

**Tulare Local Healthcare District
Board of Directors Special Meeting Minutes
Wednesday, December 26, 2018, 6:30 pm
Allied Services Building, Conference Room 2**

In Attendance:	Kevin Northcraft	Dan Heckathorne	Interim CFO
	Mike Jamaica	By telephone:	
	Senovia Gutierrez	Rich Gianello	Wipfli
	Xavier Avila	Todd Wynkoop	Legal Counsel
	Stephen Harrell	Riley Walter	Bankruptcy Counsel

1. Call to Order

Meeting called to order at 6:35 pm

2. Public Comment:

None

3. Announcements – Board

None

4. Approval of Medical Staff Bylaws recommended by the Medical Staff in accordance with Tulare Local Healthcare District Bylaws Article VII, Section 1, Paragraph E

Dan Heckathorne reported that the Medicare Survey will occur the first week of January. They will want to know if the Board approved the Medical Staff Bylaws. The bylaws are for the entire medical staff and have been approved by the MEC. Stephen Harrell asked if they were the same as the previous bylaws. Dan Heckathorne said he thought they were. Stephen Harrell said he had concerns with some items. Dan indicated that if something is not correct it can be revisited after approval. Stephen Harrell indicated he was not comfortable with that procedure. Senovia Gutierrez indicated she wanted to review before passing. Xavier Avila moved to approve. Mike Jamaica seconded the motion. Approved 3-2 with Xavier Avila, Mike Jamaica and Kevin Northcraft voting yes. Stephen Harrell and Senovia Gutierrez voted no.

5. Suspend open session – recess to closed session.

Prior to recessing, Matt Pierce of McCormick, Kabot, Jenner, and Lew, indicated that he had been asked by to sit in closed session regarding the loan proposals. He said the attorneys for the Board need to recuse themselves from the loan proposal discussion. After discussion, Mike Jamaica moved and seconded by Senovia Gutierrez to move to close session with the District's attorneys and excuse Matt Pierce. Approved 5-0.

6. Closed session

- a. Conference with Interim legal counsel – Existing litigation (pursuant to Ca. Govt. Code section 54956.9)

- i. In re Tulare Local Healthcare District dba Tulare Regional Medical Center --United States Bankruptcy Court Eastern District of California Case No. 17-13797.
 - ii. HCCA v. Tulare Local Healthcare District, and Counterclaim, U.S. Bankruptcy Court Eastern District of California Adv. Proc. No. 17-01095 - B
 - iii. TRMC v. Celtic Leasing Corp, U.S. Bankruptcy Court Eastern District of California Adv. Proc. No. 18-01008
 - b. Conference with designated negotiators Richard Gianello, Dan Heckathrone, and Business Capital related to potential financing of the real properties commonly referred to as Evolutions and the Cottage Properties by Lapis Advisors, LP and/or Standton Credit Solutions Master Fund IV, LP (pursuant to Govt. code section 54956.8)
 - c. Conference with designated negotiator Kevin Northcraft regarding the real properties commonly referred to as Evolutions and the Cottage Properties related to financing with the City of Tulare. (pursuant to Govt. code section 54956.8)
 - d. Conference with designated negotiator Todd Wynkoop regarding leasing of real property commonly known as the Tulare Regional Medical Center (pursuant to Govt. code section 54956.9)
 - e. Conference with Interim legal counsel – Initiation of Litigation (pursuant to Ca. Govt. Code section 54956.9)
 - f. End of closed session
7. Reconvene Open Session – Public report of action taken in closed session (if necessary) pursuant to Government Code 54957.1
8. Adjournment

Next regular meeting schedule for 6:30 pm on Wednesday, January 23, 2019 at Allied Building Conference Room 2