

PENINSULA HEALTH CARE DEVELOPMENT CORPORATION

MEETING OF THE BOARD OF DIRECTORS

Millbrae City Hall Council Chambers

October 22, 2015

8:00 PM

A G E N D A

- 1. Call to Order – Chair Cappel**
- 2. Approval of Minutes from August 27, 2015** **A**
- 3. Presentation and approval of General Contractor RFQ criteria**
- 4. Tentative: Approval of Lease Terms between PHCD and PHCDC re: 1600 Trousdale**
- 5. Tentative: Approval of Loan Terms between PHCD and PHCDC re: Construction Funding**
- 6. Tentative: Approval of Loan Terms between PHCD and PHCDC for non-capitalized operating funds**
- 7. Ratification of revised construction drawings re:** **B**
 - a. Smaller underground basement and addition of surface parking**
 - b. Mechanical facility on 6th floor roof**
 - c. Additional unit and 7 companion suites on the memory care floor**
- 8. Review project schedule**
- 9. Update on Tax Exemption application**
- 10. Adjournment**

A

**MINUTES OF THE FIRST MEETING
OF THE BOARD OF DIRECTORS
of
PENINSULA HEALTH CARE DEVELOPMENT CORPORATION**

The directors appointed by the Peninsula Health Care District of the **PENINSULA HEALTH CARE DEVELOPMENT CORPORATION** ("Corporation"), constituting the board of directors of the Corporation ("Board"), held their first meeting at the time, on the day, and at the place set forth as below:

Time: 7:05 PM

Date: 8-27-2015

Place: Millbrae City Hall, 621 Magnolia Ave., Millbrae, CA. 94030

The following directors constituting the Board were present at the meeting:

R. Cameron Emmont, Rick Navarro, Helen Galligan, Lawrence Cappel, and Dennis Zell.

I. Incorporation Actions

To ratify the actions of the Incorporator prior to this meeting, on motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the general acts of the Incorporator to organize this Corporation are hereby ratified, and specifically the appointment of the individuals comprising the Board of Directors.

II. Election of Officers

On motion duly made, seconded, and unanimously carried, the following persons were elected Chair, Vice-Chair, Treasurer and Secretary of the Corporation, and Executive Officer:

Director Zell On motion duly made, Director Emmott seconded, and unanimously carried 5-0

Chair: Lawrence W. Cappel, PhD.

Vice-Chair: Rick Navarro, MD

Treasurer: Dennis Zell, Esq.

Secretary: Helen Galligan, RN

Executive Officer: Cheryl Fama

III. Articles Filed

The Board was informed that the original Articles of Incorporation of the Corporation had been filed in the office of the California Secretary of State on August 20, 2015, and that they named Colin J. Coffey as initial agent for service of process.

The Board was presented a certified copy of the Articles of Incorporation, showing filing as stated. The Secretary was directed to insert the copy in the minute book of the Corporation and was also directed to keep a copy at the principal office for the transaction of business of the Corporation. On motion duly made, seconded, and unanimously carried, it was resolved that, Colin J. Coffey be designated as the Corporation's agent for service of process.

Director Zell On motion duly made, Director Galligan seconded, and unanimously carried 5-0

IV. Adoption of Bylaws

The Board was presented a form of bylaws that was considered and discussed ("Bylaws"). It was noted that the Corporation is subject to the Brown Act. On motion duly made, seconded and unanimously carried, the following resolutions were adopted:

WHEREAS, the best interests of this Corporation will be served by the adoption of the Bylaws;

RESOLVED, that the Bylaws presented to this meeting and discussed are adopted as the bylaws of this Corporation.

FURTHER RESOLVED, that the Secretary of this Corporation is authorized and directed to

execute a certificate of the adoption of those Bylaws and to insert those Bylaws as so certified in the minute book of this Corporation, and to see that a copy of the Bylaws, similarly certified, is kept at the principal office for the transaction of business of this Corporation.

Director Zell On motion duly made, Director Navarro seconded, and unanimously carried 5-0

V. Accounting Year

It was suggested that the Board next consider adoption of an accounting year. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that this Corporation adopt an accounting year beginning on July 1st of each year and ending on June 30th of the following year, except the first fiscal year which shall run from the date of incorporation to June 30, 2016.

Director Zell On motion duly made, Director Navarro seconded, and unanimously carried 5-0

VI. Principal Office Location

After discussion and on motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that 1819 Trousdale Drive, Burlingame, San Mateo County, California, is designated and fixed as the location in which the principal office for the transaction of the business of this Corporation shall be located, unless and until changed by resolution of this Board.

Director Zell On motion duly made, Director Emmott seconded, and unanimously carried 5-0

VII. Establishment of Bank Account

It was suggested that the directors consider providing for the deposit and disbursement of

corporate funds, and authorizing certain officers to be responsible for deposit and disbursement. On motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

RESOLVED, that the executive officer of this Corporation, acting on behalf of the Corporation, is authorized to open such bank accounts as may be necessary or appropriate for the conduct of this Corporation's business. That all resolutions required by the depository banks with respect to such accounts are hereby adopted, and that the secretary or executive officer of this Corporation is authorized to certify to any bank the adoption of the resolution in the form used by that bank.

Director Zell On motion duly made, Director Emmott seconded, and unanimously carried 5-0

VIII. Statement by Domestic Corporation

On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the executive officer is authorized and directed to execute and file with the office of the California Secretary of State, at the times required by law, the annual statement required by the California Corporations Code to be filed by domestic non-profit corporations.

Director Zell On motion duly made, Director Navarro seconded, and unanimously carried 5-0

IX. Compliance with Local Ordinances

On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the executive officer is directed to ascertain the legal requirements imposed on organizations doing business in San Mateo County and the cities therein, and other jurisdictions

where this Corporation may conduct activities; and

RESOLVED FURTHER, that the executive officer is authorized and directed to make all necessary filings and obtain all necessary local permits authorizing and allowing this Corporation to conduct its business.

Director Zell On motion duly made, Director Navarro seconded, and unanimously carried 5-0

X. Tax Exempt Status

On motion duly made, seconded, the executive officer is authorized and directed to make all necessary filings to seek State and Federal recognition of the Corporation's charitable purposes as a IRC 501(c)(3) organization, consistent with its purpose of supporting the Peninsula Health Care District's efforts toward, and desire that, an assisted living/memory care facility be developed for the benefit of the District's residents.

Director Zell On motion duly made, Director Navarro seconded, and unanimously carried 5-0

XI. Conflicts of Interest Policy

The Board was presented a form of Conflicts of Interest Policy that was considered and discussed ("Policy"). On motion duly made, seconded and unanimously carried, the following resolutions were adopted:

Director Zell On motion duly made, Director Navarro seconded, and unanimously carried 5-0

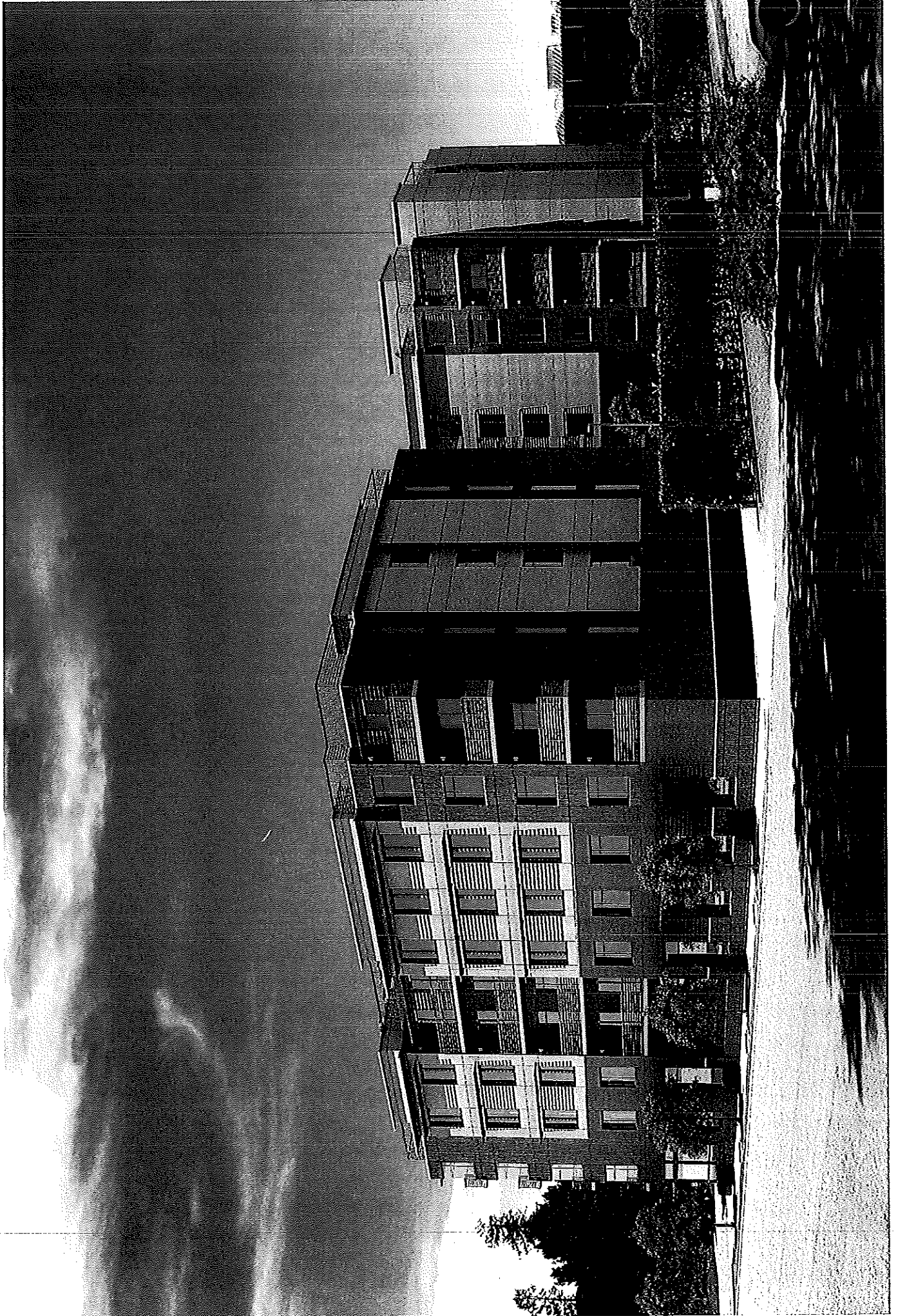
WHEREAS, the best interests of this Corporation will be served by the adoption of the Policy;

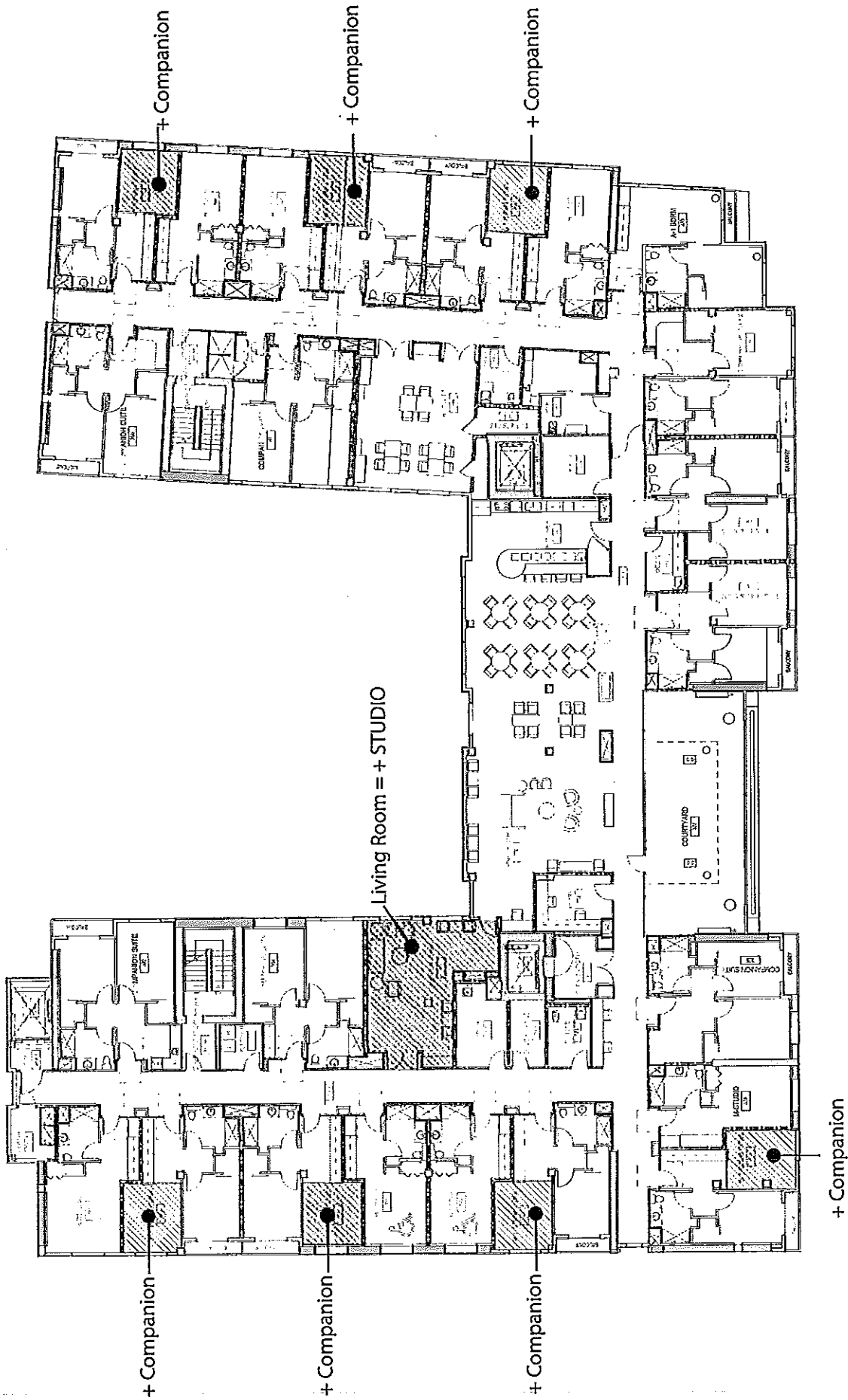
RESOLVED, that the Policy presented to this meeting and discussed are adopted as the Policy of this Corporation.

Dated: August 27, 2015

Secretary, Board of Directors,
Peninsula Health Care Development Corporation

B





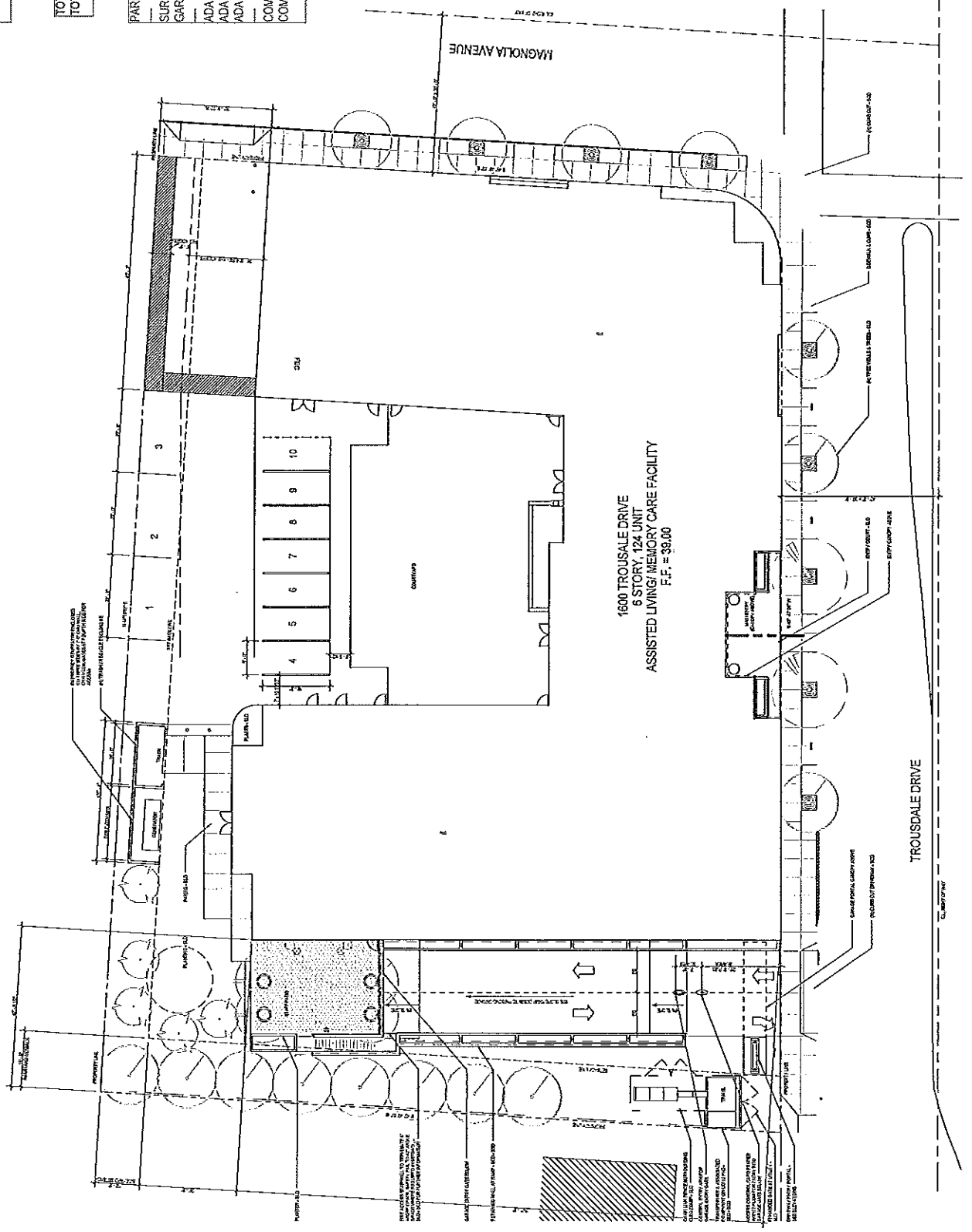
Level 3

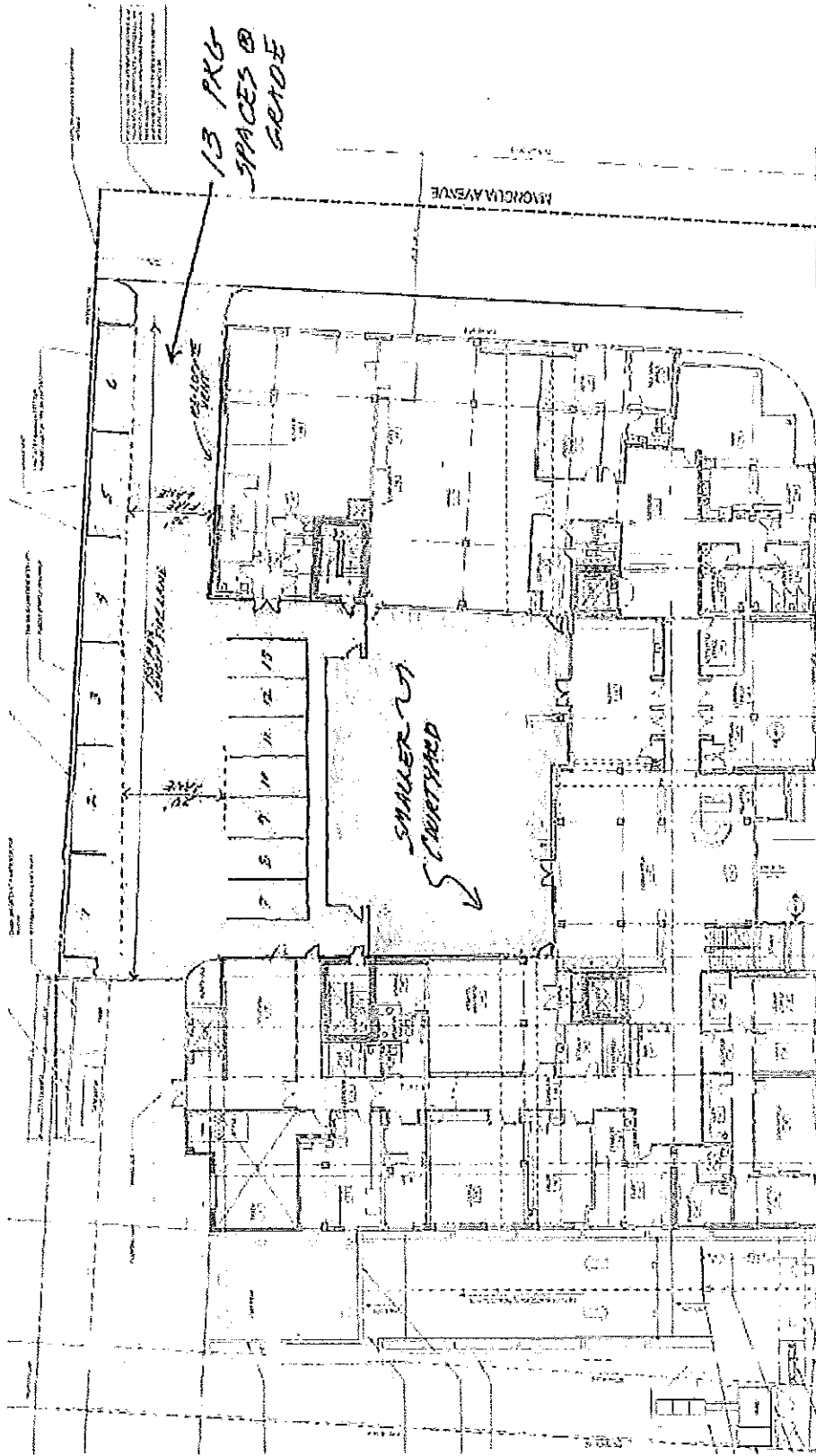
- + 1 Studio
- + 7 Companion Beds

OPTION 2 SUMMARY:
 PEDESTRIAN AISLE PROVIDED AT FIRE LANE
 MAINTAINS ORIGINAL QTY OF PARKING
 STALLS
 LAYOUT OF EXTERIOR BASEMENT WALLS
 HAVE CHANGED (STRUCTURAL TO CHANGE)

TOTAL PARKING REQUIRED: 42
 TOTAL PARKING PROVIDED: 44

PARKING BREAKDOWN:
 SURFACE PARKING PROVIDED: 10
 GARAGE PARKING PROVIDED: 34
 ADA SPOTS REQUIRED: 3
 ADA SPOTS PROVIDED: 2
 ADA VAN SPOTS: 1
 COMPACT SPOTS PROVIDED: 5
 COMPACT ALLOWED: 5





OPTION 1 GRADE LEVEL PLAN

BASEMENT AND PARKING STUDIES

SMITHGROUPJJR

July 2, 2015

THE TROUSDALE

PENINSULA HEALTH CARE DISTRICT