

**Palomar UCSD Health  
Authority  
Board of Directors**

Meeting Materials

May 18, 2026

## **Board of Directors**

Pauline Gourdie, Chair

Margarita Baggett, RN, MSN, Vice Chair

John M. Carethers, MD, MACP, FAACR

Z. Jeff Daskalakis, MD, PhD, FRCP(C)

John Whitham

Charlene Zettel

Posted  
Friday,  
May 15, 2026

**PALOMAR UCSD HEALTH AUTHORITY  
BOARD OF DIRECTORS  
Meeting Agenda**

**Monday, May 18, 2026  
2:00 p.m.**

*Please see page 3 of agenda for meeting location*

<i>The Board may take action on any of the items listed below, including items specifically labeled "Informational Only"</i>				<b>Time</b>	<b>Target</b>
<b>Call To Order</b>					<b>2:00</b>
<b>I.</b>	<b>Establishment of Quorum</b>			1	2:01
<b>II.</b>	<b>Public Comments<sup>1</sup></b>			30	2:31
<b>III.</b>	<b>Approval of Minutes (ADD A)</b>			5	2:36
	<b>Agenda Item</b>	<b>Committee/ Department</b>	<b>Action</b>		
	A. Board of Directors Meeting Minutes – Tuesday, March 24, 2026 (Pp 6-16)	Board of Directors	Review/ Approve		
<b>IV.</b>	<b>Adjourn to Closed Session</b>			30	3:06
	A. Pursuant to California Government Code § 54962 and California Health & Safety Code § 32106—REPORT INVOLVING TRADE SECRET—Discussion will concern: proposed new service or program. Estimated date of public disclosure: January 1, 2027				
	B. Pursuant to California Government Code § 54962 and California Health & Safety Code § 32106—REPORT INVOLVING TRADE SECRET—Discussion will concern: proposed new service or program. Estimated date of public disclosure: January 1, 2027				
	C. Pursuant to California Government Code § 54962 and California Health & Safety Code § 32106—REPORT INVOLVING TRADE SECRET—Discussion will concern: proposed new service or program. Estimated date of public disclosure: January 1, 2027				
<b>V.</b>	<b>Re-Adjourn to Open Session</b>			1	3:07
<b>VI.</b>	<b>Action Resulting from Closed Session, if any</b>			1	3:08

<b>VII.</b>	<b>Reports – Informational Only</b>				
	A. Chief Executive Officer, Palomar UCSD Health Authority – Diane Hansen			10	3:18
	B. Chief Executive Officer, UC San Diego Health – Patty Maysent			10	3:28
<b>VIII.</b>	<b>Approval of Bylaws, Charters, Resolutions and Other Actions (ADD B)</b>			15	3:43
	Agenda Item	Committee/ Department	Action		
	A. Resolution: Approving and Authorizing the Execution of Certain Agreements and Related Actions in Furtherance of Closing and the Operational Date of the Authority (Pp 18-20), including the following: <i>i.</i> Initial Contribution Agreement <i>ii.</i> Use Agreement <i>iii.</i> Tax Revenue Contribution Agreement <i>iv.</i> UCSD Health Contribution Agreement <i>v.</i> Tenancy-in-Common Agreement <i>vi.</i> Amended and Restated Closing Agreement <i>vii.</i> Acceptance and Recordation of Real Property Interests	Board of Directors	Review/ Approve		
	B. Resolution: Authorizing the Authority to Become a Member of the Obligated Group Pursuant to a Master Trust Indenture and to Become the Credit Group Representative (Pp 21-23)	Board of Directors	Review/ Approve		
	C. Resolution: Authorizing Designated Individual(s) to Represent the Authority in Negotiations and Communications with Health Plans and Health Insurance Payors (Pp 24-25)	Board of Directors	Review/ Approve		
	D. Approval: Branding of Palomar UCSD Health Authority	Board of Directors	Review/ Approve		
<b>Final Adjournment</b>					<b>4:00</b>

NOTE: If you need special assistance to participate in the meeting, please call 760.740.6375 with requests 48 hours prior to the event, so we may provide reasonable accommodations.

<sup>1</sup>3 minutes allowed per speaker.

# Palomar UCSD Health Authority Board of Directors Meeting Location Options

Palomar Medical Center Escondido  
2185 Citracado Parkway  
1<sup>st</sup> Floor Conference Room  
Escondido, CA 92029

- Board Members of the Palomar UCSD Health Authority Board of Directors will attend at this location, unless otherwise noticed below
- Non-Board member attendees, and members of the public may also attend at this location
  - 8080 North Central Expressway, Suite 1700, Dallas, TX 75206
  - 15562 Rising Place S., San Diego, CA 92127

<https://www.microsoft.com/en-us/microsoft-teams/join-a-meeting?rtc=1>

Meeting ID: 237 311 284 005 33

Passcode: ph78j4zX

or

Dial in using your phone at 929.352.2216; Access Code: 914 580 472#<sup>1</sup>

- Non-Board member attendees, and members of the public may also attend the meeting virtually utilizing the above link

<sup>1</sup> *New to Microsoft Teams? Get the app now and be ready when your first meeting starts: [Download Teams](#)*

# Palomar UCSD Health Authority Board of Directors Meeting

Meeting will begin at 2:00 p.m.



## Request for Public Comments

If you would like to make a public comment, submit your request by doing the following:

- **In Person: Submit a Public Comment Form, or verbally submit a request, to the Board Clerk**
- **Virtual: Enter your name and “Public Comment” in the chat function**

Those who submit a request will be called on during the Public Comments section and given 3 minutes to speak.

### Public Comments Process

Pursuant to the Brown Act, the Board of Directors can only take action on items listed on the posted agenda. To ensure comments from the public can be made, there is a 30 minute public comments period at the beginning of the meeting. Each speaker who has requested to make a comment is granted three (3) minutes to speak. The public comment period is an opportunity to address the Board of Directors on agenda items or items of general interest within the subject matter jurisdiction of Palomar UCSD Health Authority.

# ADDENDUM A

**PALOMAR UCSD HEALTH AUTHORITY BOARD OF DIRECTORS**

<i>Board of Directors Meeting Minutes – Tuesday, March 24, 2026</i>	
<b>Agenda Item</b>	
<ul style="list-style-type: none"> <li><b>Discussion</b></li> </ul>	<b>Conclusion/Action/Follow Up</b>
<b>Notice of Meeting</b>	
<p>Notice of Meeting was physically posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Suite 300, Escondido, CA. 92029 and UC San Diego Health – La Jolla Emergency Department, 9432 Medical Center Drive, La Jolla, CA 92037 as well as on the Palomar Health website on Friday, March 20, 2026, an Amended posting on Friday, March 20, 2026 and on Monday, March 23, 2026, which is consistent with legal requirements.</p>	
<b>Call to Order</b>	
<p>The meeting, which was held at the Palomar Health Medical Center Escondido, 1<sup>st</sup> Floor Conference Room, 1285 Citracado Parkway, Escondido, CA 92029, and called to order at 2:02 p.m. by Diane Hansen.</p>	
<b>I. Establishment of Quorum</b>	
<p>Quorum was established via roll call comprising of Directors Margarita Baggett; John Carethers, MD; Z. Jeff Daskalakis, MD; Pauline Gourdie; John Whitham (virtual); Charlene Zettel</p> <p>Absences: none</p>	
<b>II. Welcome and Introductions of the Palomar UCSD Health Authority Board of Directors</b>	
<b>III. Public Comments</b>	
<p>A. No public comments</p>	

<b>Board of Directors Meeting Minutes – Tuesday, March 24, 2026</b>	
<b>Agenda Item</b>	
<b>• Discussion</b>	<b>Conclusion/Action/Follow Up</b>
<b>IV. Election of Officers</b>	
A. Election of Board Chair was handled by Kevin DeBruin	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Zettel to nominate Director Gourdie for the position of Board Chair for 2026. Director Gourdie accepted the nomination.</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Kevin DeBruin announced by a six (6) to zero (0) vote in favor of Director Gourdie. Director Gourdie is nominated and elected as Board Chair for 2026.</p>

<b>Board of Directors Meeting Minutes – Tuesday, March 24, 2026</b>	
<b>Agenda Item</b>	
<b>• Discussion</b>	<b>Conclusion/Action/Follow Up</b>
<b>V. Approval of Minutes</b>	
A. Board of Directors Meeting Minutes – Monday, February 2, 2026	<p><b>MOTION:</b> By Director Zettel, 2<sup>nd</sup> by Director Carethers to approve the Palomar UCSD Health Authority Board of Directors Meeting Minutes from Monday, February 2, 2026 as written.</p> <p>Roll call voting was utilized.                      Director Baggett – aye                      Director Carethers, MD – aye                      Director Daskalakis, MD - aye                      Director Gourdie – aye                      Director Whitham - aye                      Director Zettel – aye</p> <p>Director Gourdie announced that six (6) board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
• No discussion	
<b>VI. Adjourn to Closed Session</b>	
<b>VII. Re-Adjourn to Open Session</b>	
<b>VIII. Action Resulting from Closed Session, if any</b>	
• No reportable action.	
<b>IX. Reports – Informational Only</b>	
A. Chief Executive Officer – Diane Hansen	
• Verbal report was provided.	
B. Chief Executive Officer, UC San Diego Health – Patty Maysent	
• Verbal report was provided.	

<i>Board of Directors Meeting Minutes – Tuesday, March 24, 2026</i>	
<i>Agenda Item</i>	
<i>• Discussion</i>	<i>Conclusion/Action/Follow Up</i>
<b>X. Approval of Bylaws, Charters, Resolutions and Other Actions</b>	
<p>A. Resolution Authorizing and Approving Expenditures in Furtherance of the Implementation of the Electronic Health Record System</p>	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Baggett and carried to approve Resolution No. 03.24.26(01)-05 of the Board of Directors of Palomar UCSD Health Authority Authorizing and Approving Expenditures in Furtherance of the Implementation of the Electronic Health Record System</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> <li>No discussion</li> </ul>	

<b>Board of Directors Meeting Minutes – Tuesday, March 24, 2026</b>	
<b>Agenda Item</b>	
<b>• Discussion</b>	<b>Conclusion/Action/Follow Up</b>
<p>B. Resolution Authorizing and Approving Entering into a Co-Management Agreement with UCSD Health for a proposed Cancer Center</p>	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Daskalakis and carried to approve Resolution No. 03.24.26(02)-06 of the Board of Directors of Palomar UCSD Health Authority Authorizing and Approving Entering into a Co-management Agreement with UCSD Health for a Proposed Cancer Center</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<p>• Discussion</p>	

<b>Board of Directors Meeting Minutes – Tuesday, March 24, 2026</b>	
<b>Agenda Item</b>	
<b>Discussion</b>	<b>Conclusion/Action/Follow Up</b>
<ul style="list-style-type: none"> <li>• <b>Discussion</b></li> <li>C. Resolution Authorizing and Approving Entering into an Expense Reimbursement Agreement for Certain Expenses Incurred by UCSD Health Prior to the Operational Date of the JPA</li> </ul>	<p><b>MOTION:</b> By Director Baggett, 2<sup>nd</sup> by Director Carethers and carried to approve Resolution No. 03.24.26(03)-07 of the Board of Palomar UCSD Health Authority Authorizing and Approving Entering into an Expense Reimbursement Agreement for Certain Expenses Incurred by UCSD Health Prior to the Operational Date of the Authority</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> <li>• Discussion and questions were answered</li> </ul>	

<b>Board of Directors Meeting Minutes – Tuesday, March 24, 2026</b>	
<b>Agenda Item</b>	
<b>Discussion</b>	<b>Conclusion/Action/Follow Up</b>
<ul style="list-style-type: none"> <li><b>Discussion</b></li> </ul> <p>D. Resolution Appointing and Authorizing the Chief Financial Officer as an Authorized Signatory of the Authority</p>	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Zettel and carried to approve Resolution No. 03.24.26(04)-08 of the Board of Palomar UCSD Health Authority Appointing and Authorizing the Chief Financial Officer as an Authorized Signatory of the Authority</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> <li>Discussion and questions answered</li> </ul>	
<p>E. Resolution Appointing and Authorizing Designated Individuals(s) to Represent the Authority in Negotiations and Communications with Health Plans and Health Insurance Payors</p>	<p>Resolution Tabled</p>

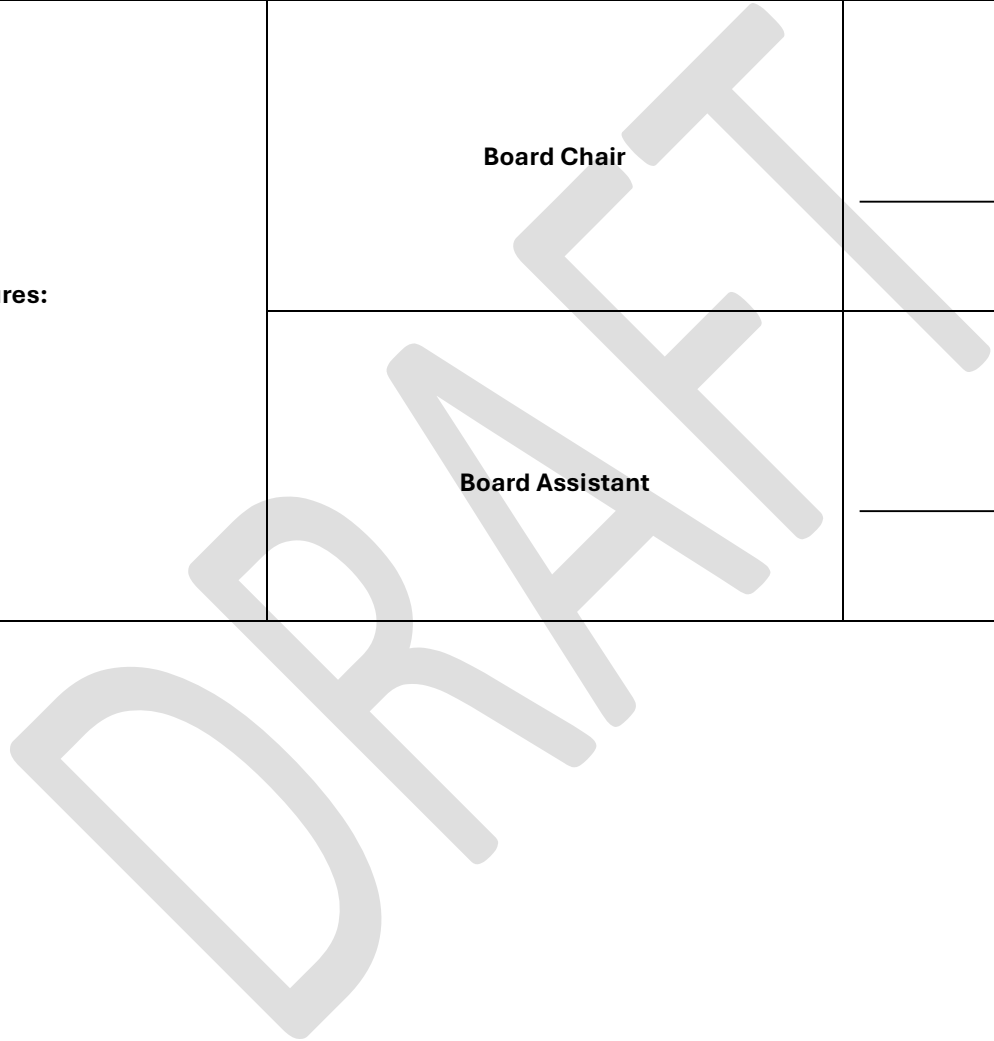
<b>Board of Directors Meeting Minutes – Tuesday, March 24, 2026</b>	
<b>Agenda Item</b>	
<b>Discussion</b>	<b>Conclusion/Action/Follow Up</b>
<ul style="list-style-type: none"> <li>F. Adoption of Conflict of Interest Code</li> </ul>	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Zettel and carried to approve Resolution No. 03.24.26(06)-10 of the Board of Directors of Palomar UCSD Health Authority Adopting a Conflict of Interest Code Pursuant to the Political Reform Act of 1974</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> <li>Discussion and questions answered</li> </ul>	

<b>Board of Directors Meeting Minutes – Tuesday, March 24, 2026</b>	
<b>Agenda Item</b>	
<b>Discussion</b>	<b>Conclusion/Action/Follow Up</b>
<p>G. Resolution Adopting 2026 Regular Board Meeting Schedule</p>	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Zettel and carried to approve Resolution No. 03.24.26(07)-11 of the Board of Directors of Palomar UCSD Health Authority Establishing Regular Board Meetings for the Calendar Year 2026</p> <p>Roll call voting was utilized.            Director Baggett – aye            Director Carethers, MD – aye            Director Daskalakis, MD - aye            Director Gourdie – aye            Director Whitham - aye            Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> <li>• Discussion</li> </ul>	

<b>Board of Directors Meeting Minutes – Tuesday, March 24, 2026</b>	
<b>Agenda Item</b>	
<b>Discussion</b>	<b>Conclusion/Action/Follow Up</b>
<p>H. Resolution Adopting Certificate of Incumbency</p>	<p><b>MOTION:</b> By Director Carethers, 2<sup>nd</sup> by Director Baggett and carried to approve Resolution No. 03.24.26(08)-12</p> <p>Roll call voting was utilized.                      Director Baggett – aye                      Director Carethers, MD – aye                      Director Daskalakis, MD - aye                      Director Gourdie – aye                      Director Whitham - aye                      Director Zettel – aye</p> <p>Nicholaus Norvell announced that six board members were in favor. None opposed. No abstention(s). None absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> <li>No discussion</li> </ul>	
<b>Final Adjournment</b>	
<ul style="list-style-type: none"> <li>There being no further business, Director Gourdie adjourned the meeting at 3:38 p.m.</li> </ul>	

**Board of Directors Meeting Minutes – Tuesday, March 24, 2026**

<b>Signatures:</b>	<b>Board Chair</b>  _____ Pauline Gourdie
	<b>Board Assistant</b>  _____ Janet Kren



# ADDENDUM B

**RESOLUTION NO. 05.18.26(01)-13**

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR UCSD HEALTH AUTHORITY APPROVING AND AUTHORIZING THE EXECUTION OF CERTAIN AGREEMENTS AND RELATED ACTIONS IN FURTHERANCE OF CLOSING AND OPERATIONAL DATE OF THE AUTHORITY**

**WHEREAS**, on October 31, 2025, pursuant to the Joint Exercise of Powers Act, California Government Code § 6500 *et seq.* (the “**JPA Act**”), Palomar Health, a California local healthcare district and political subdivision of California organized pursuant to Division 23 of the California Health and Safety Code, and The Regents of the University of California, a California constitutional corporation organized and existing under Article IX, Section 9 of the Constitution of UCSD of California, on behalf of the University of California, San Diego Health (“**UCSD Health**”), entered into that certain Joint Exercise of Powers Agreement (the “**JPA Agreement**”) and created the Palomar UCSD Health Authority, a California joint powers authority established pursuant to the JPA Act (the “**Authority**”);

**WHEREAS**, the Authority is a separate public entity created pursuant to the Joint Exercise of Powers Act (California Government Code Sections 6500 *et seq.*) with the power to enter into agreements necessary to carry out its purposes, including the acquisition, operation, and management of healthcare facilities and related assets;

**WHEREAS**, the JPA Agreement contemplates that, in connection with the formation, capitalization, and commencement of operations of the Authority, the Authority will enter into certain agreements (collectively, the “**Authority Documents**”) necessary to implement the transactions among UCSD Health, Palomar, and the Authority;

**WHEREAS**, such Authority Documents include, among others, agreements providing for:

- i. the contribution of assets and assumption of liabilities by the Authority;
- ii. the Authority’s right to use and operate certain healthcare facilities and assets;
- iii. the leasing of employees to ensure continuity of operations;
- iv. the contribution of revenues and other financial support to the Authority; and
- v. contributions, capital support, and other financial arrangements with UCSD Health;

**WHEREAS**, the Board of the Authority (the “**Board**”) has been presented with final or substantially final forms of the following agreements to which the Authority is a party (collectively, the “**Authority Agreements**”):

- i. Initial Contribution Agreement (by and between Palomar and the Authority);
- ii. Use Agreement (by and between Palomar and the Authority);
- iii. Tax Revenue Contribution Agreement (by and between Palomar and the Authority);
- iv. UCSD Health Contribution Agreement (by and between UCSD Health and the Authority);
- v. Tenancy-in-Common Agreement (by and between Palomar and the Authority); and

vi. Amended and Restated Closing Agreement (by and among Palomar, UCSD Health and the Authority);

**WHEREAS**, pursuant to the Bylaws of the Authority and JPA Agreement, the Board wishes to delegate the responsibility of finalizing and executing the Authority Agreements and taking any and all further actions necessary to consummate the transactions contemplated by the JPA Agreement and Authority Agreements to the authorized officers specified below.

**NOW, THEREFORE, IT IS HEREBY RESOLVED** that the Authority Agreements are approved in substantially the forms presented to the Authority Board, with such non-material changes as may be approved by the Authorized Officers (as defined below);

**FURTHER RESOLVED**, that the Chair of the Board of Directors, Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, and any other officer designated by the Authority Board (each, an “Authorized Officer”) to: (1) execute and deliver each of the Authority Agreements; (2) execute any certificates, exhibits, schedules, or ancillary documents required in connection therewith; and (3) make non-material changes consistent with the intent of this Resolution;

**FURTHER RESOLVED**, that pursuant to California Government Code section 27281, each Authorized Officer is authorized and directed, on behalf of the Authority, to accept any and all real property interests, including without limitation fee interests, tenant-in-common interests, easements, licenses, and other property rights conveyed to the Authority pursuant to the Authority Agreements and any related conveyance documents, and to execute any certificates of acceptance and related instruments necessary or convenient to effectuate such acceptance;

**FURTHER RESOLVED**, that upon execution of any certificate of acceptance or related conveyance documents by an Authorized Officer, the Authorized Officers are authorized and directed to cause the recordation of any grant deeds, certificates of acceptance, tenancy-in-common agreements, assignments, easements, notices, memoranda, and any other documents or instruments necessary or convenient to effectuate the transactions contemplated by the Authority Agreements in the Official Records of the County of San Diego;

**FURTHER RESOLVED**, that each Authorized Officer is authorized to: (1) take any and all further actions necessary or advisable to consummate the transactions contemplated by the Authority Agreements; and (2) execute and deliver any additional documents, agreements, or instruments necessary to carry out the intent of this Resolution;

**FURTHER RESOLVED**, that the Board hereby ratifies and confirms all prior actions taken by officers, employees, or agents of the Authority in connection with the negotiation of the Authority Agreements and the transactions contemplated thereby; and

**FURTHER RESOLVED**, that this Resolution shall take effect immediately upon its adoption.

**PASSED AND ADOPTED** by the Board of Directors of the Palomar UCSD Health Authority

held on May 18, 2026, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: May 18, 2026

<b><i>APPROVED:</i></b>  <hr/>	<b><i>ATTESTED:</i></b>  <hr/>
Pauline Gourdie, Chair Board of Directors Palomar UCSD Health Authority	Margarita Baggett, Vice-Chair Board of Directors Palomar UCSD Health Authority

DRAFT

**RESOLUTION NO. 05.18.26(02)-14**

**RESOLUTION OF THE BOARD OF DIRECTORS OF  
PALOMAR UCSD HEALTH AUTHORITY AUTHORIZING THE AUTHORITY TO BECOME  
A MEMBER OF THE OBLIGATED GROUP PURSUANT TO A MASTER TRUST INDENTURE  
AND TO BECOME THE CREDIT GROUP REPRESENTATIVE**

**WHEREAS**, Palomar Health, formerly known as Palomar Pomerado Health (“**PH**”), is the Credit Group Representative pursuant to that certain Master Trust Indenture, dated as of December 1, 2006 and amended and supplemented to this date (as from time to time amended and supplemented pursuant to its terms, the “**Master Indenture**”), between PH, Arch Health Partners, Inc. (“**Arch**”) and U.S. Bank Trust Company, National Association, as successor master trustee; and

**WHEREAS**, Section 3.08 of the Master Indenture permits additional members to be added to the Obligated Group created pursuant to the Master Indenture upon satisfaction of certain conditions, including a resolution of the governing body of the proposed new member of the Obligated Group authorizing the execution of a Related Supplement and to comply with the terms of the Master Indenture; and

**WHEREAS**, it is proposed that Palomar UCSD Health Authority (“**Authority**”) become a member of the Obligated Group created pursuant to the Master Indenture, the effect of which will be that PH, Arch and the Authority are jointly and severally obligated for all debt secured pursuant to the Master Indenture; and

**WHEREAS**, PH intends to designate the Authority as the Credit Group Representative pursuant to the Master Indenture; and

**WHEREAS**, the Board of Directors of the Authority has determined that it is financially and operationally beneficial for the Authority to become a member of the Obligated Group created pursuant to the Master Indenture and act as Credit Group Representative; and

**WHEREAS**, it appears to this Board of Directors that the addition of the Authority as a member of the Obligated Group created pursuant to the Master Indenture, the authorization of the execution and delivery to the Master Trustee of a Related Supplement to the Master Indenture pursuant to which the Authority agrees to become a member of the Obligated Group created pursuant to the Master Indenture, to act as the Credit Group Representative pursuant to the Master Indenture, and to be bound by the terms of the Master Indenture will be in furtherance of the purposes of the Authority.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF PALOMAR UCSD HEALTH AUTHORITY AS FOLLOWS:**

1. Authorization to Become a Member of the Obligated Group.

(a) The addition of the Authority as a member of the Obligated Group created pursuant to the Master Indenture, thereby making PH, Arch and the Authority jointly and severally obligated for all debt secured pursuant to the Master Indenture, is hereby approved.

(b) The execution and delivery of a Related Supplement to the Master Indenture, agreeing to become a member of the Obligated Group created pursuant to the Master Indenture, to be bound by the terms of the Master Indenture, all Related Supplements and all Master Indenture Obligations, and irrevocably appointing the Credit Group Representative as its agent and attorney-in-fact and granting to the Credit Group Representative the requisite power and authority to execute

Related Supplements authorizing the issuance of Master Indenture Obligations or Series of Master Indenture Obligations and to execute and deliver Master Indenture Obligations, is hereby approved.

2. Designation as Credit Group Representative. Pursuant to the Master Indenture, PH intends to designate the Authority as Credit Group Representative of the Credit Group. Such designation and appointment of the Authority as Credit Group Representative is hereby approved and accepted.

3. Appointment of and Delegation of Authority to Authorized Representatives.

(a) The Board hereby appoints the Chair of the Board of Directors, Chief Executive Officer, the Chief Financial Officer, and the Secretary of the Authority (collectively, the “Authorized Representatives” and each, an “Authorized Representative”), as the authorized representative of the Authority in connection with the addition of the Authority as a member of the Obligated Group created pursuant to the Master Indenture, all as described in this Resolution. Each Authorized Representative, acting alone, is hereby authorized to negotiate and approve the final terms of the Related Supplement providing for the addition of the Authority as a member of the Obligated Group created pursuant to the Master Indenture and any related documents, instruments, agreements or certificates as any Authorized Representative may deem necessary or advisable in connection with the addition of the Authority as a member of the Obligated Group created pursuant to the Master Indenture, as described in this Resolution.

(b) Each Authorized Representative, acting alone, is hereby authorized and directed, for and in the name of and on behalf of the Authority, to execute one or more Related Supplements consistent with this Resolution, such execution and delivery to constitute conclusive evidence of the Authorized Representative’s approval and of this Board’s approval thereof.

4. Other Acts. Each Authorized Representative, acting alone, is hereby authorized and empowered, for and in the name of and on behalf of the Authority, to do any and all things, take any and all actions, and approve, execute and deliver any and all representations, warranties, certificates, agreements, waivers, instruments and other documents, which any of them may deem necessary or advisable in order to consummate the transactions contemplated by this Resolution, including, without limitation, continuing disclosure undertakings or agreements, financing statements, and any other agreements to be entered into in connection with compliance with Section 3.14 of the Master Indenture.

5. Ratification. The Board hereby ratifies, confirms and readopts each resolution, motion and other action heretofore taken by it and by any of its Authorized Representatives and agents in connection with the transactions contemplated by this Resolution, and all agreements contemplated thereby and hereby; and any prior resolution or other action of this Board which conflicts with the provisions of this Resolution is hereby repealed and rescinded to the extent of such conflict. All of the acts of such officers and agents of the Authority which are in conformity with the intent and purposes of this Resolution, whether heretofore or hereafter taken or done, shall be, and the same are, hereby ratified, confirmed and approved in all aspects.

6. Severability. The provisions of this Resolution are hereby declared to be severable, and if any section, phrase or provision shall for any reason be declared invalid, such section, phrase or provision shall not affect the validity of the remainder of the Resolution.

7. Effectiveness. This Resolution shall take effect and be in full force immediately after such approval by the Board of Directors of the Authority.

**PASSED AND ADOPTED** at a meeting of the Board of Directors of the Palomar UCSD Health Authority held on May 18, 2026, by the following vote:

AYES:

NOES:

ABSTAINING:

ABSENT:

**Dated:** May 18, 2026

APPROVED:	ATTESTED:
Pauline Gourdie, Chair Board of Directors Palomar UCSD Health Authority	Margarita Baggett, RN, MSN, Vice Chair Board of Directors Palomar UCSD Health Authority

**RESOLUTION NO. 05.18.26(03)-15**

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR UCSD HEALTH  
AUTHORITY APPOINTING AND AUTHORIZING DESIGNATED INDIVIDUAL(S) TO  
REPRESENT THE AUTHORITY IN NEGOTIATIONS AND COMMUNICATIONS WITH  
HEALTH PLANS AND HEALTH INSURANCE PAYORS**

**WHEREAS**, on October 31, 2025, pursuant to the Joint Exercise of Powers Act, California Government Code § 6500 *et seq.* (the “**JPA Act**”), Palomar Health, a California local healthcare district and political subdivision of California organized pursuant to Division 23 of the California Health and Safety Code (“**Palomar**”), and The Regents of the University of California, a California constitutional corporation organized and existing under Article IX, Section 9 of the Constitution of UCSD of California, on behalf of the University of California, San Diego Health (“**UCSD Health**”), entered into that certain Joint Exercise of Powers Agreement (the “**JPA Agreement**”) and created the Palomar UCSD Health Authority, a California joint powers authority established pursuant to the JPA Act (the “**Authority**”);

**WHEREAS**, pursuant to the JPA Agreement and the Bylaws of the Authority (the “**Bylaws**”), the Authority has the power to contract with health plans and health insurance payors;

**WHEREAS**, Palomar and UCSD Health, as the Members of the Authority, and the Chief Executive Officer of the Authority have determined it is in the best interest of the Authority to have individuals who possess the requisite knowledge, skills, experience and expertise to represent the Authority in negotiations and communications with health plans and health insurance payors; and

**WHEREAS**, pursuant to the JPA Agreement and the Bylaws, the Board of the Authority desires to take all actions necessary and appropriate to prudently utilize its powers in accordance with applicable law.

**NOW, THEREFORE, IT IS HEREBY RESOLVED** that, in addition to the Chief Executive Officer, the Executive Management Team and any other officer, agents or representatives the Chief Executive Officer or the Board may appoint or designate, the Board hereby designates the following individual(s) to represent the Authority in negotiations and communications with any and all health plans, health insurance payors and commercial payors:

- **Patsy Bouzan**
- **Noah Rosenberg**

**PASSED AND ADOPTED** by the Board of Directors of the Palomar UCSD Health Authority held on May 18, 2026, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: May 18, 2026

<b>APPROVED:</b>	<b>ATTESTED:</b>
Pauline Gourdie, Chair Board of Directors Palomar UCSD Health Authority	Margarita Baggett, Vice-Chair Board of Directors Palomar UCSD Health Authority

DRAFT