PALOMAR HEALTH
Reimagining Healthcare

Board of Directors

Meeting Agenda Packet

August 10, 2026

Board of Directors

Michael Pacheco, Chair
Jeffrey D. Griffith, EMT-P, Vice Chair
Linda Greer, RN, Treasurer
Theresa Corrales, RN, Secretary
John Clark, Director
Laurie Edwards-Tate, MS, Director
Abbi Jahaaski, MSN, BSN, RN, Director

Regular meetings of the Board of Directors are held on the second Monday of each month at 6:30 p.m., unless indicated otherwise.
For an agenda, locations or further information please visit our website at www.palomarhealth.org, or call (760) 740-6375

Our Mission

Palomar Health District is dedicated to the health and well-being of our community through leadership, advocacy, and connection.

Our Vision

Advancing community health across the lifespan.

Our Values

Accessibility	Collaboration	Compassion
Excellence	Integrity	Trust

Posted
Friday,
August 7, 2026

PALOMAR HEALTH
Reimagining Healthcare®

BOARD OF DIRECTORS

Meeting Agenda

Monday, August 10, 2026
6:30 p.m.

Please see page 3 of agenda for meeting location

	The Board may take action on any of the items listed below, including items specifically labeled "Informational Only"	**Time**	**Target**
Call To Order			**6:30**
I.	**Establishment of Quorum**	1	6:31
II.	**Opening Ceremony**	4	6:35
	A. Pledge of Allegiance to the Flag		
III.	**Public Comments**[1]	30	7:05
IV.	**Presentations – *Informational Only***	10	7:15
	A. Patient Experience Presentation		
V.	**Legislative Update**	10	7:25
VI.	**Approval of Minutes** *(ADD A)*	5	7:30
	A. Regular Session Board of Directors Meeting – July 13, 2026 *(Pp 7-15)* B. Special Session Board of Directors Meeting – July 22, 2026 *(Pp 16-18)* C. Special Session Board of Directors Meeting – July 27, 2026 *(Pp 19-22)* D. Special Session Board of Directors Meeting – August 5, 2026 *(Pp 23-25)*		
VII.	**Approval of Agenda** to accept the Consent Items as listed *(ADD B)*	5	7:35
	A. Resolution 08.10.26(03)-12 of Palomar Health Consenting to Articles Amendments of Palomar Health Foundation (Pp 27-28)		

VIII.	**Reports – Informational Only**				
	A. Palomar Health Support Staff – Kristin Gaspar and/or Sheila Brown			5	7:40
	B. Chair of the Board – Michael Pacheco			5	7:45
IX.	**Approval of Bylaws, Charters, Resolutions and Other Actions** *(ADD C)*			19	8:24
	Agenda Item	Committee/ Department	Action		
	A. Policy 27092 Annual Adoption of Statement of Investment (Redline Pp 30-32, Clean Pp 33-35)	Board of Directors	Review/ Approve		
	B. Resolution 08.10.26(01)-10 of the Board of Directors of Palomar Health Concerning the Levy & Collection of Taxes by the Board of Supervisors of the County of San Diego for Fiscal Year 2026-2027 to Pay Principal & Interest on General Obligation Bonds & Authorizing the Taking of All Actions Necessary in Connection Therewith (Pp 36-40)	Board of Directors	Review/ Approve		
	C. Resolution 08.10.26(02)-11 of the Board of Directors of Palomar Health Establishing the Appropriations Limit of the District for the Fiscal Year July 1, 2026 – July 30, 2027 (Pp 41-42)	Board of Directors	Review/ Approve		
	D. Resolution 08.10.26(04)-13 of the Board of Directors of Palomar Health (Authorizing and Appointing Signatories on Behalf of Palomar Health	Board of Directors	Review/ Approve		
	E. *Policy Palomar Health Conflict of Interest*	Board of Directors	Review/ Approve		
	F. Approval of Proposal for Phase 2 – Work Planning Services (Pp 44)	Board of Directors	Review/ Approve		
X.	**Request for Agenda Items for Consideration**			5	8:29
Final Adjournment					**8:30**

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. For further details, see Request for Public Comment Process and Policy on page 4 of agenda.*

PALOMAR HEALTH
Reimagining Healthcare®

Board of Directors

Meeting Location Options

Palomar UC San Diego Health Escondido
1st Floor Conference Room
2185 Citracado Parkway, Escondido, CA 92029

- **Elected Board Members of the Palomar Health 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**

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

Meeting ID: 265 833 941 875 61
Passcode: Gn3EG7xv
or
Dial in using your phone at 929.352.2216; Access Code: 505 548 779#[1]

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

- **An elected member of the Board of Directors will be attending the meeting virtually from these locations**

[1] *New to Microsoft Teams? Get the app now and be ready when your first meeting starts:* Download Teams

PALOMAR HEALTH

DocID:	21790
Revision:	10
Status:	Official

Source:

Applies to Facilities:
All Palomar Health Facilities

Applies to Departments:
Board of Directors

Policy : Public Comments and Attendance at Public Board Meetings

I. SUMMARY/INTENT:

A. It is the intention of the Palomar Health Board of Directors to hear public comment about any topic that is under its jurisdiction. This policy is intended to provide guidelines in the interest of conducting orderly, open public meetings while ensuring that the public is afforded ample opportunity to attend and to address the board at any meetings of the whole board or board committees.

II. DEFINITIONS:

A. None defined.

III. POLICY: COMPLIANCE - KEY ELEMENTS:

A. There will be one time period allotted for public comment at the start of the public meeting. Should the chair determine that further public comment is required during a public meeting, the chair can call for such additonal public comment immediately prior to the adjournment of the public meeting. Members of the public who wish to address the Board are asked to complete a Request for Public Comment form and submit to the Board Assistant prior to or during the meeting. The information requested shall be limited to name, address, phone number and subject, however, the requesting public member shall submit the requested information voluntarily. It will not be a condition of speaking.
B. Should Board action be requested, it is encouraged that the public requestor include the request on the *Request for Public Comment* as well. Any member of the public who is speaking is encouraged to submit written copies of the presentation.
C. The subject matter of any speaker must be germane to Palomar Health's jurisdiction.
D. Based solely on the number of speaking requests, the Board will set the time allowed for each speaker prior to the public sections of the meeting, but usually will not exceed 3 minutes per speaker, with a cumulative total of thirty minutes.
E. Questions or comments will be entertained during the "Public Comments" section on the agenda. All public comments will be limited to the designated times, including at all board meetings, committee meetings and board workshops.
F. All voting and non-voting members of a Board committee will be seated at the table. Name placards will be created as placeholders for those seats for Board members, committee members, staff, and scribes. Any other attendees, staff or public, are welcome to sit at seats that do not have name placards, as well as on any other chairs in the room. For Palomar Health Board meetings, members of the public will sit in a seating area designated for the public.
G. In the event of a disturbance that is sufficient to impede the proceedings, all persons may be excluded with the exception of newspaper personnel who were not involved in the disturbance in question.
H. The public shall be afforded those rights listed below (Government Code Section 54953 and 54954).
    1. To receive appropriate notice of meetings;
    2. To attend with no pre-conditions to attendance;
    3. To testify within reasonable limits prior to ordering consideration of the subject in question;
    4. To know the result of any ballots cast;
    5. To broadcast or record proceedings (conditional on lack of disruption to meeting);
    6. To review recordings of meetings within thirty days of recording; minutes to be Board approved before release,
    7. To publicly criticize Palomar Health or the Board; and
    8. To review without delay agendas of all public meetings and any other writings distributed at the meeting.
I. This policy will be reviewed and updated as required or at least every three years.

-

Regular Session
Board of Directors Meeting

Meeting will begin at 6:30 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 Health.

PALOMAR HEALTH
Reimagining Healthcare

ADDENDUM A

PALOMAR HEALTH
Reimagining Healthcare

DRAFT

Board of Directors Meeting Minutes – Monday, July 13, 2026	
Agenda Item	
• ***Discussion***	***Conclusion/Action/Follow Up***

Notice of Meeting

Notice of Meeting was posted at the Palomar UC San Diego Health Administrative Office at 2125 Citracado Parkway, Suite 300, Escondido, CA. 92029, as well as on the Palomar Health District website, on Friday, July 10, 2026, which is consistent with legal requirements.

Call To Order

The meeting, which was held at the Palomar UC San Diego Health Escondido, First Floor Conference Room at 2185 Citracado Parkway, Escondido, CA. 92029, and called to order at 6:30 p.m. by Board Chair Michael Pacheco.

I. Establishment of Quorum

Quorum was established via roll call comprising of Directors Clark; Corrales; Greer; Griffith; Jahaaski; Pacheco

Absences: Director Edwards-Tate

II. Opening Ceremony

The Pledge of Allegiance was recited in unison led by Director Pacheco.

III. Public Comments

- No public comments

Board of Directors Meeting Minutes – Monday, July 13, 2026	
Agenda Item	
• *Discussion*	*Conclusion/Action/Follow Up*
IV. Presentations – Informational Only	
A. Patient Experience Presentation	
• Jack McGuigan was in attendance, his video was shown, and he was presented with a certificate of appreciation.	
V. Approval of Minutes	
A. Regular Session Board of Directors Meeting - Monday, June 8, 2026 B. Special Session Board of Directors Meeting – Monday, June 8, 2026 C. Special Session Board of Directors Meeting – Monday, June 22, 2026 D. Special Session Board of Directors Meeting – Friday, June 26, 2026	**MOTION:** By Director Clark, 2nd by Director Corrales and carried to approve the presented minutes that included the June 8, 2026 Regular Session Board of Directors Meeting, the June 8, 2026 Special Session Board of Directors Meeting, the June 22, 2026 Special Session Board of Directors Meeting, and the June 26, 2026 Special Session Board of Directors Meeting as written. Roll call voting was utilized. Director Clark – aye Director Corrales – aye Director Edwards-Tate – absent Director Greer – aye Director Griffith – aye Director Jahaaski – aye Director Pacheco – abstain Board Chair Michael Pacheco announced that five (5) board members were in favor. None (0) opposed. One (1) abstention(s). One (1) absent. Motion approved.
• Director Pacheco abstained from the slate motion for approval as he was absent at the June 22, 2026 and the June 26, 2026 Special Session Board of Directors Meetings.	

Board of Directors Meeting Minutes – Monday, July 13, 2026	
Agenda Item	
• *Discussion*	*Conclusion/Action/Follow Up*
VI. Approval of Agenda *to accept the Consent Items as listed*	
A. Policy and Procedures Approval (June 2026)	**MOTION:** By Director Griffith, 2nd by Director Clark and carried to approve Consent Agenda items A which includes the Policy and Procedures for June 2026 as presented. Roll call voting was utilized. Director Clark – aye Director Corrales – aye Director Edwards-Tate – absent Director Greer – aye Director Griffith – aye Director Jahaaski – aye Director Pacheco – aye Board Chair Michael Pacheco announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). One (1) absent. Motion approved.
• Discussion included reminder that the board doesn't approval medical procedures.	

Board of Directors Meeting Minutes – Monday, July 13, 2026	
Agenda Item	
• *Discussion*	*Conclusion/Action/Follow Up*
VII. Reports – Informational Only	
A. Palomar Health Support Staff – Kristin Gaspar and/or Sheila Brown	
• Shiela Brown and Kristin Gaspar provided a verbal report.	
B. Chair of the Board – Michael Pacheco	
• Palomar Health Chair of the Board Michael Pacheco provided a verbal report.	
VIII. Approval of Bylaws, Charters, Resolutions, and Other Actions	
A. Resolution of the Board of Palomar Health Authorizing for UP to Six Board Meetings Per Month – 07.13.26(01)-08	**MOTION:** By Director Griffith, 2nd by Director Greer and carried to approve Resolution of the Board of Palomar Health Authorizing for UP to Six Board Meetings Per Month – 07.13.26(01)-08 Roll call voting was utilized. Director Clark – aye Director Corrales – aye Director Edwards-Tate – absent Director Greer – aye Director Griffith – aye Director Jahaaski – aye Director Pacheco – aye Board Chair Michael Pacheco announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). One (1) absent. Motion approved.
• Discussion ensued including a review of the statute with questions answered by David Holtzman.	

Board of Directors Meeting Minutes – Monday, July 13, 2026	
Agenda Item	
• *Discussion*	*Conclusion/Action/Follow Up*
B. Resolution Ordinance of the Board of Directors of Palomar Health for a Five Percent Increase in Board Member Compensation for Attendance at Board Meetings – 07.13.26(02)-09	**MOTION:** By Director Griffith 2nd by Director Corrales and carried for Resolution Ordinance of the Board of Directors of Palomar Health for a Five Percent Increase in Board Member Compensation for Attendance at Board Meetings – 07.13.26(02)-09 Roll call voting was utilized. Director Clark – aye Director Corrales – aye Director Edwards-Tate – absent Director Greer – aye Director Griffith – aye Director Jahaaski – aye Director Pacheco – aye Board Chair Michael Pacheco announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). One (1) absent. Motion approved.
• Board discussion ensued.	

Board of Directors Meeting Minutes – Monday, July 13, 2026	
Agenda Item	
• *Discussion*	*Conclusion/Action/Follow Up*
C. Palomar Health Board of Directors Compensation and Reimbursement Policy	**MOTION:** By Director Griffith 2nd by Director Greer and carried to approve the Palomar Health Board of Directors Compensation and Reimbursement Policy Roll call voting was utilized. Director Clark – aye Director Corrales – aye Director Edwards-Tate – absent Director Greer – aye Director Griffith – aye Director Jahaaski – aye Director Pacheco – aye Board Chair Michael Pacheco announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). One (1) absent. Motion approved.
• Discussion ensued with Director Griffith reviewed the process in developing this policy and David Holtzman answered questions.	

Board of Directors Meeting Minutes – Monday, July 13, 2026	
Agenda Item	
• *Discussion*	*Conclusion/Action/Follow Up*
D. Approval of Proposal for Phase 2 – Work Planning Services	**MOTION:** By Director Griffith 2nd by Director Clark and carried to table the Proposal for Phase 2 – Work Planning Services until September Roll call voting was utilized. Director Clark – aye Director Corrales – nay Director Edwards-Tate – absent Director Greer – nay Director Griffith – aye Director Jahaaski – aye Director Pacheco – nay Board Chair Michael Pacheco announced that three (3) board members were in favor. Three (3) opposed. No (0) abstention(s). One (1) absent. Motion did not pass. **AMENDED MOTION:** By Director Griffith 2nd by Director Clark and carried to table the Proposal for Phase 2 – Work Planning Services for now Roll call voting was utilized. Director Clark – aye Director Corrales – aye Director Edwards-Tate – absent Director Greer – aye Director Griffith – aye Director Jahaaski – aye Director Pacheco – aye Board Chair Michael Pacheco announced that six (6) board members were in favor. None (0) opposed. No (0) abstention(s). One (1) absent. Motion approved.
• Robust discussion ensued.	

Board of Directors Meeting Minutes – Monday, July 13, 2026	
Agenda Item	
• *Discussion*	*Conclusion/Action/Follow Up*
IX. Board Committees – Informational Only	
A. Audit & Compliance Committee – Michael Pacheco, Committee Chair	
• Director Pacheco shared that the committee is planning to meet later this month.	
B. Community Relations Committee – Terry Corrales, Committee Chair	
• Director Terry Corrales noted the committee did not meet	
C. Finance Committee – Linda Greer, Committee Chair	
• Director Linda Greer noted the committee did not meet	
D. Governance Committee – Jeff Griffith, Committee Chair	
• Director Griffith shared that the committee will be meeting on August 3, 2026	
E. Human Resources Committee – Terry Corrales, Committee Chair	
• Director Terry Corrales noted the committee did not meet.	
F. Quality Review Committee – Linda Greer, Committee Chair	
• Director Linda Greer shared that the reporting of these items and meetings will change.	
G. Strategic & Facilities Planning – Michael Pacheco, Committee Chair	
• Director Michael Pacheco discussed scheduling a board meeting soon.	
X. Request for Agenda Items for Consideration	

Board of Directors Meeting Minutes – Monday, July 13, 2026		
Agenda Item		
• *Discussion*		*Conclusion/Action/Follow Up*
• Board Chair Pacheco reminded the Board Directors to send agenda items either directly to him or the Board Clerk if they have any. • Reminder was also shared to not include other Board Directors in correspondence when requesting agenda items for consideration.		
Final Adjournment		
• There being no further business, Board Chair Michael Pacheco adjourned the meeting at 8:06 p.m.		
Signatures:	**Board Secretary**	______________________ Terry Corrales, R.N.
	Board Clerk	______________________ Janet Kren

Special Session Board of Directors Minutes – Wednesday, July 22, 2026	
Agenda Item	***Conclusion / Action***
Discussion	
Notice of Meeting	
Notice of Meeting was posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Suite 300, Escondido, CA. 92029, as well as on the Palomar Health District website, on Monday, July 20, 2026 which is consistent with legal requirements.	
I. Call To Order	
The meeting, which was held at the Linda Greer Board Room, 2125 Citracado Parkway, Suite 300, Escondido, CA 92029, and virtually, was called to order at 1:35 p.m. by Board Director Pacheco.	
II. Establishment Of Quorum	
Quorum was established via roll call comprising of Directors Clark; Corrales; Greer; Griffith; Jahaaski (virtual); Pacheco Absences: Director Edwards-Tate	

DRAFT

PALOMAR HEALTH
Reimagining Healthcare

Board of Directors

Meeting Agenda Packet

August 10, 2026

Special Session Board of Directors Minutes – Wednesday, July 22, 2026	
Agenda Item	***Conclusion / Action***
Discussion	
III. Public Comments	
• No public comments	
IV. Palomar Health District Board Strategic Planning Discussion	
A. Review of Board Priorities in Support of the Mission, Vision, and Goals	
• Discussion ensued including reviewing goals previously established along with what resources can be used in this process.	
B. Palomar Health Board Committee Establishment	
• Discussion around what meetings and focus is needed in relation to needs and goals.	
V. Final Adjournment	
There being no further business, Director Greer adjourned the meeting at 3:07 p.m.	

DRAFT

Signatures:	**Board Secretary**	______________________ Terry Corrales, RN
	Board Clerk	______________________ Janet Kren

DRAFT

Special Session Board of Directors Minutes – Monday, July 27, 2026	
Agenda Item	*Conclusion / Action*
Discussion	
Notice of Meeting	
Notice of Meeting was posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Suite 300, Escondido, CA. 92029, as well as on the Palomar Health District website, on Friday, July 24, 2026 which is consistent with legal requirements.	
Call To Order	
The meeting, which was held at the Linda Greer Board Room, 2125 Citracado Parkway, Suite 300, Escondido, CA 92029, and virtually, was called to order at 3:00 p.m. by Board Director Pacheco and then the Director Pacheco yielded the floor to Director Greer.	
I. Establishment Of Quorum	
Quorum was established via roll call comprising of Directors Clark; Corrales; Greer; Griffith (virtual); Jahaaski; Pacheco Absences: Director Edwards-Tate	

DRAFT

Special Session Board of Directors Minutes – Monday, July 27, 2026	
Agenda Item	***Conclusion / Action***
Discussion	
II. Public Comments	
• No public comments	
III. Action Item(s)	
A. Audit and Compliance Committee Minutes, May 21, 2026	**MOTION** by Director Clark; 2nd by Director Corrales to approve the May 21, 2026 Audit and Compliance Committee minutes as written Roll call voting was utilized. Director Clark – aye Director Corrales – aye Director Edwards-Tate – absent Director Greer – aye Director Griffith – aye Director Jahaaski – aye Director Pacheco – aye Director Greer announced that five (5) board members were in favor. None (0) opposed. No (0) abstention(s). One (1) absent. Motion approved.
• No discussion	

DRAFT

Agenda Item	
Discussion	
B. Finance Committee Minutes, June 1, 2026	**MOTION** by Director Jahaaski; 2nd by Director Corrales to approve the June 1, 2026 Finance Committee minutes as written Roll call voting was utilized. Director Clark – aye Director Corrales – aye Director Edwards-Tate – absent Director Greer – aye Director Griffith – aye Director Jahaaski – aye Director Pacheco – aye Director Greer announced that five (5) board members were in favor. None (0) opposed. No (0) abstention(s). One (1) absent. Motion approved.
• No discussion	
C. Baker Tilly 2026 Financial Audit Planning	
• Aparna Venkateswaran and Jessa May Sidebotham from Baker Tilly reviewed the audit planning presentation and fielded questions along with Andrew Tokar. No Executive Session occurred.	
IV. Palomar District Board Financial Audit Planning	
• Andrew Tokar reviewed the Palomar Health District previously approved budget and answered questions regarding staffing, insurance, ACHD dues, training, and other items.	

V. Final Adjournment

There being no further business, Director Greer adjourned the meeting at 4:29 p.m.

DRAFT

Signatures:	**Board Secretary**	______________________ Terry Corrales, RN
	Board Clerk	______________________ Janet Kren

DRAFT

Special Session Board of Directors Minutes – Wednesday, August 5, 2026	
Agenda Item	*Conclusion / Action*
Discussion	

Notice of Meeting

Notice of Meeting was posted at the Palomar Health Administrative Office at 2125 Citracado Parkway, Suite 300, Escondido, CA. 92029, as well as on the Palomar Health District website, on Monday, August 3, 2026 which is consistent with legal requirements.

I. Call To Order

The meeting, which was held at the Linda Greer Board Room, 2125 Citracado Parkway, Suite 300, Escondido, CA 92029, and virtually, was called to order at 10:03 a.m. by Board Director Pacheco and then the Director Pacheco yielded the floor to Director Greer.

II. Establishment Of Quorum

Quorum was established via roll call comprising of Directors Corrales; Greer; Griffith (virtual); Jahaaski; Pacheco

Absences: Directors Clark and Edwards-Tate

Agenda Item	*Conclusion / Action*
Discussion	
III. Public Comments	
• No public comments	
IV. Adjournment to Closed Session	
A. *Public Employee Performance Evaluation – Government Code 54957. Title: Vice President, External Affairs & Strategic Priorities* B. *Public Employee Performance Evaluation – Government Code 54957. Title: Executive – Strategic Priorities* C. *Public Employee Performance Evaluation – Government Code 54957. Title: Executive Assistant, Board of Directors*	
V. Re-adjournment to Open Session	
VI. Action Resulting from Closed Session – if any	
• Director Greer announced there was no reportable action.	
VII. Palomar Health District Board Financial Update, Budget, and Discussion	
• Andrew Tokar answered questions regarding details around the Palomar Health District Board of Directors budget and expenses.	
VIII. Final Adjournment	
There being no further business, Director Greer adjourned the meeting at 11:04 a.m.	

DRAFT

Signatures:	**Board Secretary**	Terry Corrales, RN
	Board Clerk	Janet Kren

DRAFT

ADDENDUM B

RESOLUTION NO. 08.10.26(03)-12

RESOLUTION OF PALOMAR HEALTH CONSENTING TO ARTICLES AMENDMENTS OF PALOMAR HEALTH FOUNDATION

WHEREAS, Palomar Health is a special health care district duly organized and existing under and pursuant to California Health & Safety Code section 32000 *et seq.* and the sole corporate member of the Palomar Health Foundation, a California nonprofit public benefit corporation ("**PHF**"),

WHEREAS, Palomar Health formed a Joint Powers Authority with UCSD Health and, as part of that transaction, the Palomar Health Foundation amended its articles;

WHEREAS, on June 30, 2026, the Board of Directors of PHF acted by unanimous written consent to approve Amended and Restated Articles of PHF ("**A&R Articles**");

WHEREAS, Article VI of PHF's then current articles of incorporation, consisting of the Restated Articles of Incorporation filed with the California Secretary of State on September 28, 1994, as amended by the amendment thereto filed on September 14, 2012 (collectively, as amended, the "**Existing Articles**") requires PHF to obtain the approval of the Board of Palomar Health prior to the filing the A&R Articles with the California Secretary of State;

WHEREAS, the Board has determined that it is in the best interests of PHF and in furtherance of its charitable purposes to approve the filing by PHF of the A&R Articles

NOW THEREFORE, the Board of Directors of Palomar Health resolves as follows:

1. That the Board, acting pursuant to the consent power set VI of PHF's Existing Articles, consents to the filing of the A&R Articles by PHF.

PASSED AND ADOPTED by the Board of Directors of Palomar Health held on August 10, 2026, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: August 10, 2026

[Continued Next Page]

APPROVED:	***ATTESTED***:
Michael Pacheco, Chair Board of Directors Palomar Health	Terry Corrales, RN, Secretary Board of Directors Palomar Health

ADDENDUM C

REDLINE

PALOMAR HEALTH

DocID: 27092
Revision: 14
Status: Official

Source:
Administrative
Board of Directors

Applies to Facilities:
All Palomar Health Facilities

Applies to Departments:
Financial Services
Financial Planning

Policy: Annual Adoption of Statement of Investment

I. PURPOSE:

A. This Statement of Investment Policy sets forth the investment guidelines for all of Palomar Health's ("the District's") investments purchased after March 1, 1996. The purpose of this policy is to ensure that the District's funds are prudently invested according to the Board of Director's objectives to preserve capital, provide necessary liquidity and to achieve a market-average rate of return through economic cycles.
B. The District may invest any portion of its Investable Funds, subject to the requirements of the California Government Code and this policy. If the provisions of the Government Code are or become more restrictive than those contained herein, such provisions shall govern, and are deemed incorporated into this policy upon taking effect.
C. Government Code Section 53600 et seq., authorizes local agencies to make investments in specified vehicles with money in a sinking fund of, or surplus money in, its treasury not required for the immediate needs of the agency.
D. The District is a "local agency" subject to the provision of Government Code Section 53600 et seq., which recommends that the District's Board of Directors annually adopt a statement of its investment policy, and to consider any delegation of authority to make investments on its behalf by the Chief Financial Officer.
E. The Board of Directors of the District now desires to formally adopt this statement of investment policy and to re-delegate to the Chief Financial Officer responsibility for all decisions regarding the sale or purchase of individual investments on behalf of the District.

II. DEFINITIONS:

A. ***Safety of Principal***. Safety of principal is the foremost objective of the District. The safety and risk associated with an investment refers to the potential loss of principal, interest or a combination of these amounts. Each investment transaction shall seek to ensure that capital losses are avoided, whether from institutional default, broker-dealer default, or erosion of market value of securities. To attain this objective, diversification is required in order that potential losses on individual securities do not exceed the income generated from the remainder of the portfolio.
B. ***Liquidity***. Liquidity is the second most important objective of the District. Liquidity refers to the ability to "cash in" at any moment in time with a minimal chance of losing some portion of principal or interest. Liquidity is an important investment quality especially when the need for unexpected funds occasionally occurs. The investment portfolio shall remain sufficiently liquid to enable the District to meet all operating requirements that might be reasonably anticipated.
C. ***Yield***. Yield is the potential dollar earnings an investment can provide, and it is sometimes described as the rate of return. Within the limits of safety and liquidity, the District shall strive toward portfolio growth that exceeds the rate of inflation in order to preserve capital.
D. ***Investable Funds.*** Moneys in a sinking fund or moneys in its treasury not required for the immediate needs of the District.

III. TEXT / STANDARDS OF PRACTICE:

A. Delegation of Authority to Chief Financial Officer; Procedures to Implement Investment Policy
   1. Delegation of authority to Chief Financial Officer**:** Pursuant to the formation of the Palomar UCSD Joint Powers Authority (the "JPA"), the District no longer employs a Chief Financial Officer. Therefore, ~~The~~ the ~~District's~~ JPA's Chief Financial Officer is delegated responsibility for all decisions regarding the sale or purchase of individual investments on behalf of the District. This delegation shall be reviewed annually by the Board of Directors. The delegations shall be recorded in the meetings of the full Board. No person may engage in an investment transaction except as provided under the terms of this policy and any other procedures established by the JPA Chief Financial Officer. The JPA Chief Financial Officer shall be responsible for all actions undertaken and shall establish a system of controls to regulate the activities of subordinate officials.
B. This policy will be reviewed and updated as required or at least every year.
C. Document History:
   1. Original Document Date: 7/14/95; Revision Number: 1 Dated: 6/06

2. Prior to 2006, this Policy was Board Policy 10-513

DRAFT

Document Owner:

Approvals

- **Committees:**
- **Signers:**

Kevin DeBruin

Kevin DeBruin, Chief Legal Officer

[]

Original Effective Date:

Revision Date:

Attachments:

(REFERENCED BY THIS DOCUMENT)

Paper copies of this document may not be current and should not be relied on for official purposes. The current version is in Lucidoc at
https://www.lucidoc.com/cgi/doc-gw.pl?ref=pphealth:27092$13.

DRAFT

PALOMAR HEALTH

DocID: 27092
Revision: 14
Status: Official

Source:
Administrative
Board of Directors

Applies to Facilities:
All Palomar Health Facilities

Applies to Departments:
Financial Services
Financial Planning

Policy: Annual Adoption of Statement of Investment

I. PURPOSE:

A. This Statement of Investment Policy sets forth the investment guidelines for all of Palomar Health's ("the District's") investments purchased after March 1, 1996. The purpose of this policy is to ensure that the District's funds are prudently invested according to the Board of Director's objectives to preserve capital, provide necessary liquidity and to achieve a market-average rate of return through economic cycles.
B. The District may invest any portion of its Investable Funds, subject to the requirements of the California Government Code and this policy. If the provisions of the Government Code are or become more restrictive than those contained herein, such provisions shall govern, and are deemed incorporated into this policy upon taking effect.
C. Government Code Section 53600 et seq., authorizes local agencies to make investments in specified vehicles with money in a sinking fund of, or surplus money in, its treasury not required for the immediate needs of the agency.
D. The District is a "local agency" subject to the provision of Government Code Section 53600 et seq., which recommends that the District's Board of Directors annually adopt a statement of its investment policy, and to consider any delegation of authority to make investments on its behalf by the Chief Financial Officer.
E. The Board of Directors of the District now desires to formally adopt this statement of investment policy and to re-delegate to the Chief Financial Officer responsibility for all decisions regarding the sale or purchase of individual investments on behalf of the District.

II. DEFINITIONS:

A. ***Safety of Principal***. Safety of principal is the foremost objective of the District. The safety and risk associated with an investment refers to the potential loss of principal, interest or a combination of these amounts. Each investment transaction shall seek to ensure that capital losses are avoided, whether from institutional default, broker-dealer default, or erosion of market value of securities. To attain this objective, diversification is required in order that potential losses on individual securities do not exceed the income generated from the remainder of the portfolio.
B. ***Liquidity***. Liquidity is the second most important objective of the District. Liquidity refers to the ability to "cash in" at any moment in time with a minimal chance of losing some portion of principal or interest. Liquidity is an important investment quality especially when the need for unexpected funds occasionally occurs. The investment portfolio shall remain sufficiently liquid to enable the District to meet all operating requirements that might be reasonably anticipated.
C. ***Yield***. Yield is the potential dollar earnings an investment can provide, and it is sometimes described as the rate of return. Within the limits of safety and liquidity, the District shall strive toward portfolio growth that exceeds the rate of inflation in order to preserve capital.
D. ***Investable Funds.*** Moneys in a sinking fund or moneys in its treasury not required for the immediate needs of the District.

III. TEXT / STANDARDS OF PRACTICE:

A. Delegation of Authority to Chief Financial Officer; Procedures to Implement Investment Policy
    1. Delegation of authority to Chief Financial Officer**:** Pursuant to the formation of the Palomar UCSD Joint Powers Authority (the “JPA”), the District no longer employs a Chief Financial Officer. Therefore, the JPA’s Chief Financial Officer is delegated responsibility for all decisions regarding the sale or purchase of individual investments on behalf of the District. This delegation shall be reviewed annually by the Board of Directors. The delegations shall be recorded in the meetings of the full Board. No person may engage in an investment transaction except as provided under the terms of this policy and any other procedures established by the JPA Chief Financial Officer. The JPA Chief Financial Officer shall be responsible for all actions undertaken and shall establish a system of controls to regulate the activities of subordinate officials.
B. This policy will be reviewed and updated as required or at least every year.
C. Document History:
    1. Original Document Date: 7/14/95; Revision Number: 1 Dated: 6/06

2. Prior to 2006, this Policy was Board Policy 10-513

DRAFT

Document Owner:

Approvals

- **Committees:**
- **Signers:**

Kevin DeBruin

Kevin DeBruin, Chief Legal Officer

[]

Original Effective Date:

Revision Date:

Attachments:

(REFERENCED BY THIS DOCUMENT)

Paper copies of this document may not be current and should not be relied on for official purposes. The current version is in Lucidoc at https://www.lucidoc.com/cgi/doc-gw.pl?ref=pphealth:27092$13.

DRAFT

RESOLUTION NO. 08.10.26(01)-10

Resolution of the Board of Directors of Palomar Health Concerning the Levy and Collection of Taxes by the Board of Supervisors of the County of San Diego for Fiscal Year 2026-2027 to Pay Principal and Interest on General Obligation Bonds and Authorizing the Taking of All Actions Necessary in Connection Therewith

WHEREAS, as authorized by a ballot measure ("Measure BB"), approved by more than two-thirds of the votes cast on such ballot measure at an election held in Palomar Pomerado Health, now known as Palomar Health (the "District") on November 2, 2004, the Board of Directors of the District (the "Board of Directors") was authorized to issue $496,000,000 aggregate principal amount of general obligation bonds for the purpose of financing a portion of the hospital and health care facilities projects as referenced and described in Measure BB;

WHEREAS, in accordance with the provisions of The Local Health Care District Law of the State of California (constituting Division 23 of the California Health and Safety Code) (the "Local Health Care District Law"), the District issued:

(i) $80,000,000 aggregate principal amount of such general obligation bonds, designated as "Palomar Pomerado Health General Obligation Bonds, Election of 2004, Series 2005A" (the "Series 2005A Bonds") on July 7, 2005;

(ii) $241,083,318.80 aggregate principal amount of such general obligation bonds, designated as "Palomar Pomerado Health General Obligation Bonds, Election of 2004, Series 2007A" (the "Series 2007A Bonds") on December 20, 2007;

(iii) $110,000,000 aggregate principal amount of such general obligation bonds, designated as "Palomar Pomerado Health General Obligation Bonds, Election of 2004, Series 2009A" (the "Series 2009A Bonds") on March 18, 2009; and

(iv) $64,916,678.80 aggregate principal amount of such general obligation bonds, designated as "Palomar Pomerado Health General Obligation Bonds, Election of 2004, Series 2010A" (the "Series 2010A Bonds") on November 18, 2010;

WHEREAS, on October 27, 2016, pursuant to Articles 9 and 11 of Chapter 3 of Part 1 of Division 2 of Title 5 of the California Government Code, the District issued:

(i) $48,520,000 aggregate principal amount of general obligation refunding bonds designated as "Palomar Health General Obligation Refunding Bonds, Series 2016A (the "Series 2016A Bonds") to refund all outstanding Series 2005A Bonds; and

(ii) $164,450,000 aggregate principal amount of general obligation refunding bonds designated as "Palomar Health General Obligation Refunding Bonds, Series 2016B (the "Series 2016B Bonds") to refund the current interest portion of the Series 2007A Bonds;

WHEREAS, as provided by the Local Health Care District Law, principal and interest on the outstanding Series 2007A Bonds, Series 2009A Bonds, Series 2010A Bonds, Series 2016A Bonds and Series 2016B Bonds as the same become due are payable from the levy and collection of *ad valorem* taxes within the District;

WHEREAS, pursuant to Section 32312 of the Local Health Care District Law, the Board of Supervisors of the County of San Diego (the "Board of Supervisors of the County") is required to levy and collect annually each year until the Series 2007A Bonds, Series 2009A Bonds, Series 2010A Bonds, Series 2016A Bonds and Series 2016B Bonds are paid a tax sufficient to pay the principal of and interest on such Series 2007A Bonds, Series 2009A Bonds, Series 2010A Bonds, Series 2016A Bonds and Series 2016B Bonds (collectively, the "Bonds") as the same become due and payable;

WHEREAS, in order to facilitate the levy and collection of such *ad valorem* taxes by the Board of Supervisors of the County as provided in Section 32312 of the Local Health Care District Law, the Board of Directors hereby notifies the Board of Supervisors of the County that principal and interest on the Bonds in the amount of $49,999,312 will become due and payable during the fiscal year commencing July 1, 2025, and ending June 30, 2026;

WHEREAS, the Board of Directors has been advised that the total net secured assessed valuation of the District is now estimated at $123,294,933,265 full value; and,

WHEREAS, also in order to facilitate the levy and collection of such *ad valorem* taxes by the Board of Supervisors of the County as provided in Section 32312 of the Local Health Care District Law, a rate of taxation of $27.00 for each one hundred thousand dollars' valuation of taxable property (full value) within the District for fiscal year commencing July 1, 2025, and ending June 30, 2026, is hereby established;

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. **Recitals**. The foregoing recitals are true and correct, and this Board of Directors so finds and determines.

Section 2. **Further Authorization; Ratification of Actions**. The Chair of the Board of Directors, any member of the Board of Directors, the President and Chief Executive Officer of the District or any designee of the President and Chief Executive Officer of the District or the Chief Financial Officer of the District or any designee of the Chief Financial Officer of the District (each, an "Authorized District Representative") is hereby authorized and directed, for and in the name of and on behalf of the District, to do any and all things and to execute and deliver any and all documents, instruments and certificates, and to enter into any and all agreements, which such Authorized District Representative may deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this Resolution. All such actions heretofore taken by any such Authorized District Representative are hereby ratified, confirmed and approved.

Section 3. **Effective Date**. This Resolution shall take effect from the date of adoption hereof.

PASSED AND ADOPTED by the Board of Directors of Palomar Health on the 10th day of August, 2026, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAINING:

DATED: August 10, 2026

BY:

____
Michael Pacheco
Chair, Board of Directors

ATTESTED:

____
Terry Corrales, RN
Secretary, Board of Directors

DRAFT

STATE OF CALIFORNIA)
) ss
COUNTY OF SAN DIEGO)

I, Terry Corrales, RN, the Secretary of the Board of Directors of Palomar Health (the "District"), do hereby certify that the foregoing is a true copy of a resolution adopted by the District on August 10, 2026, at the time and by the vote stated above, which resolution is on file in the offices of the District.

DATED: August 10, 2026

____
Terry Corrales, RN
Secretary, Board of Directors

DRAFT

NARRATIVE ON THE RECENT HISTORY OF TAXATION

Palomar Health has two types of property taxes available as follows:

SPECIAL ASSESSMENT FOR GENERAL OBLIGATION BONDS

The taxes necessary to pay the interest and principal for the Election of 2004, Series 2007A, 2009A and 2010A Palomar Pomerado Health General Obligation Bonds, and the Series 2016A and 2016B Palomar Health General Obligation Refunding Bonds that were approved by a two-thirds majority of the voters in November 2004. These tax revenues are restricted for the specific purpose of the election campaign of 2004.

OTHER PROPERTY TAXES

A tax equal to 1% of the full cash value of property is levied each fiscal year by the county and distributed to governmental agencies within the county according to a formula mandated by the state legislature. (California Constitution Article XIII(A); Revenue and Taxation Code Section 97). The state legislature and the county place no restrictions on the tax monies granted to local government agencies, such as Palomar Health. (Part 0.5, Division 1 of the Revenue and Taxation Code.) Since these tax revenues are unrestricted, it is not necessary to inform the public regarding the intended use of the funds.

The following is a schedule reflecting our total tax revenues by fiscal year for the past forty-nine years.

Fiscal Year	Total Received Cash Basis	Restricted for Bond Interest & Principal	Unrestricted	From Prior Year (Unrestricted) Increase (Decrease) $	%
1977/78	$2,460,384	$445,211	$2,015,173	-------	-------
1978/79	1,513,554	518,736	994,818	(1,020,355)	-50.63%
1979/80	1,621,350	428,585	1,192,765	$197,947	19.90%
1980/81	1,914,882	458,941	1,455,941	263,176	22.06%
1981/82	2,157,298	425,948	1,731,350	275,409	18.92%
1982/83	2,245,799	431,669	1,814,130	82,780	4.78%
1983/84	2,453,236	454,544	1,998,692	184,562	10.17%
1984/85	2,618,899	429,139	2,189,760	191,068	9.56%
1985/86	2,922,025	400,336	2,521,689	331,929	15.16%
1986/87	3,325,080	476,027	2,849,053	327,364	12.98%
1987/88	3,590,335	415,348	3,174,987	325,934	11.44%
1988/89	4,009,992	389,724	3,620,268	445,281	14.02%
1989/90	4,644,106	451,969	4,192,137	571,869	15.80%
1990/91	4,898,609	404,912	4,493,697	301,560	7.19%
1991/92	5,305,810	435,226	4,870,584	376,887	8.39%
1992/93	5,230,679	455,415	4,775,264	(95,320)	-1.96%
1993/94	5,405,901	429,917	4,975,984	200,720	4.20%
1994/95	5,589,446	422,427	5,167,019	191,035	3.84%
1995/96	5,604,306	452,813	5,151,493	(15,526)	-0.30%
1996/97	5,641,183	473,160	5,168,023	16,530	0.32%
1997/98	5,862,721	358,706	5,504,015	335,992	6.50%
1998/99	5,915,399	0	5,915,399	411,384	7.47%
1999/00	6,432,482	0	6,432,482	517,083	8.74%
2000/01	7,061,136	0	7,061,136	628,654	9.77%
2001/02	7,693,200	0	7,693,200	632,064	8.95%
2002/03	8,391,961	0	8,391,961	698,761	9.08%
2003/04	9,077,863	0	9,077,863	685,902	8.17%
2004/05	10,180,831	0	10,180,831	1,102,968	12.15%
2005/06	20,853,221	9,303,843	11,549,378	1,368,547	13.44%
2006/07	23,604,928	11,040,737	12,564,191	1,014,813	8.79%
2007/08	25,130,428	11,730,239	13,400,189	835,998	6.65%
2008/09	25,440,143	11,975,665	13,464,478	64,289	0.48%
2009/10	24,580,410	11,621,467	12,958,943	(505,535)	-3.75%
2010/11	27,616,427	14,995,884	12,620,543	(338,400)	-2.61%
2011/12	28,028,448	15,345,381	12,683,067	62,524	0.50%
2012/13	28,751,534	15,825,390	12,926,144	243,077	1.92%
2013/14	29,849,999	16,404,131	13,445,868	519,724	4.02%
2014/15	32,023,854	17,720,907	14,302,947	857,079	6.37%
2015/16	34,009,986	18,903,673	15,106,313	803,366	5.62%
2016/17	35,957,272	20,058,419	15,898,853	792,540	5.25%
2017/18	35,840,634	19,089,447	16,751,187	852,334	5.36%
2018/19	37,887,855	20,314,644	17,573,211	822,025	4.91%
2019/20	46,866,602	28,616,414	18,250,188	676,977	3.85%
2020/21	59,168,327	39,849,378	19,318,949	1,068,761	5.86%
2021/22	63,821,852	44,001,578	19,820,274	501,325	2.59%
2022/23	69,714,946	47,799,489	21,915,457	2,095,183	10.57%
2023/24	70,349,929	46,944,122	23,405,807	1,490,350	6.80%
2024/25	72,097,756	47,753,700	24,344,055	938,248	4.28%
2025/26	74,821,467	49,428,612	25,392,855	1,048,800	4.48%

RESOLUTION NO. 08.10.26(02)-11

Resolution of the Board of Directors of Palomar Health
Establishing the Appropriations Limit of the District for
the Fiscal Year July 1, 2026 – June 30, 2027

WHEREAS, Government Code Section 7910 requires that each year the Board of Directors of this District shall, by resolution, establish the District's appropriations limit for the following fiscal year pursuant to Article XIII(B) of the California Constitution; and

WHEREAS, for not less than fifteen days prior to this meeting the documentation attached hereto as Exhibit "A" used in the determination of the appropriations limit has been available to the public in accordance with Government Code 7910.

NOW THEREFORE, IT IS HEREBY RESOLVED by the Board of Directors as follows:

Section 1. The appropriations limit of Palomar Health for fiscal year July 1, 2026 – June 30, 2027, pursuant to Article XIII(B) of the California Constitution is hereby established at $154,321,809.

Section 2. This resolution is effective immediately upon its adoption by the Board of Directors.

PASSED AND ADOPTED at the meeting of the Board of Directors of Palomar Health held August 10, 2026, by the following votes:

AYES:
NOES:
ABSENT:
ABSTAINING:

ATTEST:

____
Michael Pacheco
Chair

____
Terry Corrales, RN
Secretary

DRAFT

EXHIBIT "A"

PALOMAR HEALTH
APPROPRIATIONS LIMIT
2026/2027

2025/2026 APPROPRIATIONS LIMIT					**$147,173,055**
PRICE FACTOR			4.95%		
-- OR --					
CHANGE IN LOCAL ASSESSMENT ROLL DUE TO NON-RESIDENTIAL NEW CONSTRUCTION			1.80%	=	1.0495
-- AND --					
POPULATION FACTOR			-0.09%	=	0.9991
CALCULATION OF FACTOR FOR FY 2026/2027	1.0495	x	0.9991	=	1.0486
	$147,173,055	x	1.0486	=	$154,321,809
2026/2027 APPROPRIATIONS LIMIT					**$154,321,809**

PUBLIC NOTICE

The Board of Directors of Palomar Health will establish its Appropriations Limit for the 2026/2027 fiscal year at its regularly scheduled meeting, to be held in the 1st Floor Conference Center at 2185 Citracado Parkway, Escondido, CA 92029, at 6:30 p.m. on Monday, August 10, 2026. This Appropriations Limit is for the unrestricted appropriations and is in no way related to the appropriations for the General Obligation Bonds issued in 2007, 2009 and 2010, or for the General Obligation Refunding Bonds issued in 2016. The documentation used in the determination of the Appropriations Limit is available to the public at the office of the 2125 Citracado Parkway, Suite 300, Escondido, CA 92029.

DATED: July 17, 2026

PALOMAR HEALTH
A California Local Healthcare District

BY: ____

Michael Pacheco
Board Chair

Posted
Friday,
July 17, 2026

PHASE #2: WORK PLANNING SERVICES

Effective work planning converts strategic direction into defined actions. This phase focusing on organizing priorities into actionable tasks, assigning responsibility, and establishing timelines that can be monitored over time. JGA works with District staff and leadership to build a structured work plan that aligns with the Strategic Goals developed in Phase 1. The process emphasizes accountability, visibility, and realistic pacing.

STEP 1: KICKOFF MEETING

The process begins with a virtual kickoff meeting involving key staff and stakeholders. This kickoff meeting will set the stage to ensure the team is aligned and ready to move forward with the Work Plan development.

STEP 2: WORK PLAN INPUT

JGA works directly with staff through a series of focused working sessions (up to six) to build the Work Plan, These sessions are supported by pre-work and structured discussions. During this process, the team defines actionable tasks tied to each strategic priority, target timelines and sequencing, assigns responsibility for each action, and considers funding considerations.

STEP 3: WORK PLAN, TRACKER, & DASHBOARD

All agreed-upon elements are compiled into a structured work plan document that serves as a clear and actionable roadmap for implementing the Strategic Goals. This document will consolidate all agreed-upon Goals and Objectives into a well-organized format, including defined strategies, responsible parties, target timelines, and key milestones. The Work Plan is designed to support alignment across departments, clarify expectations, and promote transparency.

DELIVERABLES:

Work Plan Tracker

JGA's Work Plan Tracker is custom-built to support the execution of the finalized Strategic Goals. Developed in Microsoft Excel, this tool is the foundation for ongoing tracking and accountability and serves as the data source for the visibility options below. JGA provides training to designated team members to manage and update the tool, or JGA services can be engaged for ongoing support under a separate proposal.