

**Tulare Local Health Care District
Board of Directors Meeting
Wednesday, December 15, 2021, 6:30 PM
Evolutions Plaza Conference Room
1425 E. Prosperity Ave., Tulare, CA
(Use Prosperity Avenue entrance on north side of Plaza)**

Electronic participation will be available via Zoom Webinar link/phone number below.

Zoom Webinar link and call in information¹:

<https://us06web.zoom.us/j/83902767936?pwd=cXVsOE9qMFBhYWJzT1pVL3JXOVRxUT09>

You can also dial in using your phone

United States: +1 669 900 9128 or +1 253 215 8782 or +1 346 248 7799 or +1 301 715 8592

Webinar ID: 839 0276 7936

Passcode: 328857

Special notice to individuals with disabilities:

Please email kmelendez@tulareregional.org or call [\(559\) 685-3879](tel:(559)685-3879)
in order to request any reasonable modification or accommodation as may be needed
to observe or participate in this meeting telephonically/electronically.

Availability of Public Records.² All public records relating to an open session item on this agenda, which are not exempt from disclosure pursuant to the California Public Records Act, that are distributed to a majority of the board members will be available for public inspection at TLHCD Administrative Offices, Construction Trailer, 869 North Cherry Street, Tulare, California at the same time that the public records are distributed or made available to the board members.

¹ Pursuant to Government Code Section 54953(e) (as amended by AB-361), when a legislative body holds a meeting during a proclaimed state of emergency and either (a) state or local officials have imposed or recommended measures to promote social distancing, or (b) the board of the local agency, by majority vote within the last 30 days, has determined that, as a result of said emergency, meeting in person would present imminent risks to the health or safety of attendees, certain provisions of the Brown Act respecting notice, quorum and accessibility requirements applicable to meetings of local legislative bodies are modified to accommodate overriding public health concerns. A physical location for public participation in the December 15, 2021, regular meeting of the Board of Directors will therefore be provided on a limited occupancy basis. To avoid unintentional transmission of COVID-19, interested members of the public are encouraged to observe and participate in this meeting telephonically or electronically using the information provided above. Any member of the public requiring assistance in accessing these offsite technologies should email Kathy Melendez at kmelendez@tulareregional.org or call [\(559\)685-3879](tel:(559)685-3879) at least three (3) hours prior to the scheduled commencement of this meeting.

² Due to present restrictions related to COVID-19, the District is operating under a modified schedule. Please call [\(559\)685-3879](tel:(559)685-3879) or email kmelendez@tulareregional.org to arrange viewing access to documents.

MINUTES

Tulare Local Health Care District Board Members:

| | | |
|------------------|-----------|------------|
| Kevin Northcraft | President | District 4 |
| Xavier J. Avila | Secretary | District 5 |
| Marmie Fidler | Treasurer | District 3 |

1. **Call to Order**

President Northcraft called the meeting to order at 6:40 PM (meeting delayed due to network issue).

2. **Public Comment**

None.

3. **Announcements – Board**

None.

4. **Consent Agenda**

- a. 11/17/2021 Regular Board Meeting Minutes
- b. 11/23/2021 Special Board Meeting Minutes
- c. 12/8/2021 Special Board Meeting Minutes
- d. Discussion and Action Related to Continuation of Remote Attendance Accommodations (by Zoom) in Accordance with AB 361

Motion was made by Xavier Avila and seconded by Marmie Fidler to approve the consent agenda as presented. Motion approved 3-0.

5. **Tulare Hospital Foundation – Jan Smith, Executive Director**

In the absence of Jan Smith, it was noted that the Foundation will hold its annual Installation of Officers Dinner on Friday and Jan Smith will be assisting the District with interviews for Project Manager.

6. **Evolutions Fitness & Wellness Center**

- a. Gym Status Update – Jayne Presnell, Executive Director: Presnell reported current membership is at 5,420. Presnell reported that membership rates will increase effective January 1, 2022, due to the increase in supplies, shipping, and salaries. Members have been notified of the increase. Mr. Atlas urged the Board to expedite the transition and requested an update.
- b. Transition Update – CEO
 - i. Discussion and Potential Action Related to Gym Ownership Transition: CEO Smith reported a meeting is scheduled for December 21 with Joseph Soares and District Legal Counsel Jason Howard to discuss transition legalities.
 - ii. Discussion Related to Evolutions Pricing Change
Secretary Avila stated he agrees with the price increase and the reasons given are valid. However, the Board has a fiduciary duty to the District and, since a consultant has been hired, no changes should be made until the consultant can agree with the change. Fidler agrees with the decision to increase the membership fees since no increases have been made over the last 3-4 years.

7. **Adventist Health Tulare Update – Sheri Pereira, Site Administrator**
CEO Smith advised he has met with Pereira and there is mutual support with Adventist Health. Smith reported he and Pereira will try coordinate a meeting with Kaweah Delta CEO Gary Herbst.
8. **Adventist Health Tulare Capital Improvements Update – Phil Smith, CEO**
 - a. NPC-2 Emergency Lighting: CEO Smith reported there are few items remaining and will then proceed with OSHPD evaluation for the NPS2 projects.
 - b. NPC-2 Exit Lighting
 - c. Arc Flash Survey
 - i. Discussion and Action to Approve Proposal
 - ii. Discussion and Action Determining Financial Responsibility
 - iii. Discussion and Action to Approve Adventist Health Payment of Project Expenses as Offset Against Rent Pursuant to the LeaseMotion was made by Kevin Northcraft and seconded by Marmie Fidler to table this item to the next meeting for further discussion.
9. **Hospital Tower Project**
 - a. Update on Tower Projects – Roy Magdaleno, Project Manager: No report available.
10. **Tower Construction Committee**
 - a. Appointment of One District Board Member to the Committee
Motion was made by Xavier Avila and seconded by Kevin Northcraft to appoint Marmie Fidler as board member representative to the Tower Construction Committee. Motion approved 3-0.
 - b. Discussion and Action Related to Status of Selection Process for Committee Member
It was the consensus of the Board to advertise the vacancy on the Tower Construction Committee, seeking one person with expertise in the medical field.
11. **Discussion and Action Related to Independent Consulting Contract – Phil Smith, CEO**
 - a. Approve Consulting Agreement in Form
Motion was made by Xavier Avila and seconded by Marmie Fidler to approve the consulting agreement in form. Motion approved 3-0.
 - b. Authorize District CEO to Negotiate Material Terms Subject to Board Approval
 - i. Sandra Ormonde
Legal Counsel Howard advised he has been in discussion with Ormonde regarding services she will provide. Consultant agrees to provide nominal services at \$150 per hour and special project services at \$225 per hour. Motion was made by Marmie Fidler and seconded by Xavier Avila to empower the CEO to negotiate with Ormonde with terms as discussed. Motion approved 3-0.
12. **Discussion Related to Professional Liability Insurance Requirements for DSC Architects – Phil Smith, CEO**
CEO Smith relayed information regarding the Professional Liability requirements for architectural services by Davis Stokes Collaborative. Smith approved the Professional Liability limit of \$4 million, while all other insurance requirements are met.

13. **Discussion and Potential Action to Approve Extension of Listing Agreement with Craig Smith & Associates, Inc., related to the Real Property on North Cherry Street, commonly referred to as Tulare Medical Center Lots 24, 26 and 35**
CEO Smith advised that the contract with Craig Smith & Associates will expire on December 19, 2021. It was the consensus of the board to not renew the listing agreement at this time.
14. **Discussion Pertaining to District Proposal to the City of Tulare Relative to ARPA Funds**
CEO Smith reported that the City of Tulare will be reviewing proposals in early January to consider allocation of funds in February 2022. Smith advised he will approach the City with a request for \$2 million. As for the County, most of their ARPA funds have been allocated.
15. **Chief Executive Officer Report**
 - a. Technology Update: Smith advised that internet hardwiring has been completed and staff will purchase a television for the Conference Room at the Administrative office.
 - b. Project Manager Recruiting Effort Update: Smith reported that interviews will be conducted on January 14, 2022, with the assistance of Nick Bartsch, Jan Smith, and John Atilano.
 - c. Unclaimed Property: Claims totaling approximately \$46,000 have been submitted to the State. Response is expected within 180 days.
16. **Financial Report**
 - a. Discussion and Action to Approve TLHCD Financial Statements – November 2021
Motion was made by Xavier Avila and seconded by Marmie Fidler to approve financial statements as submitted. Motion approved 3-0.
 - b. Cash Report Update – December 9, 2021
17. **Suspend Open Session – Recess to Closed Session:** Due to lack of business at this time, no closed session was held. Meeting adjourned at 7:48 PM.
18. **Closed Session**
 - a. Potential Litigation (pursuant to Ca. Govt. Code § 54956.9).
 - b. Conference with Legal Counsel – Existing litigation (pursuant to Ca. Govt. Code § 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
 - c. End closed session
19. **Reconvene Open Session – Public Report of Action Taken in Closed Session (If Necessary) pursuant to Government Code 54957.1**
20. **Adjournment at 7:48 PM – Next regular meeting scheduled for 6:30 PM on Wednesday, January 26, 2021, at Evolutions Plaza, Conference Room.**