



**West Contra Costa Healthcare District
Board of Directors Meeting**

Wednesday, October 26, 2011
4:15 PM
Doctors Medical Center, Auditorium
2000 Vale Road
San Pablo, CA 94806

WEST CONTRA COSTA HEALTHCARE DISTRICT

WEST CONTRA COSTA HEALTHCARE DISTRICT BOARD OF DIRECTORS

October 26, 2011 – 4:15 pm

Doctors Medical Center – Auditorium
2000 Vale Road, San Pablo, CA 94806

Board of Directors

Irma Anderson, Chair

Eric Zell, Vice Chair

Beverly Wallace, Treasurer

Deborah Campbell, Secretary

Nancy Casazza, Assistant Secretary

AGENDA

1. Call to Order
2. Roll Call
Irma Anderson
Eric Zell
Beverly Wallace
Deborah Campbell
Nancy Casazza
3. Consent Calendar
a. Today's Agenda
b. Minutes: October 18, 2011
c. Public Comment
d. *ACTION: Approval of Consent Calendar*
I. Anderson
4. Public Comments
[At this time persons in the audience may speak on any items not on the agenda and any other matter within the jurisdiction of the District Board]
I. Anderson
5. Amended and Restated Articles of Incorporation of the DMC Foundation
a. Presentation
b. Discussion
c. Public Comment
d. *ACTION: Approval of the Amended and Restated Articles of Incorporation of DMC Foundation: Written Consent of the Sole Member of DMC Foundation.*
D. Gideon
6. Announcements
7. Adjournment

MINUTES
October 18, 2011

TAB 3

WEST CONTRA COSTA HEALTHCARE DISTRICT

October 18, 2011 – 5:00 pm
Doctors Medical Center – ACR
2000 Vale Road, San Pablo, CA 94806

MINUTES

1. CALL TO ORDER

The meeting was called to order at 5:15 p.m.

2. ROLL CALL

Quorum was established and roll was called:

Voting members: Irma Anderson
Beverly Wallace
Deborah Campbell
Nancy Casazza

Excused Absence: Eric Zell

3. PUBLIC COMMENTS

There were no public comments.

4. GEMINO HEALTHCARE FINANCE – RESOLUTION# 2011-5

Dawn Gideon, Interim President and CEO provided an overview of the Accounts Receivables Line of Credit and sought approval of the Resolution #2011-5, Authorizing West Contra Costa Healthcare District to Incur Indebtedness and to Executive Documents in Connection with Revolving Line of Credit from Gemino Healthcare Finance.

Colin Coffey, District Council also sought approval of the Gemino Healthcare Finance Commitment Agreement, identifying the terms and conditions.

A motion made by Director Wallace and seconded by Director Casazza to approve the \$8,000,000 Revolving Line of Credit from Gemino Healthcare Finance, Resolution# 2011-5 and Commitment Agreement passed unanimously.

AYES: Irma Anderson, Beverly Wallace, Deborah Campbell and Nancy Casazza

NO: 0

ABSTAIN: 0

5. ANNOUNCEMENTS

There were no announcements.

6. ADJOURNMENT

The meeting adjourned at 6:00 p.m.



AMENDED AND RESTATED OF
INCORPORATION OF DMC
FOUNDATION

TAB 5

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DMC FOUNDATION

ARTICLE I

The name of this corporation is DMC Foundation.

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), which activities may include, but shall not be limited to, the following:

(a) to engage in developing a long range fund raising program and to establish and maintain a broad base of public support for the development and maintenance of Doctors' Medical Center – San Pablo/Pinole, which is owned and operated by the West Contra Costa Healthcare District, duly formed and existing under the Local Hospital District Law of the State of California, together with any additional hospital(s) or facilities owned or operated by the West Contra Costa Healthcare District or any of its other community based healthcare interests; and

(b) to receive contributions from the general public, and in turn, make donations to the West Contra Costa Healthcare District for the development of projects and programs approved by the Board of Directors of said District.

ARTICLE III

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code, or to any government entity or public corporation for a public purpose consistent with Section 501(c)(3) of the Code.

WRITTEN CONSENT
OF
THE SOLE MEMBER OF
DMC FOUNDATION

The undersigned, being the sole member (referred to in DMC Foundation's Amended and Restated Bylaws as the "General Member") of DMC Foundation, a California nonprofit public benefit corporation, in accordance with Section 5516 of the California Nonprofit Public Benefit Corporation Law, hereby consents to and approves the amendment and restatement of the Articles of Incorporation of DMC Foundation, in substantially the form attached hereto.

IN WITNESS WHEREOF, the sole member has caused to be executed by its authorized representative this Written Consent on the date set forth below.

Dated: _____, 2011 **WEST CONTRA COSTA HEALTHCARE DISTRICT**

By: _____

Name: _____

Title: _____