

ADDENDUM B

RESOLUTION NO. 12.17.07 (___) – ___

RESOLUTION OF THE GOVERNING BOARD OF PALOMAR POMERADO HEALTH RE: AUTHORIZED INDIVIDUALS AND ENABLING RESOLUTIONS FOR A METROPOLITAN LIFE INSURANCE COMPANY DEPOSIT ACCOUNT WITH JP MORGAN CHASE MANHATTAN BANK

WHEREAS, to implement an Agreement between Palomar Pomerado Health (“PPH”) and Metropolitan Life Insurance Company (“MetLife”) relating to the payment of benefits under PPH’s employee benefit plan, PPH desires to open an account with JP Morgan Chase Manhattan Bank (the “Bank”), with withdrawals therefrom to be subject to the direction of MetLife.

RESOLVED, that PPH open a deposit account with the Bank to be entitled **Palomar Pomerado Health Dental Benefits Account** or such other name designated by the Chief Executive Officer or Chief Financial Officer of PPH (“Account”).

RESOLVED, that such designated officers of PPH and MetLife are authorized to deposit funds of PPH or MetLife in the Account.

RESOLVED, that any funds deposited in the Account be subject at any time, to withdrawal, transfer or charge upon the following terms only: (1) upon checks, drafts or other orders for the payment of money drawn in the name of PPH and bearing the signature of persons designated to the Bank from time to time by the Treasurer or any Vice President or any other duly authorized officer of MetLife or when bearing or purporting to bear the facsimile signature of such persons and (2) in accordance with orders, instructions and information transmitted to the Bank on magnetic tape, by computer transmissions, in writing or by means of telecommunications by or on behalf of MetLife.

RESOLVED, that the Bank is authorized (1) to pay any such check, draft or other order or make or permit any such withdrawal, transfer or charge in accordance with such orders, instructions or information, regardless of by whom or by what means the actual or purported facsimile signature(s) thereon may have been affixed, (2) to receive same from any holder without inquiry as to the circumstances of issue or the disposition of the proceeds, it being understood that some or all of the funds on deposit in the Account will be transferred from time to time to an account(s) maintained by MetLife with the Bank and, (3) at the option of the Bank, to pay any such check, draft or other order to make or permit such withdrawal, transfer or charge even if the Account shall not be in credit to the full amount of such instrument, withdrawal, transfer or charge.

RESOLVED, that the Bank is authorized and directed (1) to send MetLife checks or drafts purporting to be drawn by PPH upon itself which are made payable through the Bank or information relating to such checks or drafts and (2) to accept instructions from the persons designated by the Treasurer, any Vice President or any other duly authorized officer of MetLife to charge the Account and pay the checks or drafts designated by such persons, to stop payment thereon, or to return such checks or drafts unpaid to the presenter provided any such checks or drafts have been returned to the Bank by MetLife.

RESOLVED, that all statements of account in connection with the Account shall be addressed and delivered to the Corporate Controller of PPH, with copies thereof to MetLife, and all canceled checks, drafts, other orders and correspondence in connection with the Account shall be addressed and delivered to MetLife.

RESOLVED, that the Account shall be a non-interest bearing account, but that no amount will be charged by the Bank for ordinary and customary depositary and disbursement services.

RESOLVED, that the Account shall be closed only upon the written direction of both (1) the Chief Financial Officer of PPH and (2) the Treasurer, any Vice-President or other duly authorized officer (or the designee of any of the foregoing individuals) of MetLife.

RESOLVED, that PPH authorizes and directs its Chief Financial Officer (or a designee) to notify the Bank promptly in writing of any change in these Resolutions, such written notice to be given to the Bank at its offices located at 4 JP Morgan Chase MetroTech Center, Brooklyn, New York 11245, to the attention of the Worldwide Insurance Division, Domestic Institutional Banking, and that until the Bank has actually received such notice and has had a reasonable opportunity to act upon same, the Bank is authorized to act in accordance with these Resolutions and shall be indemnified and saved harmless from any loss or liability incurred in continuing to act in accordance with these Resolutions, even though these Resolutions may have changed.

RESOLVED, that, by virtue of the adoption of this resolution, Resolution No. 11.12.07 (04) – 16, previously adopted at the meeting of the Board of Directors of PPH on November 12, 2007, is null and void.

The undersigned further certifies that the foregoing is a full, true and correct copy of Resolutions duly and regularly adopted by vote of the Board of Directors, that such Resolutions have not been rescinded or changed, but are now in full force and effect, and that there is no provision in the By-laws of PPH limiting the power of the Board of Directors to pass the foregoing Resolutions and that the same are in conformity with the provisions of said By-laws.

PASSED AND ADOPTED by the Governing board of Palomar Pomerado Health in Escondido, California, this 17th day of December, 2007, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

IN WITNESS WHEREOF, this instrument has been duly signed and sealed as of the 17th day of December, 2007.

ATTESTED:

BY: _____
Marcelo Rivera, M.D.
Chair, Board of Directors
Palomar Pomerado Health

Linda Greer, R.N.
Secretary, Board of Directors
Palomar Pomerado Health