

# ADDENDUM H

RESOLUTION NO. 09.11.07 (XX) – XX

RESOLUTION OF THE BOARD OF DIRECTORS OF PALOMAR POMERADO HEALTH (“PPH”) DIRECTING PPH’S OFFICERS, ACTING ON BEHALF OF ESCONDIDO AMBULATORY SURGICAL CENTER INVESTORS, L.P. (“EASCI”), TO FORMALLY TRANSFER TITLE OF PARTNERSHIP ASSETS TO PPH AND TO FORMALLY DISSOLVE EASCI

**WHEREAS**, PPH has acquired all limited partner interests in EASCI and is the sole remaining entity with an ownership interest in EASCI; and

**WHEREAS**, California law defines a limited partnership as an entity formed by two or more persons;

NOW, THEREFORE, BE IT RESOLVED that:

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

**Section 2. Transfer of Title.** The Board directs PPH’s officers, acting on EASCI’s behalf, to formally transfer title of the partnership assets to PPH.

**Section 3. Dissolution.** The Board directs PPH’s officers to formally dissolve EASCI pursuant to the dissolution procedures found in the Fourth Amended and Restated Agreement of Limited Partnership of EASCI, and to take any steps as needed with the Secretary of State to formally dissolve EASCI.

**Section 4. Licensing.** The Board authorizes PPH’s officers to take all steps necessary to work with the California Department of Health Services to amend the Palomar Medical Center license to add the Escondido Surgery Center as an additional outpatient site.

**Section 5. Further Authorizations.** The members of this Board and the officers of PPH are hereby authorized and directed, individually and collectively, to do any and all things that they deem necessary or advisable in order to effectuate the purposes of this Resolution.

APPROVED AND ADOPTED at a meeting of the Board of Directors of Palomar Pomerado Health held on September 11, 2007, by the following vote:

AYES:

NOES:

ABSTAINING:

ABSENT:

**Dated:** September 11, 2007

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

ATTESTED:

\_\_\_\_\_  
Linda Greer, R.N.  
Secretary, Board of Directors