

Posted
Thursday,
June 25, 2026

AMENDED
Friday,
June 26, 2026

SPECIAL SESSION

BOARD OF DIRECTORS

Meeting Agenda

Friday, June 26, 2026
3:30 p.m.

Please see page 2 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					3:30
I.	Call to Order			1	3:31
II.	Establishment of Quorum			1	3:32
III.	Public Comments ¹			30	4:02
IV.	Adjournment to Closed Session			15	4:17
	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 or facility. Estimated date of public disclosure: January 1, 2027				
V.	Re-Adjournment to Open Session			1	4:18
VI.	Action Resulting from Closed Session – if any			1	4:19
VII.	Approval of Bylaws, Charters, Resolutions and Other Actions			10	4:29
	Agenda Item	Committee/ Department	Action		
	A. Palomar Medical Center Escondido Medical Staff Credentialing and Reappointments (Pp 5-7)	Board of Directors	Review/ Approve		
	B. Palomar Medical Center Poway Medical Staff Credentialing and Reappointments (Pp 8-12)	Board of Directors	Review/ Approve		
	C. Resolution to Approve Further Transactions with Respect to Palomar UCSD Health Authority, Including Actions as Sole Member of Palomar Health Development, Inc. and as Sole Member of Arch Health Partners, Inc. (Pp 13-16)	Board of Directors	Review/ Approve		
VIII. Final Adjournment					1 4:30

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.

Special Session Board of Directors Meeting Meeting Location Options

**Linda Greer Conference Room
2125 Citracado Parkway, Suite 300, 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: 247 552 153 031 962

Passcode: uz3r8zc9

or

Dial in using your phone at 929.352.2216; Access Code: 840 355 723#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

- **2198 Palomar Airport Road, Carlsbad, CA, 92008**

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

Source:

Applies to Facilities:
All Palomar Health FacilitiesApplies 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 additional 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.

Special Session Board of Directors Meeting

Meeting will begin at 3:30 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 Medical Center Escondido
2185 Citracado Parkway
Escondido, CA 92029
(442) 281-1005 (760) 233-7810 fax
Medical Staff Services

June 25, 2026

To: Palomar Health Board of Directors

From: Andrew Nguyen, M.D., Ph.D., Chief of Staff
Palomar Medical Center Escondido Medical Executive Committee

Board Meeting Date: June 26, 2026

Subject: Palomar Medical Center Escondido Credentialing Recommendations

Provisional Appointment (06/26/2026 to 05/31/2028)

Bergeron, Bryce V., M.D. – Emergency Medicine
Davis, Steven W., M.D. – Radiation Oncology
Howe, Steven C., M.D. – Cardiothoracic Surgery
Johnson, Kristopher P., M.D. – Anesthesiology
Kamgar-Parsi, Andysheh D.O. – Physical Medicine and Rehabilitation
Knight, Eric V., D.O. – Anesthesiology
Moreno, Stephen D., DDS – Oral and Maxillofacial Surgery
Obeme, Olufolajimi O., M.D. – Diagnostic Radiology
Patel, Keval A., M.D. – Internal Medicine
Petriello, Marla A., D.O. – Physical Medicine and Rehabilitation

Reinstatement from Leave of Absence to Consulting Category

Bessudo, Alberto, M.D. - Medical Oncology – Dept. of Medicine (eff. 06/26/2026 to 10/31/2027)

Advance from Provisional to Active Category

Al-Ameri, Noor, MD-Internal Medicine- Dept. of Medicine (eff 8/1/2026 to 01/31/2027)
Lin, Kevin G., MD – Otolaryngology – Dept. of Surgery (eff. 08/01/2026 to 05/31/2027)
Miller, Heidi L., DO - Obstetrics and Gynecology – Dept. of OB/GYN (eff. 08/01/2026 to 07/31/2027)
Miskin, Tyler S., MD - Radiology, Interventional & Diagnostic- Dept. of Radiology (eff. 08/01/2026 to 09/30/2027)
Oudah, Bashar J., MD – Internal Medicine - Dept. of Medicine (eff. 08/01/2026 to 03/31/2028)

Advance from Provisional to Consulting Category

Ettinger, Sarah J., M.D. -Infectious Disease- Dept. of Medicine (eff. 08/01/2026 to 07/31/2028)
Moll, Angela M., M.D.- Ophthalmology – Dept of Surgery (eff. 08/01/2026 to 04/30/28)

Request for Additional Privileges

Bitar, Roger A., M.D. – Infectious Disease

- Internal Medicine (eff. 06/26/2026 – 03/31/2028)

Physician Voluntary Resignation

Emont, Eric M., M.D. – Geriatric Medicine (eff. 07/31/2026)

Dailey, Mark W., D.O. – Psychiatry (eff. 05/19/2026)

Hedayati, Amir M.D. – Teleradiology (eff. 05/27/2026)

Liang, Li M.D. – Psychiatry (eff. 06/30/2026)

McKnight, Braden M. M.D. – Orthopaedic Surgery (eff. 06/30/2026)

Nassery, Kristen M., M.D. – General Surgery (eff. 06/17/2026)

Quan, Michele G., M.D. – Critical Care/Pulmonary (eff. 06/30/2026)

Richardson, Henry, M.D. – Orthopaedic Surgery (eff. 8/1/2026)

Reznik, Yuri, M.D. – Family Practice (eff. 07/31/2026)

Valdivia, Leopoldo E., D.O. – Obstetrics and Gynecology (eff. 04/24/2026)

Vaswani, Prashant, M.D. – Family Practice (eff. 07/31/2026)

Wiltchik, Erin D., M.D. – Pulmonary (eff. 06/03/2026)

Request for 2 Year Leave of Absence

Campbell, Leticia J. M.D. – Obstetrics and Gynecology, 2 years (01/01/2026 – 12/31/2027)

Danque, Pamela O., M.D. – Pathology, 2 years (07/01/2026 – 06/30/2028)

Tabila, Brian T., M.D. – Pulmonary, 2 years (06/03/2026-06/02/2028)

Allied Health Professional Appointment (effective 06/26/2026 to 05/31/2028)

Benisty, Manon K., PA-C – Physician Assistant Dept. of Emergency Medicine (Sponsor: Nicholle Bromley, M.D.)

Snyder, Michelle V., N.P. – Nurse Practitioner Dept. of Medicine (Sponsor: Steven Howe, M.D.)

Stevenson, Reheia A., N.P. – Nurse Practitioner Dept. of Medicine (Sponsor: Steven Howe, M.D.)

Allied Health Professional Voluntary Resignation

DeFelice, Bridget T., NNP – Neonatal Nurse Practitioner (eff. 05/26/2026)

Hogg, Meghan PA-C – Physician Assistant – Emergency Medicine (eff. 06/01/2026)

Pidding Apryl D., FNP – Nurse Practitioner (eff. 06/26/2026)

Schneider-Biehl, Terri A., NNP – Neonatal Nurse Practitioner (eff. 06/01/2026)

PALOMAR MEDICAL CENTER ESCONDIDO RECOMMENDATIONS FOR REAPPOINTMENT

Reappointments (effective 08/01/2026 to 07/31/2028)

Archambault, Christian F., M.D.	Pediatrics	Dept. of Pediatrics	Active
Borecky, David A., M.D.	Family Medicine	Dept. of Family Practice	Affiliate
Chand, Ravindra R., M.D.	Psychiatry & Neurology	Dept. of Psychiatry	Active
Cohen, Cara E., M.D.	Pediatrics	Dept. of Pediatrics	Active
Cohen, Zachary C., M.D.	Pain Medicine	Dept. of Anesthesia	Courtesy
El Ghazal, Roland B., M.D.	Critical Care Medicine	Dept. of Medicine	Active
Foltz, Cainan H., M.D.	Gastroenterology	Dept. of Medicine	Active
Helvink, Badalin, M.D.	Psychiatry	Dept. of Psychiatry	Active
Ibrahim, Islam M., MD	Critical Care Medicine	Dept. of Medicine	Active

*Plus additional privileges: Pulmonary Medicine

Metrusias, Nicolette A., M.D.	Emergency Medicine	Dept. of Emergency Medicine	Active
Naimon, Niels D., MD	Emergency Medicine	Dept. of Emergency Medicine	Active
Pashmforoush, Mohammad, M.D.	Cardiovascular Disease	Dept. of Medicine	*Courtesy

*Category change from Active to Courtesy

Patel, Punit M., DO	Physical Medicine & Rehab	Dept. of Orthopaedic/Rehab	Active
Posadas, Emerson S., M.D.	Emergency Medicine	Dept. of Emergency Medicine	Active
Post, Rachel M., M.D.	Emergency Medicine	Dept. of Emergency Medicine	Active
Rodriguez, Rebecca, M.D.	Pediatrics	Dept. of Pediatrics	Active
Salloum, Alexander C., M.D.	Surgery, General Vascular	Dept. of Surgery	Active
Saxon, Richard R., M.D.	Radiology, Interventional & Diagnostic	Dept of Radiology	Active
Sternfeld, Sharon R., M.D.	Pediatrics	Dept. of Pediatrics	Active
Tygart, Melissa K., M.D.	Pediatrics	Dept. of Pediatrics	Active

Allied Health Professional Reappointments (effective 08/01/2026 to 07/31/2028)

Ahmadi, Mohamad E., F.N.P.	Family Nurse Practitioner	Dept. of Medicine	(Sponsor: Dr. Bayat)
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Certification by and Recommendation of Chief of Staff

As Chief of Staff of Palomar Medical Center Escondido, I certify that the procedures described in the Medical Staff Bylaws for appointment, reappointment or alteration of staff membership or the granting of privileges and that the policy of Palomar Health's Board of Directors regarding such practices have been properly followed. I recommend that the action requested in each case be taken by the Board of Directors.

Palomar Medical Center Poway
 Medical Staff Services
 15615 Pomerado Road
 Poway, CA 92064
 (858) 613-4538 (858) 613-4217 fax

Date: June 25, 2026
 To: Palomar Health Board of Directors – June 26, 2026 Meeting
 From: Mark Goldsworthy, M.D., Chief of Staff, PMC Poway Medical Staff
 Subject: Medical Staff Credentials Recommendations – June, 2026

Provisional Appointments: (06/26/2026 – 05/31/2028)

Noor Al-Ameri, M.D., Internal Medicine
 Bryce Bergeron, M.D., Emergency Medicine
 Kristopher Johnson, M.D., Anesthesiology
 Andysheh Kamgar-Parsi, D.O., Physical Medicine and Rehab (Includes The Villas at Poway)
 Eric Knight, D.O., Anesthesiology
 Olufolajimi, Obembe, M.D., Teleradiology
 Keval Patel, M.D., Internal Medicine
 Marla Petriello, D.O., Physical Medicine and Rehab (Includes The Villas at Poway)

Biennial Reappointments: (08/01/2026 - 07/31/2028)

Zachary Cohen, M.D., Pain Medicine, Courtesy
 Roland El Ghazal, M.D., Critical Care Medicine, Active
 Cainan Foltz, M.D., Gastroenterology, Active
 Badalin Helvink, M.D., Psychiatry, Active (Includes The Villas at Poway)
 Islam Ibrahim, M.D., Critical Care Medicine, Active (Includes The Villas at Poway)
 Karen Kohatsu, M.D., OB/GYN, Active
 Nicolette Metrusias, M.D., Emergency Medicine, Active
 Niels Naimon, M.D., Emergency Medicine, Active
 Punit Patel, D.O., Physician Medicine and Rehab, Active (Includes The Villas at Poway)
 Emerson Posadas, M.D., Emergency Medicine, Active
 Rachel Post, M.D., Emergency Medicine, Active
 Alexander Salloum, M.D., General/Vascular Surgery, Courtesy
 Richard Saxon, M.D., Diagnostic Radiology, Active

Advancements to Active Category:

Ravindra Chand, M.D., Psychiatry, effective 08/01/2026 – 07/31/2028 (Includes The Villas at Poway)
 Kevin Lin, M.D., Otolaryngology, effective 08/01/2026 – 05/31/2027
 Tyler Miskin, M.D., Diagnostic Radiology, effective 08/01/2026 – 09/30/2027
 Bashar Oudah, M.D., Internal Medicine, effective 08/01/2026 – 03/31/2028

Advancement to Consulting Category:

Sarah Ettinger, M.D., Infectious Disease, effective 08/01/2026 – 07/31/2028 (Includes The Villas at Poway)

Reinstatement from Leave of Absence to Consulting Category:

Alberto Bessudo, M.D., Hematology/Oncology, effective 06/26/2026 – 10/31/2027

Requests for Additional Privileges:

Roger Bitar, M.D., Infectious Disease, Requesting Internal Medicine Privileges, effective 06/26/2026 – 03/31/2028

Mina Sardashti, M.D., Psychiatry, Requesting The Villas at Poway, effective 06/26/2026 – 11/30/2027

Voluntary Resignations:

Dan Berman, M.D., Emergency Medicine, effective 07/01/2026

Michael Griesinger, M.D., Emergency Medicine, effective 06/02/2026

Li Liang, M.D., Psychiatry, effective 06/30/2026

Kuangkai Tai, M.D., Pediatrics, effective 05/28/2026

Erin Wiltchik, M.D., Pulmonology, effective 06/03/2026

Requests for 2 Year Leave of Absence:

Pamela Danque, M.D., Pathology, effective 07/01/2026 - 06/30/2028

Brian Tabila, M.D., Pulmonology, effective 06/03/2026 – 06/02/2028

Allied Health Professional Appointment: (06/26/2026 – 05/31/2028)

Manon Benisty, PA, Sponsor Dr. Friedberg

Allied Health Professional Reappointments: (08/01/2026 – 07/31/2028)

Amanda Ahmadi, FNP, Sponsor Dr. Richard Mallo (Includes The Villas at Poway)

Mohamad Ahmadi, FNP, Sponsor Dr. Bayat (Includes The Villas at Poway)

Allied Health Professional Voluntary Resignation:

Meghan Hogg, PA, effective 06/01/2026

PALOMAR MEDICAL CENTER POWAY: Certification by and Recommendation of Chief of Staff: As Chief of Staff of Palomar Medical Center Poway, I certify that the procedures described in the Medical Staff Bylaws for appointment, reappointment, or alternation of staff membership or the granting of privileges and the policy of the Palomar Health's Board of Directors regarding such practices have been properly followed. I recommend that the Board of Directors take the action requested in each case.

Provider Profiles



Al-Ameri, Noor, MD
PMC Poway

Status: Applicant
Specialty: Internal
Medicine



Benisty, Manon K., PA-C
PMC Escondido and PMC Poway

Status: Applicant
Specialty: Physician
Assistant
Emergency
Medicine



Bergeron, Bryce V., MD
PMC Escondido and PMC Poway

Status: Applicant
Specialty: Emergency
Medicine



Davis, Steven W., M.D.
PMC Escondido

Status: Temporary
Privileges
Specialty: Radiation
Oncology
Pathology,
Anatomic &
Clinical



Howe, Steven C., MD
PMC Escondido

Status: Applicant
Specialty: Surgery,
Cardiothoracic

Provider Profiles



Johnson, Kristopher P., MD
PMC Escondido and PMC Poway

Status: Applicant
Specialty: Anesthesiology



Kamgar-Parsi, Andysheh, DO
PMC Escondido and PMC Poway

Status: Applicant
Specialty: Physical
Medicine &
Rehab



Knight, Eric V., DO
PMC Escondido and PMC Poway

Status: Applicant
Specialty: Anesthesiology



Moreno, Stephen D., DDS
PMC Escondido

Status: Applicant
Specialty: Surgery, Oral &
Maxillofacial



Obembe, Olufolajimi O., MD
PMC Escondido and PMC Poway

Status: Applicant
Specialty: Diagnostic
Radiology

Provider Profiles



Patel, Keval A., MD
PMC Escondido and PMC Poway

Status: Applicant
Specialty: Internal
Medicine



Petriello, Marla A., DO
PMC Escondido and PMC Poway

Status: Applicant
Specialty: Physical
Medicine &
Rehab
Spinal Cord
Injury Medicine



Snyder, Michelle V., NP
PMC Escondido

Status: Applicant
Specialty: Nurse
Practitioner
Medicine



Stevenson, Reheia A., NP
PMC Escondido

Status: Applicant
Specialty: Nurse
Practitioner
Medicine

RESOLUTION NO. 6.26.26(01)-07

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR HEALTH
TO APPROVE FURTHER TRANSACTIONS WITH RESPECT TO JOINT POWERS
AUTHORITY**

WHEREAS, the Board of Directors of Palomar Health oversees and operates the Palomar Health Care District pursuant to the Local Health Care District Law, California Health & Safety Code section 32000, *et seq.*;

WHEREAS, pursuant to the California Government Code, Section 6500, *et seq.*, two or more public agencies by agreement may, if authorized by their legislative or other governing bodies, jointly exercise any power common to such public agencies, such entities referred to as Joint Powers Authorities;

WHEREAS, pursuant to Cal. Health & Safety Code section 32121(h), on June 25, 2025, the Board exercised its power to prescribe the duties and powers of the Chief Executive Officer to permit the Chief Executive Officer to negotiate a letter of intent for a potential Joint Powers Authority;

WHEREAS, on October 21, 2025, the Board of Directors agreed to form a Joint Powers Authority with UCSD Health;

WHEREAS, the Chief Executive Officer has, pursuant to the direction of the Board, continued to negotiate and form documents necessary to execute the formation of the Joint Powers Authority;

WHEREAS, in connection with the formation of the Palomar/UCSD Health Authority, Palomar Health must engage in certain transactions with third parties, as identified below:

NOW, THEREFORE, IT IS HEREBY RESOLVED that the Board:

- (1) Approves and adopts the following JPA Agreements, substantially in the form as presented to the Board:
 - a. Initial Contribution Agreement by and between the Palomar UCSD Health Authority and Palomar Health;
 - b. Employee Leasing Agreement by and between the Palomar UCSD Health Authority and Palomar Health;
 - c. Use Agreement by and between the Palomar UCSD Health Authority and Palomar Health;
 - d. Amended and Restated Closing Agreement by and among the Palomar UCSD Health Authority, the Regents of the University of California, on behalf of the University of California, San Diego Health, and Palomar Health;
 - e. Contribution Agreement by and between the Palomar UCSD Health Authority, the Regents of the University of California, on behalf of the University of California, San Diego Health, and Palomar Health;

- f. Tax Revenue Contribution Agreement by and between the Palomar UCSD Health Authority and Palomar Health;
- g. Tenancy-In-Common Agreement by and between the Palomar UCSD Health Authority and Palomar Health;
- h. JPA Option by and among the Palomar UCSD Health Authority, the Regents of the University of California, on behalf of the University of California, San Diego Health, and Palomar Health;
- i. Post-Operational Option Agreement by and among the Palomar UCSD Health Authority, the Regents of the University of California, on behalf of the University of California, San Diego Health, and Palomar Health;
- j. Retained Asset Contribution Agreement by and between the Palomar UCSD Health Authority, the Regents of the University of California, on behalf of the University of California, San Diego Health, and Palomar Health;
- k. Supplemental Master Indenture Relating to Addition of Palomar UCSD Health Authority to the Obligated Group and Amending Section 3.08(d), among Palomar Health, Palomar UCSD Health Authority and U.S. Bank Trust Company, National Association, as Master Trustee; and
- l. Supplemental Master Indenture Amending Master Trust Indenture, among Palomar Health, Arch Health Partners, Inc., Palomar UCSD Health Authority and U.S. Bank Trust Company, National Association, as Master Trustee.

(2) Authorizes and directs the Chief Executive Officer, the Chief Financial Officer, the Chair of the Board of Directors and the Vice Chair of the Board of Directors ("Authorized Officers") to take all steps necessary to effectuate any remaining changes to the JPA Agreements, as the officers may approve in their reasonable discretion;

(3) Consents to and authorizes the Authorized Officers to place their respective signatures on the JPA Agreements (together with the ancillary agreements, exhibits, certificates and schedules referenced therein and/or attached thereto), as approved under paragraph (1) and finally negotiated by the Authorized Officers under paragraph (2); and

(4) Notwithstanding the Board's approval of the Employee Leasing Agreement by and between the Palomar UCSD Health Authority and Palomar Health, and understanding that further changes may be required in said agreement to comply with applicable labor law or contracts, consents to and authorizes the Chief Legal Officer to make such changes to the Employee Leasing Agreement as necessary to comply, and to offer that amended Agreement to the Palomar UCSD Health Authority for its approval.

ACTION AS SOLE MEMBER OF PALOMAR HEALTH DEVELOPMENT, INC.

WHEREAS, Palomar Health is the sole member of Palomar Health Development, Inc., a California nonprofit public benefit corporation ("PHD"), as set forth in Article IV of PHD's Articles of Incorporation, filed January 19, 2005, and amended September 26, 2012, with the California Secretary of State;

WHEREAS, pursuant to Section 2.01 of PHD's Bylaws, Palomar Health, as the sole

member of PHD, has the sole authority to amend PHD's Articles of Incorporation and Bylaws;

WHEREAS, on June 22, 2026, PHD's Board of Directors adopted and approved an amendment to its Articles of Incorporation, Amended and Restated Bylaws, and that certain Member Substitution Agreement, pursuant to which the Palomar UCSD Health Authority will be substituted for Palomar Health as the sole member of PHD; and

WHEREAS, PHD seeks Palomar Health's consent, in its capacity as the sole member, to approve the Amendment to the Articles of Incorporation, Second Amended and Restated Bylaws, and the Member Substitution Agreement.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that the Board, in its capacity as sole member of PHD, hereby:

- (1) Approves and adopts the following, substantially in the forms presented to the Board:
 - a. Amendment to the Articles of Incorporation of PHD;
 - b. Second Amended and Restated Bylaws of PHD; and
 - c. Member Substitution Agreement.
- (2) Directs PHD to execute and file the same with the appropriate agencies.

ACTION AS SOLE MEMBER OF ARCH HEALTH PARTNERS, INC. D/B/A PHMG

WHEREAS, Palomar Health is the sole member of Arch Health Partners, Inc., a California nonprofit public benefit corporation doing business as PHMG ("PHMG"), as set forth in Section 1.3 of PHMG's Fifth Amended and Restated Bylaws, dated December 10, 2020, and as amended by Resolution No. 09.30.24(01)-19 (2024) ("PHMG's Bylaws");

WHEREAS, pursuant to Article XI of PHMG's Bylaws, the Bylaws may be amended by PHMG's Board of Directors, with subsequent approval by Palomar Health as sole member;

WHEREAS, PHMG's Board of Directors has adopted and approved by unanimous written consent, a Sixth Amended and Restated Bylaws, and that certain Member Substitution Agreement, pursuant to which the Palomar UCSD Health Authority will be substituted for Palomar Health as the sole member of PHMG; and

WHEREAS, PHMG seeks Palomar Health's consent, in its capacity as the sole member, to approve the Sixth Amended and Restated Bylaws, and the Member Substitution Agreement.

NOW, THEREFORE, IT IS HEREBY RESOLVED, that the Board, in its capacity as sole member of PHMG, hereby:

- (1) Approves and adopts the following, substantially in the forms presented to the Board:
 - a. Sixth Amended and Restated Bylaws of PHMG; and
 - b. Member Substitution Agreement.

- (2) Directs PHMG to execute and file the same with the appropriate agencies.

MISCELLANEOUS

(1) Requests the Chair of the Board of Directors to place on the Agenda any further action items, as may arise, for the formation, governance, or management of the Palomar/UCSD Health Authority;

(2) If any subdivision, sentence, clause, or phrase of this Resolution is, for any reason, held to be invalid or unenforceable by a court of competent jurisdiction, such invalidity or unenforceability shall not affect the validity or enforcement of the remaining portions of this resolution. It is Palomar Health's express intent that each remaining portion would have been adopted irrespective of the fact that one or more subdivisions, paragraphs, sentences, clauses, or phrases be declared invalid or unenforceable.

PASSED AND ADOPTED by the Board of Directors of Palomar Health held on June 26, 2026, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

DATED: June 26, 2026

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