

**THIS IS TO CERTIFY:**

That I am the duly elected, qualified and acting Secretary of Palomar Health Development, Inc., and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of October 31, 2012, by the Board of the Corporation.

Dated:

<table>
<thead>
<tr>
<th>Name: Tanya L. Howell</th>
</tr>
</thead>
<tbody>
<tr>
<td>Title: Secretary</td>
</tr>
</tbody>
</table>
ADDENDUM C
Financial Review

OCTOBER 31, 2012
### FISCAL YEAR 2013
### Income Statement Summary

<table>
<thead>
<tr>
<th></th>
<th>Health Development</th>
<th></th>
<th>Research Institute</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>YTD Actual</td>
<td>YTD Budget</td>
<td>Budget</td>
<td>Variance YTD</td>
</tr>
<tr>
<td><strong>Revenue</strong></td>
<td>43,440</td>
<td>44,170</td>
<td><strong>(730)</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Expenses</strong></td>
<td>35,022</td>
<td>29,032</td>
<td><strong>(5,990)</strong></td>
<td></td>
</tr>
<tr>
<td><strong>Net Income/Loss</strong></td>
<td>8,418</td>
<td>15,138</td>
<td><strong>(6,720)</strong></td>
<td></td>
</tr>
</tbody>
</table>
Health Development
FY 2013 Indirect Revenue Sources

HD Indirect Revenue

MAA
United Way
HDS
Green Oaks Ranch
West Foundation
Health Development & Research Institute
Financial Trend
FY 2006-2013
ADDENDUM D
Healthy Development Services

Providing Developmental & Behavioral Services for Children 0-5 years and Their Families

Funded by First 5 San Diego
Healthy Development Services

• 5 Year Contract Term: July 2010 through June 2015
• Total Funding
  – 5 year = $9,676,026  Annually = $2,057,252
• Palomar Health is the Lead Agency for the North Inland Region
• Services Provided by Palomar Health Developmental Services Include:
  – Parent Education Classes (L.E.A.P)
  – Care Coordination including Case Management
  – Developmental Services (Speech, Occupational and Physical Therapy)
• Services Provided by Subcontracted Agencies Include:
  – Vision & Hearing Screenings (North County Health Services)
  – Behavioral Services (Jewish Family Service, YMCA-CRS, Motiva Associates and Home Start, Inc.)
## Healthy Development Services

### HDS North Inland Demographics FY 2011-12 (N=1,852)

<table>
<thead>
<tr>
<th>Race/Ethnicity</th>
<th>Percent</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>African American</td>
<td>1%</td>
<td>26</td>
</tr>
<tr>
<td>American Indian</td>
<td>1%</td>
<td>24</td>
</tr>
<tr>
<td>Asian/Pacific Islander</td>
<td>3%</td>
<td>54</td>
</tr>
<tr>
<td>Hispanic/Latino</td>
<td>76%</td>
<td>1,358</td>
</tr>
<tr>
<td>Multiracial/Other</td>
<td>5%</td>
<td>87</td>
</tr>
<tr>
<td>White</td>
<td>13%</td>
<td>238</td>
</tr>
<tr>
<td>Declined</td>
<td>4%</td>
<td>65</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Age Bracket</th>
<th>Percent</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>0 to &lt; 3 yrs</td>
<td>71%</td>
<td>1,321</td>
</tr>
<tr>
<td>3 to 5 yrs</td>
<td>29%</td>
<td>531</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Language</th>
<th>Percent</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>English</td>
<td>34%</td>
<td>626</td>
</tr>
<tr>
<td>Spanish</td>
<td>66%</td>
<td>1,176</td>
</tr>
<tr>
<td>Other</td>
<td>1%</td>
<td>27</td>
</tr>
<tr>
<td>Declined</td>
<td>1%</td>
<td>23</td>
</tr>
</tbody>
</table>
Healthy Development Services

Target and Actual Number of Parents* and Children** Served in HDS North Inland FY 2011-12

- **Parent Ed***
- **Care Coordination**
- **Development**
- **Behavior**

Target and Actual Number of Parents and Children Served in HDS North Inland FY 2011-12

- **Parent Ed***: Target: 47, Actual: 47
- **Care Coordination**: Target: 1600, Actual: 1000
- **Development**: Target: 800, Actual: 1000
- **Behavior**: Target: 400, Actual: 400
Healthy Development Services

• Hawaii Early Learning Profile (HELP)
  – Curriculum-based assessment, the HELP is not standardized; it is used for identifying needs, tracking growth and development, and determining "next steps" (target objectives)
  – Children with developmental delays show a significant gain at post assessment following HDS services

• Child Behavior Checklist (CBCL)
  – Parent-report questionnaire, the CBCL is a widely-used standardized measure in child psychology for evaluating maladaptive behavioral and emotional problems in young children
  – Children with a borderline or clinical score at assessment show a considerable behavioral gain at post assessment following HDS services
Healthy Development Services

• North Inland HDS Quality Assurance Survey – Measuring **Service Excellence** at Discharge
  – **100%** of families strongly agree (88%) or agree (12%) that the services they received were valuable (n= 404)
  – **100%** of families strongly agree (87%) or agree (13%) that they would recommend these same services to family and friends (n= 399)
  – **98%** of families strongly agree (80%) or agree (18%) that they were happy with how long it took to book an appointment to begin their services (n= 399)
Healthy Development Services

• Program Updates
  – Rural Outreach
    • North County Health Services Ramona
    • Rincon Indian Health Center
    • Fallbrook Family Health Center & Fallbrook Childcare Centers
  – Collaboration with Local Elementary School Districts
    • HDS identifies children with severe developmental delay who are eligible for district services and links them through HDS Care Coordination
  – Transportation Van
    • Average of 30 families are transported to over 100 appointments every month
  – Department Transition to Rehab Services
    • Director Virginia Barragan, FACHE, DPT, MOMT supports Developmental Services and the HDS Program
Healthy Development Services

• Program Highlights
  – Music Therapy
    • Integrating Bright Start Music Groups into HDS services
    • Groups provide a social context for acquisition of new skills
  – San Diego Children’s Discovery Museum
    • Palomar Health provides training opportunities to Museum staff to assure age appropriate exhibits
    • In addition to Parenting Classes, Museum allows Physical Therapy and Occupational Therapy services on site
  – Jump Start Funding
    • Received additional funding through First 5 San Diego to provide HDS services to Alcohol & Drug Treatment Facilities
    • Additional $100,000 beginning January 2013; serving 36 children and their mothers at two Alcohol and Drug Service sites in Escondido
ADDENDUM E
Grant Update

OCTOBER 31, 2012
<table>
<thead>
<tr>
<th>TITLE</th>
<th>GRANTEE</th>
<th>Purpose</th>
<th>Awarded</th>
<th>Remaining Funds Receivable</th>
<th>Beg/End Date</th>
<th>Updates</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bioterrorism/ Emergency Preparedness</td>
<td>County of San Diego, Health &amp; Human Agency</td>
<td>To enhance San Diego's Emergency Preparedness by utilizing HPP funding to purchase priority equipment and supplies including evacuation equipment, interoperable communications equipment, and surge capacity for pandemic influenza and fatality mgmt.</td>
<td>$1,040,480 Total over 12 years.</td>
<td>$320,196</td>
<td>5/25/05-6/30/18</td>
<td>N/A</td>
</tr>
<tr>
<td>Green Oaks Ranch</td>
<td>Physical Health Services for CANN</td>
<td>Provides an intake center for assessment and placement of abused, neglected, and/or abandoned children taken into immediate protective custody by Law Enforcement Officers and/or Health &amp; Human Services Agency Social Workers.</td>
<td>$835,000 ($167,000 per year)</td>
<td>$37,507</td>
<td>7/12/07-12/31/12</td>
<td>Extended 6 months from 6/30/12 County has extended the current agreement using the 6 month extension language in our contract. A new RFP was released in August.</td>
</tr>
<tr>
<td>MAA (Medical Administrative Activities)</td>
<td>County of San Diego Health &amp; Human Services Agency</td>
<td>Medi-Cal Administrative Activities (MAA) is a government program available to PH to recover some of the administrative costs associated with providing Medi-Cal services.</td>
<td>Approx. $200,000 Annually</td>
<td>$0</td>
<td>N/A</td>
<td>All 4 quarters of FY11 have been submitted to the state. Next MAA Provider Meeting is scheduled for January 2013.</td>
</tr>
<tr>
<td>TITLE</td>
<td>GRANTEE</td>
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<td>Remaining Funds Receivable</td>
<td>Beg/End Date</td>
<td>Updates</td>
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<tr>
<td>Marjorie Mosher Schmidt Foundation - Child Abuse Program</td>
<td>Marjorie Mosher Schmidt Foundation</td>
<td>To provide funds for interior of SART/Child Abuse Program building to be painted and flooring.</td>
<td>$22,000</td>
<td>$0</td>
<td>12/14/09-n/a</td>
<td>N/A</td>
</tr>
<tr>
<td>National Children’s Alliance (NCA)</td>
<td>National Children’s Alliance (NCA)</td>
<td>Having met standards set for Child Advocacy Centers, PH is an accredited member of the NCA. As a member of the NCA, PH receives a grant of $10,000 annually to provide continued support for the cost of a bilingual interviewer in PH’s Child Abuse Program.</td>
<td>$10,000 Annually</td>
<td>$10,000</td>
<td>1/1/04-12/31/13</td>
<td>N/A</td>
</tr>
<tr>
<td>Parker -North County Project</td>
<td>Vaughn Parker Foundation</td>
<td>Donation through Foundation to provide additional funding for breast cancer diagnostic services to men and women 20-50 who fall between the gaps in the medical system, whether by income level, ethnicity, age, citizenship, or lack of insurance.</td>
<td>$50,902.60</td>
<td>$0</td>
<td>7/1/08-n/a</td>
<td>N/A</td>
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<tr>
<td>TITLE</td>
<td>GRANTEE</td>
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<td>Remaining Funds Receivable</td>
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<tr>
<td>United Way - Forensic Interviewing</td>
<td>United Way</td>
<td>To expand the availability of specialized child forensic interviews for children and youths who may be victims of child sexual abuse who would benefit from specialized child interview thus reducing the secondary trauma associated with multiple, duplicative interviews and increasing accuracy</td>
<td>$106,376</td>
<td>$0</td>
<td>12/1/08-8/31/12</td>
<td>Extension granted through 8/31/12 to utilize remaining funds. All remaining funds have been spent. No future funds are anticipated.</td>
</tr>
<tr>
<td>Healthy Development Services (HDS)</td>
<td>First 5 Commission</td>
<td>To serve as lead agency for the North Inland Region to provide integrated care and treatment services that address the health, developmental and behavioral needs of children ages birth through 5 years</td>
<td>$8,760,000 ($1,752,000 annually)</td>
<td>$5,138,976</td>
<td>07/01/10-06/30/15</td>
<td>Health Development was awarded $2,057,251 for FY13. $418,355 has been invoiced through September 2012.</td>
</tr>
<tr>
<td>Palliative/Spiritual Care Grant</td>
<td>Archstone Foundation</td>
<td>To improve the quality of spiritual care provided by the trans-disciplinary team to the critically ill patients in the medical-surgical intensive care units at Palomar Medical Center. The overall goal of the project is to put into practice the Inpatient Spiritual Care Implementation Model with an emphasis on identifying and treating spiritual distress the same as any other medical issue.</td>
<td>$200,000</td>
<td>$10,000</td>
<td>10/1/10-3/31/13</td>
<td>$125,921.58 spent through September 2012. 6 month extension has been granted to continue services through 3/31/2013.</td>
</tr>
<tr>
<td>TITLE</td>
<td>GRANTEE</td>
<td>Purpose</td>
<td>Awarded</td>
<td>Remaining Funds Receivable</td>
<td>Beg/End Date</td>
<td>Update</td>
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</tr>
<tr>
<td>In-n-Out - Child Abuse Program</td>
<td>In-N-Out Child Abuse Foundation</td>
<td>To provide funding for SART/Child Abuse Program community education and bilingual interviewing at the center. Funds to be used to reimburse PH lab for the costs of some tests that sometimes need to be run on children that are not covered in the fee agreement with law enforcement.</td>
<td>$10,000</td>
<td>$0</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Clinical Investigator Research Grant Program</td>
<td>San Diego Chapter of the American Association of Critical Care Nurses (SDAACN)</td>
<td>To Create, Coordinate &amp; Conduct the research study &quot;Undiagnosed Prediabetes &amp; Diabetes in the ED - A Missed Opportunity for Early Referral and Treatment.&quot;</td>
<td>$2,500</td>
<td>$0</td>
<td>4/15/11- 11/15/12</td>
<td>N/A</td>
</tr>
<tr>
<td>Interlink Pathways (GO-MED)</td>
<td>West Foundation</td>
<td>Staff funding for navigators positions</td>
<td>$260,000</td>
<td>$111,950</td>
<td>8/1/11- 4/30/13</td>
<td>$142,595 spent through 9/2012.</td>
</tr>
<tr>
<td>TITLE</td>
<td>GRANTEE</td>
<td>Purpose</td>
<td>Potential Award Amount</td>
<td>Beg/End Date</td>
<td></td>
<td></td>
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<td>----------------------------------------------------</td>
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</tr>
<tr>
<td>First 5 Targeted At Risk Home Visiting Program</td>
<td>First 5 Commission</td>
<td>Targeted At Risk Home Visiting Program</td>
<td>Approximately $5M/year for five years, split between providers throughout the county.</td>
<td>*RFP is expected to be released in November 2012. *Proposals will be due first week in January 2013. *Program funding and implementation expected Spring 2013.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Strong Start For Mothers and Newborns</td>
<td>Centers for Medicare &amp; Medicaid Services (CMS)</td>
<td>To test new care and payment models that have the potential to improve perinatal outcomes for women enrolled in Medicaid and/or Children’s Health Insurance Program (CHIP) who are at high-risk for adverse pregnancy outcomes.</td>
<td>Up to $43.2 million will be awarded to providers, States, and managed care organizations</td>
<td>*Letter of intent has been submitted. *Period of performance is 4 years beginning on date of award. *Anticipated notice of award was 10/5/12. To date, no notification has been received.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Komen Breast Health Education &amp; Outreach Project</td>
<td>Susan G. Komen</td>
<td>To provide breast cancer diagnostic services to men and women 20-50 who fall between the gaps in the medical system, whether by income level, ethnicity, age, citizenship, or lack of insurance.</td>
<td>$20,000 requested</td>
<td>*Letter of intent is due 10/29/12. *Funding period will be 4/1/13-3/31/14. *Will be notified 11/27/12 if we are selected to apply.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>TITLE</td>
<td>GRANTEE</td>
<td>Purpose</td>
<td>Potential Award Amount</td>
<td>Beg/End Date</td>
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</tr>
</tbody>
</table>
| Green Oaks Ranch               | Physical Health Services for CANN            | Provides an intake center for assessment and placement of abused, neglected, and/or abandoned children taken into immediate protective custody by Law Enforcement Officers and/or Health & Human Services Agency Social Workers. New contract combines two prior contracts (both the piece Health Development currently has and the piece currently handled by New Alternatives). | $863,500 ($157,000 annually for up to 5.5 years) | *Proposal submitted 9/20/12  
*New Alternatives has applied as lead, HD will subcontract  
*Funding period will be 1/1/13-12/31/13 and may be extended through 6/30/17 |
| CalTrans 5310 Elderly & Disabled Specialized Transit Grant | Caltrans / Regional Transportation Planning Agency (RTPA) | Purchase of two wheelchair accessible vans to improve senior and disabled patient access to medical care at both Palomar Pomerado Health Wound Care Centers (PHWCC). | $120,000 | *funding pending additional documentation review                                                     |
| CalTrans 5317 New Freedom Grant | Caltrans / Regional Transportation Planning Agency (RTPA) | To obtain funds to pay for the transportation vendor partner staff to operate and maintain the vans. Provide funding for Palomar Health Transport coordinator. Serve as a liaison with vendor partner and health system. | $550,000 over 3 years | *funding pending additional documentation review                                                     |