

**TRI-CITY HEALTHCARE DISTRICT
AGENDA FOR A SPECIAL MEETING
February 5, 2026 – 4:00 p.m.
Assembly Rooms 2 & 3 – Eugene L. Geil Pavilion
4002 Vista Way, Oceanside, CA 92056**

**Director Brown will attend via Teleconferencing pursuant to Government Code 54953(b)
at 5123 Wisteria Drive, Oceanside, CA 92056**

<https://us02web.zoom.us/j/85245782448?pwd=Wo1TYwp6JGkBTaB4NybGmIWTciHn2n.1>

**Meeting ID: 852 4578 2448
Passcode: 117199**

	Agenda Item	Time Allotted	Requestor
1	Call to Order	3 min.	Standard
2	Roll Call / Pledge of Allegiance	3 min.	Standard
3	Approval of Agenda	2 min	Standard
4	Public Comments – Announcement Members of the public may address the Board regarding any item listed on the Board Agenda at the time the item is being considered by the Board of Directors. Per Board Policy 19-018, members of the public may have three minutes, individually, to address the Board of Directors. NOTE: Members of the public may speak on any item not listed on the Board Agenda, which falls within the jurisdiction of the Board of Directors	2 min.	Standard
5	Board Consideration of Resolution No. 831 Ordering a Measure Relating to the Approval of the Lease and Affiliation with Sharp HealthCare and Tri-City Medical Center Corporation Be Placed on the Ballot and Requesting that The Board of Supervisors of San Diego County Consolidated the Measure with Such Other Measures as Called for on the June 2, 2026 Primary Election	TBD	Chair
6	Closed Session a) Public Employee Evaluation: C-Suite Employees (Authority: Government Code, Section 54957(b)(1))	TBD	
7	Motion to go into Open Session		
8	Report After Closed Session	2 min	Board Counsel
9	Adjournment		

Note: This certifies that a copy of this agenda was posted in the entrance to the Tri-City Medical Center at 4002 Vista Way, Oceanside, CA 92056 at least 24 hours in advance of the meeting. Any writings or documents provided to the Board members of Tri-City Healthcare District regarding any item on this Agenda is available for public inspection in the Administration Department located at the Tri-City Medical Center during normal business hours.

Note: If you have a disability, please notify us at 760-940-3348 at least 48 hours prior to the meeting so that we may provide reasonable accommodations.

RESOLUTION NO. 831

RESOLUTION OF THE BOARD OF DIRECTORS OF THE TRI-CITY HEALTHCARE DISTRICT ORDERING THAT A MEASURE RELATING TO THE APPROVAL OF THE LEASE AND AFFILIATION WITH SHARP HEALTHCARE AND TRI-CITY MEDICAL CENTER CORPORATION BE PLACED ON THE BALLOT AND REQUESTING THAT THE BOARD OF SUPERVISORS OF SAN DIEGO COUNTY CONSOLIDATE THE MEASURE WITH SUCH OTHER MEASURES AS CALLED FOR ON THE JUNE 2, 2026, PRIMARY ELECTION

WHEREAS, the Tri-City Healthcare District (“District”) is a local California public agency serving the health care needs of the residents of the communities of Oceanside, Carlsbad, Vista, and surrounding areas; and

WHEREAS, the District Board of Directors has determined that it will serve the best interests of the communities served by the District and promote the long-term viability of the Tri-City Medical Center (“Hospital”) by entering into an affiliation with Sharp HealthCare, a California nonprofit public benefit corporation, (“Sharp”) and Tri-City Medical Center Corporation, a newly created California nonprofit public benefit subsidiary corporation of Sharp (“TCMCC”); and

WHEREAS, between May 29, 2025, and December 11, 2025, the District and Sharp engaged in comprehensive due diligence and negotiations related to the terms and conditions of the Affiliation, Transfer, and Lease Agreements (“Transfer Documents”) which were discussed and public testimony was taken at six (6) duly noticed public meetings held on October 30, 2025, November 6, 2025, November 7, 2025, November 12, 2025, November 13, 2025, and December 11, 2025, concerning the potential affiliation between the District, Sharp, and TCMCC; and

WHEREAS, at a duly noticed public meeting held on December 11, 2025, the District Board of Directors approved Resolution No. 829 and the Transfer Documents (subject to voter approval) as required by California Health and Safety Code 32121(p)(2), when there is a transfer of 50% or more of the District’s assets relating to the operation of the Hospital and other District health care facilities to a nonprofit corporation for the benefit of the communities served by the District; and

WHEREAS, California Elections Code Section 10406 and California Health & Safety Code Section 32121(p)(2)(C) provides that a district may, by resolution of its governing board, call for a measure to be placed on the ballot of the next regularly scheduled election occurring at least 88 days after the resolution of the board; and

WHEREAS, the District Board of Directors desires to call for a measure approving the Transfer Documents to be placed on the ballot of the election to be held within the boundaries of the District on June 2, 2026; and

WHEREAS, Section 439.1 of the Administrative Code of the County of San Diego authorizes that the Registrar of Voters can render specified services relating to the conduct of an election to any district which has by resolution requested the Board of Supervisors to permit the Registrar of Voters to render the services subject to the requirements set forth in that section.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE TRI-CITY HEALTHCARE DISTRICT HEREBY FINDS, DETERMINES, RESOLVES, AND ORDERS AS FOLLOWS:

Section 1. Recitals. The Board of Directors finds the above recitals are true and correct in all material respects.

Section 2. Call for Election. The Board of Directors hereby orders an election and submits to the electors of the District the question of whether, in accordance with Health & Safety Code Section 32121(p)(2)(C), the Transfer Documents dated December 12, 2025, should be approved, as set forth more fully in the ballot measure approved pursuant to the terms and conditions of this Resolution. This Resolution constitutes the order of the District to call such election.

Section 3. Election Date; Request for Consolidation; Election Procedures. The Board of Directors hereby calls for this measure to be placed on the June 2, 2026, primary election, to be held pursuant to Elections Code Section 10403 and as otherwise allowed by the laws of the State of California and procedures applicable to the District. The District Secretary shall file (or cause to be filed) a certified copy of this Resolution no later than February 6, 2026, with the Clerk of the Board of Supervisors of the County of San Diego (the “County”) and with the Registrar of Voters of the County. Pursuant to Part 3 (commencing with Section 10400) of Division 10 of the California Elections Code, the Board of Supervisors of the County is hereby requested to order consolidation of this Measure with such other elections called for on June 2, 2026, in the same territory. The Board of Directors acknowledges that the consolidated election will be held and conducted in the manner prescribed in Elections Code Section 10418. The Board of

Supervisors of the County is hereby authorized and requested to canvass the returns of the election pursuant to Section 10411 of the Elections Code.

(a) The election shall be held and conducted, and the votes thereof received and canvassed by the County on behalf of the District, and the returns thereof made and the result thereof ascertained and determined as required by law, and, in all particulars not prescribed by this Resolution, the election shall be held as nearly as practicable in conformity with the law and the election laws of the State of California. Only qualified voters of the District may vote at the election.

(b) The precincts, polling places, and officers for the election shall be as set forth in the Election Order to be published by the Registrar of Voters.

(c) The Registrar of Voters of the County is hereby requested to assign the letter H to the Measure and reprint the full text of the Measure contained in Section 4 hereof in the voter information pamphlet to be distributed to voters pursuant to Chapter 4 (commencing with Section 13300 of Division 13 of the Elections Code). The Registrar of Voters is also directed to publish notice regarding this Measure in the San Diego Union-Tribune newspaper (County of San Diego). In the event that the full text of the measure is not reprinted in the voter information pamphlet in its entirety, the Registrar of Voters is hereby requested to print, immediately below, the impartial analysis of the measure, in no less than 10-point boldface type, a legend substantially as follows:

“The above statement is an impartial analysis of Measure H. If you desire a copy of the measure, please call the San Diego County Registrar of Voters at (858) 694-3415 and a copy will be mailed at no cost to you.”

Section 4. Purpose of Election; Ballot Measure. The purpose of the election shall be for the qualified resident voters in the District to vote on a ballot measure (the “Measure”) containing the following question:

In order to improve medical and emergency healthcare services, and the quality of patient care, upgrade medical technologies, and equipment, and expand access to medical treatments at Tri-City Medical Center (at no additional cost to taxpayers), shall Tri-City Healthcare District enter into an affiliation and lease agreement with the nonprofit corporation operated by Sharp HealthCare for the operation of Tri-City Medical Center in

**accordance with Resolution No. 829 of the District's
Board of Directors?**

The Chief Executive Officer (“CEO”), Board Counsel, and each of them or their respective designees(s), are hereby authorized and directed to make any changes to the text of the Measure or its abbreviation as required to conform to any requirements of law, the California Elections Code, or the County Registrar of Voters. Pursuant to Section 13247 of the California Elections Code, the District Board hereby requests the Registrar of Voters to use the bold-faced abbreviation of the proposition contained above in Section 4 hereof on the official ballot, followed by the words “Yes” and “No”.

Section 5. Request for Auditor-Controller Services. The Board of Supervisors of the County of San Diego is hereby requested to authorize and direct the Auditor and Controller of the County of San Diego to assist the Registrar of Voters of the County of San Diego in the conduct of the election by drawing of warrants as appropriate and other costs of the election incurred as a result of the services performed for the District in the conduct of the election.

Section 6. Reimbursement of Costs. The District hereby agrees to reimburse the County of San Diego in full for services performed by the Registrar of Voters of the County of San Diego in connection with the election services and agrees to indemnify and hold harmless the County of San Diego and Registrar of Voters for the services performed.

Section 7. Impartial Analysis; Ballot Argument; Further Authorization. The County Counsel is hereby requested to prepare the impartial analysis of the Measure in accordance with Section 9160 of the California Elections Code and transmit it to the County Registrar of Voters. Any and all members of the Board of the Directors, the Chief Executive Officer of the District, or any of their respective designees, and designees of Sharp HealthCare, are hereby authorized to submit any ballot argument prepared in connection with the election, including a rebuttal argument. Each of the members of the Board of Directors, the CEO, or any of their respective designees, are authorized and directed, for and on behalf of the District, to execute any and all documents and to perform any and all acts necessary or appropriate to place the Measure on the ballot or otherwise effectuate the purposes of this Resolution.

Section 8. Delivery of Resolution. The Secretary or Assistant Secretary of the District is hereby directed to deliver forthwith one (1) certified copy of this resolution to the Registrar of Voters of the County of San Diego, and one (1) certified copy to the Clerk of the Board of Supervisors of the County of San Diego. The District hereby requests the Registrar of Voters also submit a copy of this resolution to the Board of Supervisors of San Diego County on behalf of the District.

Section 9. Additional Authorizations. The District CEO and Board Counsel are hereby authorized and directed to perform such additional acts as necessary to effect and secure the purpose of this resolution, including making minor and non-substantive revisions to the Transfer Documents as appropriate.

PASSED AND ADOPTED at a Regular meeting of the Board of Directors of Tri-City Healthcare District on February 5, 2026, by the following vote:

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

Tracy Younger, President
Board of Directors

ATTEST:

Adela I. Sanchez, Secretary
Board of Directors

STATE OF CALIFORNIA)
)
COUNTY OF SAN DIEGO)

I, ADELA I. SANCHEZ, Secretary of the Tri-City Healthcare District, DO HEREBY CERTIFY that the foregoing is a true copy of Resolution No. 831 adopted by the Board of Directors of the Tri-City Healthcare District at a special meeting of the Board of Directors held on February 5, 2026, which Resolution is a part of the official records of the Tri-City Healthcare District.

Dated: February ___, 2026

ADELA I. SANCHEZ, Secretary