

Posted
Monday,
November 25, 2024



SPECIAL CLOSED SESSION BOARD OF DIRECTORS

MEETING AGENDA

Tuesday, November 26, 2024
2:00 p.m.

Please see page 2 for meeting location options

	Time	Target
I. CALL TO ORDER		2:00
II. ESTABLISHMENT OF QUORUM	1	2:01
III. PUBLIC COMMENTS ¹	30	2:31
IV. ADJOURNMENT TO CLOSED SESSION	1	2:32
a. Pursuant to California Government Code § 54962 and California Health & Safety Code § 32106— REPORT INVOLVING TRADE SECRET—Discussion will concern: proposed new service or program. Estimated date of public disclosure: November 1, 2025	20	2:52
V. RE-ADJOURNMENT TO OPEN SESSION	1	2:53
VI. ACTION RESULTING FROM CLOSED SESSION – <i>IF ANY</i>	1	2:54
VII. APPROVAL of BYLAWS, CHARTERS, RESOLUTIONS and OTHER ACTIONS <i>(ADD A)</i>	1	2:55
a. RESOLUTION NO. 11.26.24(01) OF THE BOARD OF DIRECTORS OF PALOMAR HEALTH AUTHORIZING ACCEPTANCE OF THE FORBEARANCE AGREEMENT BY AND BETWEEN PALOMAR HEALTH, ASSURED GUARANTY INC., AND U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION <i>(Pp 3 – 4)</i>	5	3:00
VIII. FINAL ADJOURNMENT		3:00

Note: If you have a disability, please notify us by calling 760.740.6375, prior to the event so that we may provide reasonable accommodations

¹ 3 minutes allowed per speaker. For further details, see Request for Public Comment Process and Policy on page 3 of the agenda.



Special Closed Session Board of Directors 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: 248 017 080 651

Passcode: Fy2tX3m7

or

Dial in using your phone at 929.352.2216; Access Code: 284 620 261#¹

- Non-Board member attendees, and members of the public may also attend the meeting virtually utilizing the above link
 - 29086 Valencia Way, Valley Center, CA. 92082
 - 1275 Main Street, Ramona, CA. 92065
 - 744 Beacon Place, Escondido, CA. 92025
- 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](#)*

DocID: 21790
Revision: 9
Status: Official

Source:
Administrative
Board of Directors

Applies to Facilities:
All Palomar Health Facilities

Applies to Departments:
Board of Directors

Policy: Public Comments and Attendance at Public Board Meetings

I. PURPOSE:

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. TEXT / STANDARDS OF PRACTICE:

- 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.

(REFERENCED BY [Public Comment Form](#)

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:21790\\$9](https://www.lucidoc.com/cgi/doc-gw.pl?ref=pphealth:21790$9).

Special Closed Session Board of Directors Meeting

Meeting will begin at 2:00 p.m.



Request for Public Comments

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

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

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

Public Comments Process

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

ADDENDUM A

RESOLUTION NO. 11.26.24(01)

**RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR HEALTH
AUTHORIZING ACCEPTANCE OF THE FORBEARANCE AGREEMENT BY AND
BETWEEN PALOMAR HEALTH, ASSURED GUARANTY INC., AND U.S. BANK
TRUST COMPANY, NATIONAL ASSOCIATION**

WHEREAS, Palomar Health, Assured Guaranty Inc., and U.S. Bank Trust Company, National Association entered into a master trust indenture relating to various revenue bonds, dated December 1, 2006; and

WHEREAS, Palomar Health and Arch Health Partners, Inc., doing business as Palomar Health Medical Group (“PHMG”), are the only members and sole credit group under the master indenture; and

WHEREAS, under the Master Indenture, Palomar Health may issue or incur, for itself, PHMG and on behalf of any future members, obligations to evidence or secure indebtedness and other obligations; and,

WHEREAS, Palomar Health and PHMG are jointly and severally liable for the obligations incurred with respect to the revenue bonds; and,

WHEREAS, Palomar Health’s debt service coverage ratio is at risk of falling below the debt service coverage ration required by the master trust indenture.

**NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE DISTRICT HEREBY
AUTHORIZES AND APPROVES THE EXECUTION BY THE CHIEF EXECUTIVE
OFFICER OF PALOMAR HEALTH OF A FORBEARANCE AGREEMENT BY AND
BETWEEN PALOMAR HEALTH, ASSURED GUARANTY, INC., AND U.S. BANK
TRUST COMPANY, NATIONAL ASSOCIATION.**

PASSED AND ADOPTED at the meeting of the Board of Directors of Palomar Health held on November 26, 2024, by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

DATED: November 26, 2024

Jeff Griffith, Chair
Board of Directors
Palomar Health

ATTESTED:

Terry Corrales, RN, Secretary
Board of Directors
Palomar Health