

**SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT NO. 3**

**RESOLUTION NO. 2018-20**

A Resolution of the Board of Commissioners of San Juan County Public Hospital District No. 3 (the "District") authorizing the District's President and Superintendent, or either of them, to enter into an agreement with UW Physicians Network ("UWPN") for the District to provide interim funding to UWPN to support the UWPN's provision of clinical services through the UW Orcas Clinic, which is located in the building at 7 Deye Lane, Eastsound, WA (the "Orcas Medical Center Building"), which interim funding agreement shall be effective upon the District's purchase of the Orcas Medical Center Building from Orcas Medical Foundation ("OMF") and the District's lease of the Orcas Medical Center Building to UWPN.

**WHEREAS**, UWPN has previously contracted with OMF for UWPN to provide clinical services to residents and visitors of Orcas Island through the UW Orcas Clinic, located in the Orcas Medical Center Building; and

**WHEREAS**, the District desires to purchase the Orcas Medical Center Building from OMF so that the District may lease the Orcas Medical Center to UWPN in order for UWPN to provide clinical services to the District's residents and others served by the District out of the Orcas Medical Center Building; and

**WHEREAS**, the District and UWPN are in the process of negotiating an agreement by which UWPN will provide specified primary care and other agreed services to the District's residents and others served by the District through the UW Orcas Clinic and the District will provide financial resources to UWPN to support the provision of said services (the "Clinical Services Agreement"); and

**WHEREAS**, the UW Orcas Clinic operates at a deficit and the UWPN needs financial assistance from the District to enable it to operate the UW Orcas Clinic while the Clinical Services Agreement is negotiated; and

**WHEREAS**, the District desires to enter into an interim funding agreement with UWPN for the District to provide financial assistance to UWPN for UWPN to operate the UW Orcas Clinic while the Clinical Services Agreement is negotiated, which interim funding agreement shall be effective as of the District's purchase of the Orcas Medical Center Building from OMF; and

**WHEREAS**, the District believes an interim funding agreement with UWPN is in furtherance of the District's mission to ensure that residents of the District and others served by the District are provided quality health care services appropriate to the needs of the District's population;

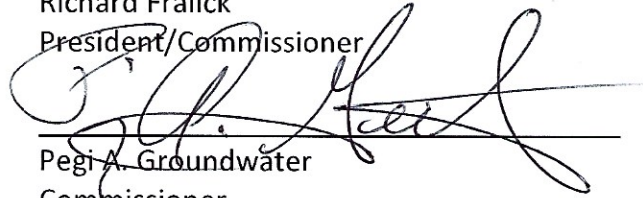
**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF SAN JUAN COUNTY PUBLIC HOSPITAL DISTRICT NO. 3, AS FOLLOWS:**

1. The District hereby approves the Interim Funding Agreement between the District and UWPN, in substantially the form attached hereto and incorporated herein as Exhibit A, said Interim Funding Agreement to be effective as of the District's purchase of the Orcas Medical Center Building from OMF.
2. The District's President and Superintendent, or either of them, are authorized and directed to enter into the Interim Funding Agreement and to execute it in the name of, and on behalf of the District.
4. The District's President and Superintendent, or either of them, are authorized to approve alterations or amendments of the terms of the Interim Funding Agreement in such form as such officer(s) determine to be in the best interest of the District so long as their actions are consistent with the intent and purpose of the resolutions contained herein, and provided such alterations or amendments are not substantive in nature.
5. The District's President and/or Superintendent are authorized to execute and deliver in the name of, and on behalf of, the District any and all agreements, instruments, certificates or documents and to do any and all acts or things as they, or either of them, deem necessary or advisable to document, evidence, carry out fully the terms of, the Interim Funding Agreement and the intent and purpose of the resolutions contained herein.

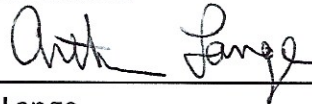
**ADOPTED AND APPROVED** by the Board of Commissioners of San Juan Public Hospital District No. 3 at a regular meeting thereof this 30<sup>th</sup> day of October, 2018, the following Commissioners being present and voting:



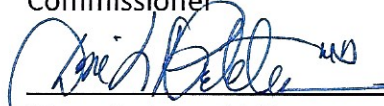
Richard Fralick  
President/Commissioner



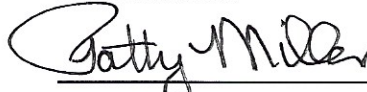
Pegi A. Groundwater  
Commissioner



Art Lange  
Commissioner



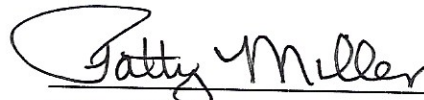
Diane Boteler, M.D.  
Commissioner



Patty Miller  
Secretary/ Commissioner

I, Patty Miller, Secretary of the Board of Commissioners of San Juan Public Hospital District No. 3 certify that the attached copy of Resolution No. 2018-~~20~~ is a true and correct copy of the original resolution adopted October 30<sup>th</sup>, 2018, as that resolution appears on the Minute Book of the District.

DATED this 30<sup>th</sup> day of October, 2018.

  
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Patty Miller  
Secretary

**Exhibit A**  
**Form of Interim Funding Agreement**