

Posted
Friday,
June 26, 2026

PALOMAR | UC San Diego Health

**BOARD OF DIRECTORS
Meeting Agenda**

**Monday, June 29, 2026
3:00 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>				Time	Target
Call To Order					3:00
I.	Establishment of Quorum			1	3:01
II.	Public Comments¹			30	3:31
III.	Approval of Minutes (ADD A)			5	3:36
	Agenda Item	Committee/ Department	Action		
	A. Board of Directors Meeting Minutes – Tuesday, May 18, 2026 (Pp 6-13)	Board of Directors	Review/Approve		
IV.	Reports – Informational Only				
	A. Chief Executive Officer, Palomar UCSD Health Authority – Diane Hansen			10	3:46
	B. Chief Executive Officer, UC San Diego Health – Patty Maysent			10	3:56
V.	Approval of Bylaws, Charters, Resolutions and Other Actions (ADD B)			63	4:59
	Agenda Item	Committee/ Department	Action		
	A. Approval: 2026-2027 Fiscal Year Budget	Board of Directors	Review/Approve		

	<p>B. Resolution: Approving and Authorizing the Execution of Certain Agreements and Related Actions in Furtherance of Closing and the Operational Date of the Authority, including the following: <i>(Pp 15-17)</i></p> <ul style="list-style-type: none"> i. Initial Contribution Agreement ii. Use Agreement iii. Tax Revenue Contribution Agreement iv. UCSD Health Contribution Agreement v. Tenancy-in-Common Agreement vi. Employee Leasing Agreement vii. Retained Asset Contribution Agreement viii. Post-Operational Option Agreement ix. JPA Option Agreement x. Amended and Restated Forbearance Agreement xi. Replacement Deeds of Trust xii. Powers of Attorney related to revenue bonds and certificates of participation xiii. Amended and Restated Closing Agreement xiv. Acceptance and Recordation of Real Property Interests 	Board of Directors	Review/ Approve		
Final Adjournment					5:00

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.

¹ 3 minutes allowed per speaker.

Palomar UCSD Health Authority Board of Directors Meeting Location Options

Palomar Medical Center Escondido
2185 Citracado Parkway
1st 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

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

Meeting ID: 260 566 765 968 688

Passcode: W46bu7fN

or

Dial in using your phone at 929.352.2216; Access Code: 923 887 515#¹

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

¹ *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 3:00 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 – Monday, May 18, 2026</i>	
Agenda Item	
• Discussion	Conclusion/Action/Follow Up
Notice of Meeting	
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, May 15, 2026 and Amended on Monday, May 18, 2026, which is consistent with legal requirements.	
Call to Order	
The meeting, which was held at the Palomar Health Medical Center Escondido, 1 st Floor Conference Room, 1285 Citracado Parkway, Escondido, CA 92029, and virtually was called to order at 2:03 p.m. by Board Vice Chair Baggett.	
I. Establishment of Quorum	
Quorum was established via roll call comprising of Directors Baggett; Carethers; Daskalakis; Gourdie (virtual); Whitham (virtual); Zettel Absences: none	
II. Public Comments	
A. No public comments	

<i>Board of Directors Meeting Minutes – Monday, May 18, 2026</i>	
<i>Agenda Item</i>	
<i>• Discussion</i>	<i>Conclusion/Action/Follow Up</i>
III. Approval of Minutes	
A. Board of Directors Meeting Minutes – Tuesday, March 24, 2026	<p>MOTION: By Director Zettel, 2nd by Director Carethers to approved the March 24, 2026 Board of Directors meeting minutes as written with a change indicated for the Motion for the Board Chair made by Director Whitham.</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>Paula de Sousa announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). None (0) absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> Board discussion held and confirmation of who made Motion for the election of the Board Chair at the March 24, 2026 meeting. 	

Board of Directors Meeting Minutes – Monday, May 18, 2026	
Agenda Item	
• Discussion	Conclusion/Action/Follow Up
IV. Adjourn to Closed Session	
V. Re-Adjourn to Open Session	
VI. Action Resulting from Closed Session, if any	
<ul style="list-style-type: none"> Paula de Sousa shared that there was no reportable action. 	
VII. Reports – Informational Only	
A. Chief Executive Officer – Diane Hansen	
<ul style="list-style-type: none"> Verbal report was provided 	
B. Chief Executive Officer, UC San Diego Health – Patty Maysent	
<ul style="list-style-type: none"> Verbal report was provided 	

Board of Directors Meeting Minutes – Monday, May 18, 2026	
Agenda Item	
• Discussion	Conclusion/Action/Follow Up
VIII. Approval of Bylaws, Charters, Resolutions and Other Actions	
<p>A. Resolution: Approving and Authorizing the Execution of Certain Agreements and Related Actions in Furtherance of Closing and the Operational Date of the Authority, including the following:</p> <ul style="list-style-type: none"> <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 	<p>MOTION: By Director Zettel, 2nd by Director Daskalakis and carried to approve Resolution No. 05.18.26(01)-13 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 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>Paula de Sousa announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). None (0) absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> • No discussion 	

<i>Board of Directors Meeting Minutes – Monday, May 18, 2026</i>	
<i>Agenda Item</i>	
<i>Discussion</i>	<i>Conclusion/Action/Follow Up</i>
<ul style="list-style-type: none"> <i>Discussion</i> <p>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</p>	<p>MOTION: By Director Daskalakis, 2nd by Director Gourdie and carried to approve Resolution No. 05.18.26(02)-14 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</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>Paula de Sousa announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). None (0) absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> It was shared that this authorization only relates to the Authority. 	

Board of Directors Meeting Minutes – Monday, May 18, 2026	
Agenda Item	
• Discussion	Conclusion/Action/Follow Up
<p>C. Resolution: Authorizing Designated Individuals(s) to Represent the Authority in Negotiations and Communications with Health Plans and Health Insurance Payors</p>	<p>MOTION: By Director Zettel, 2nd by Director Carethers and carried to approve Resolution No. 05.18.26(03)-15 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</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>Paula de Sousa announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). None (0) absent.</p> <p>Motion approved.</p>
<p>• No Discussion</p>	

Board of Directors Meeting Minutes – Monday, May 18, 2026	
Agenda Item	
Discussion	Conclusion/Action/Follow Up
<p>D. Approval: Branding of Palomar UCSD Health Authority</p>	<p>MOTION: By Direct Gourdie, 2nd by Director Daskalakis and carried to approve the Branding of Palomar UCSD Health Authority as presented</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>Paula de Sousa announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). None (0) absent.</p> <p>Motion approved.</p>
<ul style="list-style-type: none"> • Presentation on communication plan and branding logo was shared. Diane Hansen added background of the process to develop this logo. Patty Maysent reminded the board that branding is a requirement and does need board approval. 	
Final Adjournment	
<ul style="list-style-type: none"> • There being no further business, Vice Chair Baggett adjourned the meeting at 3:55 p.m. 	

Board of Directors Meeting Minutes – Monday, May 18, 2026		
Signatures:	Board Chair	_____ Pauline Gourdie
	Board Assistant	_____ Janet Kren

DRAFT

ADDENDUM B

RESOLUTION NO. 06.29.26(01)-16

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);

- vi. Employee Leasing Agreement (by and between Palomar and the Authority);
- vii. Retained Asset Contribution Agreement (by and between Palomar and the Authority);
- viii. Post-Operational Option Agreement (by and between the Authority and UCSD Health);
- ix. JPA Option Agreement (by and between the Authority and UCSD Health);
- x. Amended and Restated Assured Forbearance Agreement (by and between Palomar, Arch Health Partners, Inc., Authority, Assured Guaranty Inc. and U.S. Bank Trust Company, N.A);
- xi. Replacement Deeds of Trust (from the Authority to UCSD Health);
- xii. Powers of Attorney related to Palomar's outstanding revenue bonds and certificates of participation (from Palomar to Authority); and
- x. 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 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 Chief Executive Officer of the Authority (the "**Chief Executive Officer**").

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 Chairperson of the Board, Vice-Chairperson of the Board, 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 notwithstanding the Board's approval of the Employee Leasing Agreement by and between Palomar and the Authority, and understanding that further changes may be required in said agreement to comply with applicable labor law or contracts, consents to and authorizes the Authorized Officers, with review and approval as to form by Legal Counsel to the Authority, to make such changes to the Employee Leasing Agreement as necessary to comply with such laws, and to offer that amended Agreement to the Palomar for its approval;

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, including without limitation any actions taken pursuant to Authority Resolution No. 05.18.26(01)-13; 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 June 29, 2026, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: June 29, 2026

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