

RESOLUTION NO. 2026-1008

**RESOLUTION OF THE IMPERIAL VALLEY
HEALTHCARE DISTRICT BOARD OF DIRECTORS
ACCEPTING THE TRANSFER OF EL CENTRO
REGIONAL MEDICAL CENTER AND AUTHORIZING
ACTIONS TO COMPLETE THE TRANSACTION**

WHEREAS, Imperial Valley Healthcare District (“**IVHD**”) is a California healthcare district established by the California Legislature pursuant to Assembly Bill 918 (2023) (“**AB 918**”), Health and Safety Code section 32499.5 *et seq.*, that is duly organized and existing under the laws of the state of California;

WHEREAS, Health and Safety Code Section 32499.6(c)(4)(A) directed the IVHD Board of Directors (the “**Board**”) to enter into negotiations with the El Centro Regional Medical Center (“**ECRMC**”), a municipal hospital, separate agency and enterprise operation of the City of El Centro, California, a charter city duly organized and existing under and by virtue of the laws of the State of California (the “**City**”), and the City, to decide the terms of the acquisition of its 161-bed hospital located in the Imperial Valley (the “**ECRMC Hospital**”) and associated other rural health clinics and certain other healthcare facilities in Imperial County, California (collectively, the “**ECRMC Healthcare Establishment**”);

WHEREAS, IVHD, the City and ECRMC previously entered into that certain Asset Transfer Agreement dated as of August 1, 2025 (the “**Asset Transfer Agreement**”) consistent with AB 918 and Resolution 2025-0626 of this Board, pursuant to which IVHD agreed to acquire all of the assets and liabilities of the ECRMC Healthcare Establishment, including, but not limited to, the obligations of ECRMC and the ECRMC Hospital (the “**Transaction**”);

WHEREAS, the parties to the Asset Transfer Agreement intend to close the Transaction before the next regularly scheduled meeting of the IVHD Board of Directors;

NOW, THEREFORE, this IVHD Board of Directors does hereby find, resolve, and order as follows:

SECTION 1. Effective on the date of closing of the Transaction, IVHD Board of Directors hereby accepts the assets, rights, and responsibilities of ECRMC as its own in accordance with the Asset Transfer Agreement and any related closing transaction document. Effective upon the closing of the Transaction, IVHD shall have and hereby accepts ownership, possession, and control of all books, records, papers, offices, equipment, supplies, moneys, funds, appropriations, licenses, permits, entitlements, agreements, contracts, claims, judgments, land, and other assets and property, real or personal, owned or leased by, connected with the administration of, or held for the benefit or use of the ECRMC Healthcare Establishment. Accounts payable and all other contract obligations, including tax revenue, grants, or other revenue or monies shall be transferred to IVHD and the IVHD Board of Directors hereby accepts the same from ECRMC.

SECTION 2. Effective on the date of closing of the Transaction, all ECRMC Board Policies and Board Bylaws shall be superseded by the IVHD Board of Directors' Board Policies and Board Bylaws, and all ECRMC controlling documents that refer to ECRMC Board Policies and/or Board Bylaws shall be construed to mean and refer to the IVHD Board of Directors' Board Policies and Board Bylaws.

SECTION 3. Effective on the date of closing of the Transaction and consistent with the Joint Powers and Affiliation Agreement by and among Imperial Valley Healthcare District and the Regents of the University of California on Behalf of UC San Diego Health June 12, 2025 ("**JPA**"), the Regents of the University of California on behalf of UC San Diego Health ("**UCSD**") shall act as the Manager of all IVHD healthcare facilities (including, but not limited to Pioneers Memorial Hospital or "**PMH**" and ECRMC), and UCSD shall have the sole and exclusive right to operate, manage, supervise, direct, and control the management and operation of IVHD's hospitals, clinics and related facilities according to the terms set forth in the JPA, subject to the continuing consent of the IVHD Board retaining ultimate authority and responsibility for the healthcare facilities as required by law.

SECTION 4. Effective on the date of closing of the Transaction, all ECRMC Operational Policies are hereby accepted and adopted by IVHD as the operational policies for the ECRMC campus and its affiliated ECRMC Healthcare Establishment, with the intent that the operational policies between the PMH and ECRMC campuses shall be harmonized and consolidated at the appropriate time. In the event of any conflicts between PMH and ECRMC's operational policies, each campus location will be governed by its own respective operational policies to the extent possible, as those policies may be modified from time to time by the IVHD Chief Executive Officer to reflect best practices and in consultation with UCSD as manager, and subject to the ratification of the IVHD Board, as appropriate.

SECTION 5. Pursuant to the JPA, UCSD has selected Pablo Velez to serve as the Chief Executive Officer of IVHD upon completion of the Transaction and the IVHD Board of Directors hereby ratifies the appointment of Pablo Velez as chief executive officer effective on the closing of the Transaction and upon the effectiveness of such appointment, Carly Zamora's term as interim Chief Executive Officer will terminate.

SECTION 6. Effective on the date of closing of the Transaction and as may be required thereafter, the IVHD Board of Directors hereby authorizes UCSD as manager, the IVHD Chief Executive Officer, and/or IVHD's General Legal Counsel, Adriana Ochoa/Snell & Wilmer LLP (as necessary) (the "**Authorized Parties**"), to create and send any correspondence, execute any administrative paperwork, sign any and all necessary records and authorizations, including bank transfers or any other financial authorizations, real property deeds and/or other asset transfers, in order to realize the goals of the Asset Transfer Agreement and finalize the Transaction. The Authorized Parties are hereby authorized and directed to perform all tasks necessary to ensure the prompt transition of all ECRMC Assets, taxes, income, financial accounts or financial obligations, cash, or other tangible property or personal property otherwise held by ECRMC, to IVHD's name, and to consult from time to time with the Board Chair regarding this progress, and to report transition progress monthly to the IVHD Board of Directors until the Transaction is deemed completed.

SECTION 7. The IVHD Board Chair, IVHD Board Treasurer, and the IVHD Chief Executive Officer and his delegates as appropriate, are hereby authorized as banking signatories that may execute and effect the transfer, opening or closing of any financial account from ECRMC to IVHD.

SECTION 8. This resolution shall take effect upon the date of closing of the Transaction.

IT IS SO RESOLVED. PASSED, ADOPTED AND SIGNED ON THIS 8th DAY OF OCTOBER, 2026.

ATTEST:

Katherine Burnworth
IVHD Board President/Chairperson

Brenda Ryan
IVHD Board Clerk

SECRETARY'S CERTIFICATE

I, Enola Berker, Secretary of the Board of Directors of Imperial Valley Healthcare District, a California healthcare district, County of Imperial, California, hereby certify as follows:

The attached is a full, true, and correct copy of the resolution(s) duly adopted at the meeting of the Board of Directors of Imperial Valley Healthcare District, which was duly held on October 8, 2026, at which meeting a quorum of the members of the Board of Directors was present; and at such meeting such resolution(s) was/were adopted by the following vote:

AYES:

NOES:

ABSTAIN:

ABSENT:

I have carefully compared the same with the original minutes of such meeting on file and of record in my office; the attached resolution is a full, true, and correct copy of the original resolution adopted at such meeting and entered in such minutes; and such resolution has not been amended, modified, or rescinded since the date of its adoption, and the same is now in full force and effect.

WITNESS my hand this 8th day of October, 2026.

Secretary
Imperial Valley Healthcare District