

**Tulare Local Health Care District  
Board of Directors Meeting  
Wednesday, February 23, 2022, 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 information<sup>1</sup>:**

<https://us06web.zoom.us/j/87362772526?pwd=MEJIM0pGOWE0M2h2emlSWk5PalFFUT09>

**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: 873 6277 2526

Passcode: 011017

**Special notice to individuals with disabilities:**

Please email [psmith@tulareregional.org](mailto:psmith@tulareregional.org) or call (559) 685-3465 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.**<sup>2</sup> 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.

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<sup>1</sup> 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 February 23, 2022, 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 Philip Smith at [psmith@tulareregional.org](mailto:psmith@tulareregional.org) or call 559-685-3465 at least three (3) hours prior to the scheduled commencement of this meeting.

<sup>2</sup> Due to present restrictions related to COVID-19, the District is operating under a modified schedule. Please call (559) 685-3465 or email [psmith@tulareregional.org](mailto:psmith@tulareregional.org) to arrange viewing access to documents.

## MINUTES

### **Tulare Local Health Care District Board Members:**

Kevin Northcraft	President	District 4
Mike Jamaica	Vice President	District 2
Xavier J. Avila	Secretary	District 5
Marmie Fidler	Director	District 3
Brandon Taylor	Treasurer	District 1

**1. Call to Order**

President Northcraft called the meeting to order at 6:34 PM.

**2. Public Comment**

Paul Atlas requested item 16 be moved up on the agenda; Board agreed to place item 16 after item 8. Jayne Presnell asked the Board to recognize the original District hire dates for Evolution's employees at time of transition.

**3. Board Announcements**

Xavier: Agreed to review the EVO employee's loyalty. Mentioned news article dismissing Lampe.

Kevin: Commented on the news article regarding Lampe.

Marmie: Offered congratulations to Brandon.

**4. Administer Oath of Office to Brandon Taylor, Director District 1, subject to appointment by Tulare County Board of Supervisors at special meeting to be held February 22, 2022**

Brandon Taylor was appointed by Board of Supervisors on 2/22/22. Oath of Office was provided by Fernanda Bernardo on 2/23/22.

**5. Consent Agenda**

Motion was made by Marmie Fidler and seconded by Xavier Avila to approve the consent agenda with the removal of the minutes from 1/5/22 as these were previously approved at the meeting on 1/26/22. Motion approved 5-0.

**6. Discussion and Action Relative to Redistricting**

With no public comments or questions a motion was made by Mike Jamaica and seconded by Xavier Avila to proceed with option one and adopt Resolution 907. Motion approved 5-0.

**7. Discussion and Action Related to Appointment of Two (2) Board Members to the HR Committee**

Motion was made by Xavier Avila and seconded by Mike Jamaica to appoint Marmie Fidler and Kevin Northcraft to be the HR Committee representatives. Motion approved 5-0.

**8. Tulare Hospital Foundation Update**

Barbara Harrel, Xavier Avila, Mike Shafer, and Marmie Fidler all discussed the recent event sponsored by the Foundation. Fundraising efforts were discussed, awareness was

brought to the tower project, and the need for a unified voice amongst Adventist, the Foundation and the District was mentioned.

**16. Review of Legal Actions against prior Counsel and former Directors of District – Jason O. Howard, General Counsel**

Jason gave a presentation on the Board's efforts thus far addressing prior wrongdoing. Three criminal cases including People vs. Greene, People vs. Germany, and People vs. Benzeevi. Events (hearings), filings, and developments are available to the public: <https://www.tulare.courts.ca.gov/>.

One civil case: TLHD vs. Green, Baker & Hostetler, Kumar, Wilbourn, and Torrez. Events (hearings), filings, and developments are available to the public:

<https://www.kern.courts.ca.gov/>.

One administrative complaint: TLHD vs. Greene. Public access is very limited until the matter is referred to State Bar Court: <https://apps.statebarcourt.ca.gov/dockets.aspx>.

Kevin Northcraft, Paul Atlas, and Xavier Avila commented on Jason's presentation.

**9. Evolutions Fitness & Wellness Center**

- a. Gym Status Update: Memberships remain stable despite increased membership fees.
- b. Transition Update: Transition agreement draft and should be ready for approval by the March Board meeting. M. Green has agreed to continue providing the accounting services for Evolutions until the transition is complete. Increase in staffing hours to ensure transition is completed.
- c. Review of Report from Fitness Management Consultants: Census was that analysis was "cookie cutter". There were good marketing ideas. Kevin asked Jayne to get feedback from the employees regarding the analysis. Phil and Jayne will meet to discuss the next steps. Jayne invited the Board to meet with her anytime if they had questions.

**10. Adventist Health Tulare Update**

Meeting dates have yet to be determined.

**11. Hospital Tower Construction Committee**

- a. Update on Tower Projects: Roy Magdaleno discussed multiple projects including: ED overflow drain, pending electrical equipment cleaning scheduled for 2/28/22, generator servicing, temporary SCE meter install, contractors for equipment transfer from c-trains, parking lot, VCM working on rough order of magnitude (ROM) estimate to complete basement buildout, Derek Farmer will replace Sean Buckley as HCAI (OSHDPD) IOR.
- b. Discussion and Action Related to Appointment of Member to the Committee: Phil talked about revising the charter.

**12. Discussion and Action Relative to Approval of District's Draft Employee Handbook**  
Table to the March Board meeting.

**13. CEO Presentation on final format of Consultant Agreement with Sandra Ormonde**

The compensation was not altered, just needed a more precise clarification on the difference between nominal and special projects and corresponding price point. Phil has authorization to sign contract.

**14. Discussion and Action Related to the Refinancing by the Greater Tulare Chamber Trust of the Tulare Industrial Site Development Foundation Note Payable by EVO Management LLC**

**15. Discussion and Action to Approve Tulare Industrial Site Development Foundation Payoff and Potential Rapid Amortization of the Tulare Land Development Company and Tulare Hospital Foundation Equity Positions in EVO Management, LLC**

Motion was made by Marmie Fidler and seconded by Brandon Taylor to refinance the Tulare Industrial Site Development Foundation payout through the Greater Chamber Trust and approval of the rapid amortization of Tulare Land Development Company and Tulare Hospital Foundation Equity Positions. Motion approved 5-0.

**17. Chief Executive Officer Report**

- a. Property Management Update
  - i. Leases
  - ii. Property Repairs: 874/922 Demo, waiting on asbestos testing to proceed.
- b. Project Manager Recruiting Effort Update: Interviews will be held on 3/3/22.
- c. Board Retreat – March 5, 2022: Phil asked the Board to review/ revise the retreat agenda. One item they will be discussing is the ARPA funds from the city.

**18. Financial Report – Discussion and Action to Approve Financials:**

- a. TLHCD Internal Financial Statements – January 2022
- b. Cash Report Update – February 17, 2022

Motion was made by Mike Jamaica and seconded by Marmie Fidler to approve the financials as presented. Motion approved 5-0.

Brandon Taylor will be replacing Marmie Fidler as Treasurer on the Finance Committee.

**19. Suspend Open Session – Recess to Closed Session at 8:48 PM.**

**20. Closed Session**

- a. Potential Litigation (*pursuant to Ca. Govt. Code § 54956.9*)
- b. Conference with Interim 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*
  - ii. *Tulare Local Health Care District v. Bruce R. Greene, et al., Superior Court for the State of California for Tulare County Case No. 278333*
- c. Instructions to designated representative related to real property at 1425 E. Prosperity Avenue commonly known as Evolutions (*pursuant to Ca. Govt. Code § 54956.8*)

- d. Instructions to designated representative related to leases of real property located in Evolutions Plaza at 1425 E. Prosperity Avenue (pursuant to Ca. Govt. Code § 54956.8)
- e. End closed session

**21. Reconvene Open Session 9:08 PM – Public Report of Action Taken in Closed Session (If Necessary) pursuant to Government Code 54957.1.**

Nothing to report.

**22. Adjournment – Next regular meeting scheduled for 6:30 PM on Wednesday, March 23, 2022, at the Administrative Offices, Construction Trailer, northeast corner of Terrace and Gem Street.**