



AGENDA
SPECIAL MEETING OF THE
EL CAMINO HOSPITAL BOARD OF DIRECTORS

Wednesday, March 4, 2026 – 4:00 pm

El Camino Hospital | 2500 Grant Road Mountain View, CA 94040 | Sobrato Boardroom 1

THE PUBLIC IS INVITED TO JOIN THE OPEN SESSION PORTION OF THE MEETING LIVE AT THE ADDRESS ABOVE OR VIA TELECONFERENCE AT: **1-669-444-9171, MEETING CODE: 921 2615 3442#**. **No participant code. Just press #.**

To watch the meeting, please visit: [ECH Board Meeting Link](#)

Please note that the livestream is for **meeting viewing only** and there is a slight delay; to provide public comment, please use the phone number listed above.

NOTE: If there are technical problems or disruptions that prevent remote public participation, the Chair has the discretion to continue the meeting without remote public participation options, provided that no Board member is participating in the meeting via teleconference.

TIME ESTIMATES: Except where noted as TIME CERTAIN, listed times are estimates only and are subject to change at any time, including while the meeting is in progress. The Board reserves the right to use more or less time on any item, to change the order of items and/or to continue items to another meeting. Particular items may be heard before or after the time estimated on the agenda. This may occur in order to best manage the time at a meeting.

A copy of the agenda for the Special Board Meeting will be posted and distributed at least twenty-four (24) hours prior to the meeting. In observance of the Americans with Disabilities Act, please notify us at **(650) 988-3218** prior to the meeting so that we may provide the agenda in alternative formats or make disability-related modifications and accommodations.

	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
1	CALL TO ORDER AND ROLL CALL	Bob Rebitzer, Board Chair	Information	4:00 pm
2	POTENTIAL CONFLICT OF INTEREST DISCLOSURES	Bob Rebitzer, Board Chair	Information	4:00 pm
3	PUBLIC COMMUNICATION a. Oral Comments <i>This opportunity is provided for people to address the Board on any matter within the subject matter jurisdiction of the Board that is not on this agenda. Speakers are limited to one (1) to three (3) minutes each depending on number of speakers.</i> b. Written Public Comments <i>Comments may be submitted by mail to the El Camino Hospital Board of Directors at 2500 Grant Avenue, Mountain View, CA 94040. Written comments will be distributed to the Board as quickly as possible. Please note it may take up to 24 hours for documents to be posted on the agenda.</i>	Bob Rebitzer, Board Chair	Information	4:00 pm
4	RECESS TO CLOSED SESSION	Bob Rebitzer, Board Chair	Motion Required	4:00
5	TRANSACTION TO PURCHASE CERTAIN ASSETS OF CARBON HEALTH TECHNOLOGIES INC. <i>Health & Safety Code Section 32106(b) for a report and discussion involving healthcare facility trade secrets regarding new services or programs.</i>	Dan Woods, CEO Alan Muster, MD, ECHMN President Raju Iyer, CFO Andreu Reall, VP, Strategy	Discussion	4:00 – 4:50
6	RECONVENE TO OPEN SESSION	Bob Rebitzer, Board Chair	Motion Required	4:55

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	AGENDA ITEM	PRESENTED BY	ACTION	ESTIMATED TIMES
7	CLOSED SESSION REPORT OUT To report any required disclosures regarding permissible actions taken during Closed Session.	Gabe Fernandez, Governance Services Coordinator	Information	4:55 – 4:56
8	<u>APPROVAL OF RESOLUTION APPROVING TRANSACTION TO PURCHASE CERTAIN ASSETS OF CARBON HEALTH TECHNOLOGIES INC.</u>	Bob Rebitzer, Board Chair	Motion Required	4:56 – 4:57
9	BOARD ANNOUNCEMENTS	Bob Rebitzer, Board Chair	Information	4:57 – 5:00
10	ADJOURNMENT	Bob Rebitzer, Board Chair	Motion Required	5:00

NEXT MEETINGS: March 18, 2026; April 18, 2026 (Board Retreat); May 13, 2026; June 17, 2026

**EL CAMINO HOSPITAL BOARD OF DIRECTORS
RESOLUTION 2026-01
APPROVING TRANSACTION TO PURCHASE CERTAIN ASSETS OF CARBON
HEALTH TECHNOLOGIES, INC.**

March 4, 2026

At a meeting duly called on March 4, 2026, the Board of Directors (the “Board”) of El Camino Hospital, a California nonprofit public benefit corporation (“ECH”), does hereby authorize, consent to, and adopt the following resolution:

WHEREAS, ECH, a California nonprofit public benefit corporation is the sole member of El Camino Health Medical Network, LLC (“ECHMN”);

WHEREAS, at a meeting held on March 4, 2026, the Board of Managers of ECHMN, subject to the approval of ECH as the sole Member, approved the purchase of the tangible and intangible assets, including the assignment and assumption of leases and other contracts, from Carbon Health Technologies, Inc. and certain of its affiliates (collectively, the “Sellers”), for the four clinic sites located at: (1) [REDACTED]; (2) [REDACTED]; (3) [REDACTED]; and (4) [REDACTED].

WHEREAS, such transaction will be conducted pursuant to certain bid procedures governing the sale of Sellers’ assets under section 363 of the Bankruptcy Code, which requires ECHMN’s submission of a binding bid that includes the intended approximate purchase price of [REDACTED] and if applicable, ECHMN’s participation in an auction process, at which ECHMN is authorized to increase such purchase price up to [REDACTED] (the “Transaction”); and

WHEREAS, the Board of ECH has reviewed the actions and resolutions taken by the Board of Managers of ECHMN regarding the Transaction.

NOW THEREFORE, BE IT RESOLVED, the Board of ECH hereby approves each and all of the resolutions and actions taken by the Board of Managers of ECHMN as indicated in the attached Resolution dated March 4, 2026.

DULY PASSED AND ADOPTED at a regular meeting held on March 4, 2026, by the following votes:

AYES:

NOES:

ABSENT:

ABSTAIN:

John Zoglin, Secretary
El Camino Hospital Board of Directors

ECHMN RESOLUTION 2026-01
ACTION OF THE BOARD OF MANAGERS
OF EL CAMINO HEALTH MEDICAL NETWORK, LLC
APPROVING TRANSACTION TO PURCHASE CERTAIN ASSETS OF CARBON
HEALTH TECHNOLOGIES, INC.

March 4, 2026

In accordance with California Corporations Code §§ 17156 and 17704.07(n), pursuant to a majority vote of the managers at a meeting held March 4, 2026, the Board of Managers (the “Board”) of El Camino Health Medical Network, LLC, a California limited liability company (the “Company”) hereby takes the following actions and adopts the following resolutions, effective for all purposes as of the date first written above:

WHEREAS, Carbon Health Technologies, Inc. and certain of its affiliates (collectively, the “Sellers”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (Houston Division), Case No. 26-90306 (CML) (Jointly Administered) (the “Bankruptcy Court”);

WHEREAS, the Bankruptcy Court entered an order approving bid procedures (the “Bid Procedures Order”) governing the sale of the Sellers’ assets pursuant to section 363 of the Bankruptcy Code, including procedures for the submission of bids, the conduct of an auction (the “Auction”), and the approval of one or more sale transactions;

WHEREAS, subject to the approval of the Company’s sole member, El Camino Hospital (the “Member”), the Board deems it to be in the best interest of the Company to purchase from the Sellers, for a cash purchase price of [REDACTED] (the “Purchase Price”), certain tangible and intangible assets related to the Sellers’ medical business operations at the four clinic sites located at: (1) [REDACTED]; (2) [REDACTED]; (3) [REDACTED]; and (4) [REDACTED] (the “Transaction”); and

WHEREAS, to document the Transaction, the Company and the Sellers shall enter into an Asset Purchase Agreement (the “Purchase Agreement”).

NOW THEREFORE, BE IT RESOLVED, the Board hereby approves the following resolutions and actions effective as of the date set forth above:

RESOLVED FURTHER, that the Transaction is hereby approved, and the officers of the Company, and each of them hereby is, authorized to negotiate, execute, deliver and carry out on behalf of the Company, subject to approval of the Member, the Purchase Agreement and the Transaction, together with all schedules, exhibits, and ancillary documents thereto, on substantially the terms presented to the Board, with such changes, modifications, and amendments as such officers may deem to be in the best interests of the Company (such determination to be conclusively evidenced by such officer’s execution of the Purchase Agreement).

RESOLVED FURTHER, that the officers of the Company, and each of them hereby is, authorized to submit the Purchase Agreement and all required bid materials to the Sellers in accordance with the Bid Procedures Order as a binding and irrevocable bid (the “Bid”) in accordance with the Bid Procedures Order.

RESOLVED FURTHER, that in the event an Auction is conducted by the Sellers pursuant to the Bid Procedures, the officers of the Company, and each of them hereby is, authorized to participate in the Auction on behalf of the Company and to increase the Purchase Price set forth in the Purchase Agreement to an amount not to exceed [REDACTED] (the “Authorized Bid Increase”), without further approval of the Board or the Member, as such officers may deem to be in the best interests of the Company.

RESOLVED FURTHER, that the officers of the Company, and each of them hereby is, authorized to consummate the Transaction in the event the Company is selected as the Successful Bidder or the Back-Up Bidder (each as defined in the Bid Procedures) and is called upon to close the applicable Transaction.

RESOLVED FURTHER, that the officers of the Company, and each of them hereby is, authorized and directed to execute and deliver in connection with the closing of the transactions contemplated by the Purchase Agreement, subject to approval by the Member, all documents and instruments required to be executed and/or delivered by the Company pursuant to the Purchase Agreement, the Bid Procedures Order, and any transaction contemplated thereby, and to take all other action deemed by such officers to be reasonably necessary or appropriate to the negotiation, execution, or effectuation of the Purchase Agreement or any transaction contemplated thereby or entered into in connection therewith, including, without limitation, appearing before the Bankruptcy Court, providing testimony in support of the Transaction, and cooperating with the Sellers in obtaining entry of an order approving the Transaction.

RESOLVED FURTHER, that the officers of the Company, and each of them hereby is, authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as said officers shall deem necessary or advisable, to carry out the purposes of the foregoing resolution.

RESOLVED FURTHER, that any and all actions previously taken in furtherance of the transactions authorized or contemplated by the foregoing resolutions by any of the officers of the Company be, and hereby are, ratified, approved and confirmed as the true acts and deeds of the Company including, without limiting the foregoing, the execution, delivery, filing and/or recording of any agreements, certificates, filings, affidavits, instruments and other documents as may be or have been necessary or appropriate in order to effectuate the purposes of the foregoing resolutions, and the consummation of the transactions contemplated thereby.

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CERTIFICATION

The undersigned hereby certifies that the foregoing resolutions were adopted by the Board of Managers at a meeting held on March 4, 2026 in accordance with the Fourth Amended and Restated Operating Agreement of El Camino Health Medical Network, LLC and that said resolutions have not been rescinded or modified and are now in full force and effect.

EL CAMINO HEALTH MEDICAL NETWORK, LLC

By: _____
Dan Woods, CEO El Camino Hospital,
Sole Member of El Camino Health Medical Network, LLC