



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

Wednesday, March 28, 2012
6:00 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
MARCH 28, 2012 – 6:00 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 I. Anderson
2. Roll Call
3. Consent Calendar I. Anderson
 - a. Today's Agenda
 - b. Minutes: November 16, 2011
 - c. Public Comment
 - d. *ACTION: Approval of Consent Calendar and November 16, 2011 Minutes.*
4. Public Comments I. Anderson

[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]
5. Brookside Community Clinic Merger with Lifelong D. Gideon
 - a. Presentation
 - b. Discussion
 - c. Public Comment
 - d. *ACTION: Approval of Revised Resolution #2012-1 Clinic Transfer of Assets, Merger, and Corporate Dissolution.*
6. Announcements
7. Adjournment

MINUTES

TAB 3

WEST CONTRA COSTA HEALTHCARE DISTRICT

WCCHD BOARD OF DIRECTORS

November 16, 2011 – 5:00 pm
Doctors Medical Center – Auditorium
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:

Present: Irma Anderson, Chair
Eric Zell, Vice Chair
Beverly Wallace, Treasurer
Deborah Campbell, Secretary

Excused: Nancy Casazza, Assistant Secretary

3. Consent Calendar

The motion made by Director Wallace and seconded by Director Zell to approve the Consent Calendar and October 16, 2011 minutes passed unanimously.

4. Public Comments

There were no public comments.

5. Certificate of Participation (COP) Financing – Resolution No. 2011-06

Ms. Dawn Gideon, Interim CEO sought approval of the Resolution No. 2011-06 Authorizing and Directing Execution of Certain Installment Sale Financing Documents, Authorizing and Directing Preparation and Distribution of a Preliminary Official Statement in connection with the Offering and Sale of Certificates of Participation Relating Thereto.

The motion made by Director Wallace and Seconded by Director Zell to approve the Certificate of Participation, Resolution No. 2011-06 pass unanimously.

6. Brookside Community Healthcare Center Merger with Lifelong

Director Anderson introduced Brookside's Executive Director, Lucinda Bazile, and announced Cheryl Johnson's retirement. She also introduced Cheryl Maier, Chair of the Brookside Community Healthcare Center Foundation.

Ms. Dawn Gideon sought approval of the Resolution No. 2011-08 the Merger between Brookside Community Health Center, Inc., and Lifelong Medical Care.

Ms. Gideon noted that the West Contra Costa Healthcare District is the sole member of Brookside Community Health Center, Inc., a California public corporation. Their bylaw requires the District approve this affiliation. Therefore, we have worked with their counsel, as a member providing the authority of the organization.

The motion made by Director Zell and seconded by Director Campbell to approve Resolution No. 2011-08 the Merger between Brookside Community Health Center, Inc and Lifelong Medical Care passed unanimously.

7. Institute for Healthcare Organization (IHI) 23rd Annual Conf.

Director Campbell sought approval for the District Board Member(s) to attend the IHI conference and that the hospital pays for registration fees and travel, pending approval of the IHI scholarship.

The motion made by Director Zell and seconded by Director Anderson to approve attendance and funds passed unanimously.

8. Adjournment

The meeting adjourned at 5:30

LIFELONG AND
BROOKSIDE MERGER
RESOLUTION# 2012-01

TAB 5

WEST CONTRA COSTA HEALTHCARE DISTRICT

RESOLUTION NO. 2012-01

**RESOLUTION APPROVING THE AMENDMENT of the MERGER AGREEMENT
BETWEEN BROOKSIDE COMMUNITY HEALTH CENTER, INC. and LIFELONG
MEDICAL CARE**

WHEREAS, the West Contra Costa Healthcare District (“District”) is the sole member of Brookside Community Health Center, Inc., a California public benefit corporation (“Brookside”).

WHEREAS, on November 16, 2011, the District’s board of directors approved the merger between Brookside and LifeLong Medical Care, a California public benefit corporation (“LifeLong”), subject to the terms and conditions contained in that certain Agreement of Merger (“Merger Agreement”) which the board approved and Brookside and LifeLong executed.

WHEREAS, the parties desire to amend the Merger Agreement to provide for a more flexible closing date.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of West Contra Costa Healthcare District:

That the amendment of the merger is hereby approved, authorized, adopted, ratified and confirmed, subject to the terms and conditions contained in the First Amendment to Agreement of Merger, dated as of January 24, 2012, by and between Brookside and Lifelong.

PASSED AND ADOPTED by the Board of Directors of the West Contra Costa Healthcare District on this 28th day of March, 2012, by the following vote:

AYES:

NO:

ABSTAIN:

Irma Anderson, Chair, Board of Directors

Deborah Campbell, Secretary, Board of Directors