

# ADDENDUM D

PALOMAR POMERADO HEALTH

**RESOLUTION NO. 08.14.06 ( ) – \_\_\_\_**

RESOLUTION OF THE GOVERNING BOARD OF PALOMAR POMERADO  
HEALTH RE: AUTHORIZED INDIVIDUALS AND ENABLING RESOLUTIONS  
FOR MORGAN STANLEY INVESTMENT ACCOUNTS

WHEREAS, Palomar Pomerado Health maintains three investment accounts with Morgan Stanley, Account Numbers 123-95465-0-038, 123-95476-0-038 and 123-95464-0-038; and,

WHEREAS, Morgan Stanley requires Client Corporations to adopt certain enabling Resolutions regarding the opening and handling of those accounts; and,

WHEREAS, Morgan Stanley requires a full true and correct copy of said Resolutions in the form and format attached hereto as pages 1 through 4 of Morgan Stanley's "Authorized Individuals and Enabling Resolutions for Corporations"; and,

WHEREAS, Palomar Pomerado Health is desirous of adopting enabling resolutions 3.1 through 3.10 inclusive, excluding 3.3, as identified in the "Authorized Individuals and Enabling Resolutions for Corporations";

NOW, THEREFORE, BE IT RESOLVED that the Governing Board of Palomar Pomerado Health hereby adopts by this Resolution the enabling resolutions 3.1 through 3.10 inclusive, excluding 3.3, as identified in the "Authorized Individuals and Enabling Resolutions for Corporations".

PASSED AND ADOPTED by the Governing Board of Palomar Pomerado Health in Poway, California, this 14th day of August, 2006, by the following vote:

AYES:

NAYS:

ABSENT:

ABSTAINING:

IN WITNESS WHEREOF, this instrument has been duly signed and sealed as of the 14th day of August, 2006.

\_\_\_\_\_  
Marcelo Rivera, M.D.  
Chairperson, Board of Directors  
Palomar Pomerado Health

ATTEST: \_\_\_\_\_  
Linda Greer, R.N.  
Secretary, Board of Directors  
Palomar Pomerado Health

# Authorized Individuals and Enabling Resolutions for Corporations

123-95465-0-038

123-95476-0-038

123-95464-0-038

Account Number

In consideration of Morgan Stanley opening and/or maintaining one or more accounts for the corporation named below, I, the undersigned, hereby certify as follows:

## 1. General Information

1. The full legal name of the corporation to which this document applies is:

Palomar Pomerado Health

2. Is the corporation a not-for-profit entity?

Yes       No

(If yes, you must provide the federal tax-exempt status determination letter or, if none, other proof of not-for-profit status.)

PPH is a California local healthcare district

## 2. Authorized Individuals

Morgan Stanley is hereby authorized, pursuant to Resolutions "second" and "fourth" on the second page hereto, to accept investment instructions and other instructions from those officers of the corporation named above (the "Client") and/or other individuals listed below (all of whose signatures below are hereby certified pursuant to Resolution "sixth" on the second page hereto), unless their authority is expressly limited on this document. In addition, all check-signing and withdrawal privileges have been indicated below; these privileges include, but are not limited to, the authority to make distributions (e.g., of cash or securities) and transfers by check or otherwise to anyone, including the undersigned officers and/or other individuals.

**(ALL AUTHORIZED INDIVIDUALS MUST COMPLETE THIS SECTION, EVEN IF ALSO SIGNING ON BEHALF OF THE CLIENT AT THE END OF THIS DOCUMENT.)**

Michael Covert

Name		Address		
		Chief Executive Officer		
Signature	Soc. Sec. No.	Date of Birth	Title	
Check-signing privileges:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
Other withdrawal privileges:	<input type="checkbox"/> Unrestricted	<input checked="" type="checkbox"/> Wire/Journal to Same-Name Account	<input type="checkbox"/> None	

Robert A. Hemker

Name		Address		
		Chief Financial Officer		
Signature	Soc. Sec. No.	Date of Birth	Title	
Check-signing privileges:	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
Other withdrawal privileges:	<input type="checkbox"/> Unrestricted	<input checked="" type="checkbox"/> Wire/Journal to Same-Name Account	<input type="checkbox"/> None	

Tim Nguyen

Name \_\_\_\_\_ Address \_\_\_\_\_

Signature \_\_\_\_\_ Soc. Sec. No. \_\_\_\_\_ Date of Birth \_\_\_\_\_ Title Corporate Controller

Check-signing privileges:  Yes  No  
Other withdrawal privileges:  Unrestricted  Wire/Journal to Same-Name Account  None

Genevieve Nelwan

Name \_\_\_\_\_ Address \_\_\_\_\_

Signature \_\_\_\_\_ Soc. Sec. No. \_\_\_\_\_ Date of Birth \_\_\_\_\_ Title Director Finance

Check-signing privileges:  Yes  No  
Other withdrawal privileges:  Unrestricted  Wire/Journal to Same-Name Account  None

Subject to Morgan Stanley's policies, if Morgan Stanley receives conflicting instructions with respect to a particular account from different Authorized Individuals, or reasonably believes instructions from one Authorized Individual might conflict with the wishes of another Authorized Individual, Morgan Stanley may do any of the following: (a) choose which instructions to follow and which to disregard; (b) suspend all activity in the account until written instructions signed by all Authorized Individuals are received; (c) close the account and deliver all securities and other property, net of debits or liabilities, to the address of record; and/or (d) take other legal action.

### 3. Enabling Resolutions

#### Organizing Resolution

The following is a full, true and correct copy of Resolutions duly and regularly adopted by vote of the Board of Directors of the Client, that such Resolutions have not been rescinded or modified and are in full force and effect, and the Client further represents and warrants that: (1) the Resolutions are in accord with and pursuant to the Client's underlying charter and bylaws; (2) the Resolutions are in accord with all constitutional, statutory and regulatory provisions pertaining to the Client; (3) the Client is empowered to take the actions called for by the Resolutions; (4) the Client is duly organized, validly existing and in good standing under all applicable state laws; and (5) the persons designated above as officers of the Client have been duly installed and now hold the offices in the Client set forth by their respective names and their true signatures.

- Resolved that the Client is authorized and empowered to open one or more investment accounts (collectively, the "Securities Account") with Morgan Stanley.
- Resolved that the Securities Account shall be a Cash Account ~~or a Margin Account for the purpose of purchasing, no selling (including short sales), transferring, exchanging, pledging and generally dealing in any and all forms of securities and financial instruments of every kind or nature whatsoever, including, without limitation, purchasing, selling, etc., of option contracts (including uncovered option contracts).~~ All orders and instructions, written or oral, relating to the Account shall be given by one of the individuals designated above under the heading "Authorized Individuals," and each of them individually is hereby authorized and directed to purchase and/or sell and/or deal in any and all securities and financial instruments for the Client, including the power to deliver, accept delivery of, pledge, endorse, and direct the transfer of record title of any assets beneficially owned by the Client, without obligation on Morgan Stanley's part to inquire into the reasons for said order or instructions.

- ~~3. Resolved that the Client is authorized to obtain, and borrow at any time and from time to time under, any commercial line of credit that may be extended, and/or term loan that may be made or any other financial accommodation, financial service or extension of credit, to the Client at any time and from time to time (a "Credit Facility"), and to secure payment therefor with property of the Client (including but not limited to equipment, inventory, accounts, general intangibles, real property and investment property), and to enter into any credit, security and other agreements and other documents necessary to effect the foregoing, in form and substance and in such amounts and with such repayment provisions, interest and fees, and other terms, as shall be satisfactory to any of the Authorized Individuals, acting alone, such satisfaction to be conclusively evidenced by the execution and delivery of such agreements and other documents by such Authorized Individual.~~
  4. Resolved that Morgan Stanley may deal with any one of the Authorized Individuals as though Morgan Stanley were dealing with the Client directly.
  5. Resolved that each of the Authorized Individuals is authorized and directed to execute and deliver to Morgan Stanley on behalf of the Client any and all agreements, documents, contracts and other writings that Morgan Stanley may require, **related to investments and investment instructions pursuant to client and Morgan Stanley's business relationship.**
  6. Resolved that the Secretary (or other duly designated officer) of the Client is hereby authorized, empowered and directed to certify, under the Seal of the Client, or otherwise to Morgan Stanley:
    - (a) a true copy of these Resolutions;
    - (b) specimen signatures of each and every individual empowered by these Resolutions;
    - (c) a certificate (which, if Morgan Stanley requires, shall be supported by an opinion of the ~~general~~ **special** counsel of the Client, or other counsel satisfactory to Morgan Stanley) that the Client is duly organized and existing, that its charter empowers to transact the business contemplated in these Resolutions, and that no limitation has been imposed upon such powers by constitution, statute, regulations, ~~charter~~, bylaw or otherwise.
- Organizing Resolution,**
7. Resolved that Morgan Stanley may rely upon any certification given in accordance with these Resolutions as continuing fully effective unless and until Morgan Stanley shall receive due written notice of an amendment, modification or rescission of such Resolutions or certification. Further resolved that Morgan Stanley shall not be liable for any action taken or not taken upon instruction of any Authorized Individual prior to Morgan Stanley's actual receipt of written notice of the termination or impairment of such person's authority. The failure to supply any specimen signature shall not invalidate any transaction which is in accordance with authority actually granted. Further resolved that the Client shall indemnify and hold harmless Morgan Stanley and any of its subsidiaries and affiliates from any and all claims that a transaction was unauthorized or outside the scope of the Client's powers, if such transaction was authorized by any of the Authorized Individuals.
  8. Resolved that in the event of any change in the office or powers of persons hereby empowered, the Secretary (or other duly designated officer) shall certify such changes to Morgan Stanley, in writing, which certification, when Morgan Stanley receives it, shall terminate the powers of the persons previously authorized and empower the persons thereby substituted.
  9. Resolved that the Client hereby authorizes Morgan Stanley to charge any amount due Morgan Stanley under any arrangement with the Client against any or all of the accounts and other property of the Client held with Morgan Stanley or any of its affiliates, with the Client remaining liable for any deficiency.
  10. Resolved that the Client hereby authorizes Morgan Stanley to only invest in instruments permissible under district law and the California Government Code and will not be obligated or responsible to Morgan Stanley for failure to comply, notwithstanding other provisions of the resolution(s).