

RESOLUTION NO. 15-02

**Resolution of the Board of Directors of Palm Drive Health Care District to Authorize
Palm Drive Health Care Foundation to
Donate Physical Plant Improvements for Palm Drive Hospital**

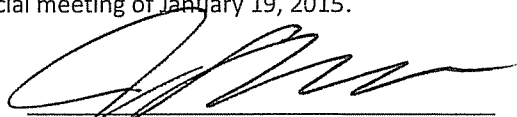
- Whereas, Palm Drive Health Care District (District) and Palm Drive Health Care Foundation (Foundation) are working together to reopen the Palm Drive Hospital; and
- Whereas, Palm Drive Health Care District is currently in bankruptcy and does not have the financial resources to improve the appearance of Palm Drive Hospital in preparation for the opening of a new hospital; and
- Whereas, Foundation has expressed a desire to hire a contractor and pay directly for the cost of improvements to Palm Drive Hospital, including but not limited to replacement of floor coverings, painting, repairing damage to walls and Palm Drive Hospital facilities; and
- Whereas, Foundation agrees that all work for improving Palm Drive Hospital will be performed by licensed contractors who will be required to provide the District with proof of license, liability insurance of at least \$1,000,000, workers compensation insurance and will name the District as an additional insured; and
- Whereas, District has the legal authority to allow Foundation to donate physical plant improvements in which Foundation, at its sole discretion will hire Contractors and pay for labor and materials; and
- Whereas, Foundation will accept all of the risk for payment of such improvement projects, whether the Foundation or Sonoma West Medical Center ever begin operations as an acute care hospital, or not; and
- Whereas, None of the improvements that Foundation proposes to complete are anticipated to require a permit from the Office of Statewide Health & Planning Department (OSHPD). Where applicable, Foundation will obtain reviews by the OSHPD compliance Officer prior to starting work.
- Whereas, District will authorize its Executive Director to approve and oversee each proposed improvement on a case by case basis, including acceptance of projection specifications, oversight of work and sign off authority when projects are completed to his satisfaction.

It is hereby resolved by the District, that District authorizes Foundation CEO and his/her designees to begin making physical plant improvements to Palm Drive Hospital for non-OSHPD projects, solely at Foundation expense, beginning immediately according to all of the terms and conditions for approval and authorization of work as stated above.

Ayes: 5

Noes: 0

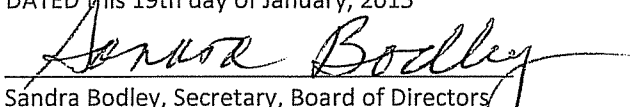
PASSED AND ADOPTED by the Board of Directors at its special meeting of January 19, 2015.



Jim Maresca, President, Board of Directors

CERTIFICATE OF SECRETARY
Palm Drive Healthcare District, a political subdivision of the State of California

The undersigned, Sandra Bodley, being the Secretary of the Palm Drive Health Care District, hereby certifies for and on behalf of the District that the foregoing Resolution is a true and correct copy of this Resolution of the District, as adopted by the Board of Directors at a duly noticed meeting at which a quorum was present, and that the same is in full force and effect and that Daymon Doss, Interim Executive Director of the District, is fully authorized to carry out and implement the terms of this Resolution.

DATED this 19th day of January, 2015


Sandra Bodley, Secretary, Board of Directors