Tulare Local Healthcare District
Board of Directors Meeting AGENDA
Wednesday, July 25, 2018 6:30 PM
City of Tulare Council Chambers
475 M Street, Tulare, CA

AGENDA

Tulare Local Healthcare District Board Members:
Kevin Northcraft  President of Directors  District 4
Mike Jamaica  Vice President  District 2
Senovia Gutierrez  Secretary/Treasurer  District 3
Xavier J. Avila  Director  District 5
Stephen Harrell  Director  District 1

1. Call to Order
   a. Roll Call
   b. Welcome/Introductions
   c. Pledge of Allegiance

2. Public Comment: The public may comment on any item of public interest within the jurisdiction of the Tulare Local Healthcare District Board of Directors. In the interest of time and equal opportunity, speakers are requested to observe a 3-minute maximum time limit (subject to change at the Chair’s direction). In accordance with the Brown Act, if a member of the public addresses an item not on the posted agenda, no response, or action on the item may occur during the meeting.

3. Approve Agenda, Acceptance of Minutes:
   **To be presented at next meeting

4. Announcements --Board

5. Foundation Report

6. Report on Evolutions

7. Consideration of and action on Resolutions enacting the terms of the settlement of the matter of TRMC Medical Staff v. Tulare Local Healthcare District, HCCA et al; Tulare Case No. 264227 and reinstating the status of the TRMC Medical Staff and Bylaws

8. Discussion of Items Related to Reopening Tulare Regional Medical Center
   a. Update on Hospital and Lease Fair Market Study
   b. Discussion of Ballot Measure language for November 6, 2018 Ballot Measure concerning leasing of Hospital Report bid – Update
   c. Recommendation regarding bids for repairs needed for hospital reopening - Update CEO

9. Chief Executive Officer Update
   a. Rural Health Clinic Update
b. Special Legislative Audit  
c. Licensing and OSHPD Policy - Update Survey Preparedness  
d. VA Clinic and Continued Relationship  
e. Provider Progress - MEC  
f. Posting Information Capabilities  
g. Construction Progress - Safety issues  
h. Communication Response - CEO and Leadership Team

10. Chief Financial Officer Report  
   a. March, April, and May, 2018 Draft Internal Financial Statements:  
      Note: Reports Not Included in this Packet will be provided, as available, at the Board  
      Meeting. Comments, Balance Sheets, and Statements of Revenue and Expenses  
   c. Cash Report Update  
      Financial Audit to JWT and Associates, LLP, CPA's  
   e. District Insurance Coverages Renewal and Approval: Crime and Fiduciary Liability  
      Coverages Extension until Sept 1, 2018 with Chubb/Federal Insurance Company (via  
      Marsh & McLennan Agency, TLHCD Broker)

11. Discussion - Proposed definitive agreements between Adventist Health System West and  
    Tulare Local Healthcare District related to the lease of Tulare Regional Medical Center and  
    affiliated real properties and the purchase/sale of specified assets to include the following  
    documents:  
    a. Lease between Tulare Local Healthcare District and Adventist Health System West  
       affiliate whereby the affiliate would lease the real property commonly known as the  
       Tulare Regional Medical Center and other properties operated under the license  
       associated with that hospital and operate the hospital as a general acute care hospital  
       for a period of five years with Guarantee and Memorandum of Lease;  
    b. Agreement for Purchase and Sale of Assets by and Among Tulare Local Healthcare  
       District and Adventist Health System West affiliate whereby Tulare Local Healthcare  
       District would sell and Adventist Health System/West would purchase assets associated  
       with and affixed to the Tulare Regional Medical Center and other properties operated  
       under the hospital license.  
    c. Debtor-in-Possession Credit Agreement by and between Tulare Local Healthcare District  
       and Adventist Health System West affiliate whereby Tulare Local Healthcare District  
       would borrow and Adventist Health System/West would lend up to $10,000,000 for  
       Tulare Local Healthcare District to use to open the Tulare Regional Medical Center by  
       October 28, 2018;  
    d. Security Agreement and Chattel Mortgage by and between Tulare Local Healthcare  
       District and Adventist Health System West affiliate whereby Tulare Local Healthcare  
       District would pledge collateral in the form of title to the assets which are the subject of  
       the Agreement for the Purchase and Sale of Assets between the parties and books and  
       records of the Tulare Local Healthcare District;  
    e. Short Form Deed of Trust and Assignment of Rents by and between Tulare Local  
       Healthcare District and Adventist Health System West affiliate whereby Tulare Local  
       Healthcare District would provide Adventist Health System/West a secured interest in  
       the specified real property and assign the rents of such property to Adventist Health  
       System/West;
f. Interim Management Services Agreement by and between Tulare Local Healthcare District and Adventist Health System West affiliate whereby Adventist Health System/West would provide Tulare Local Healthcare District management services related to the Tulare Regional Medical Center from the date that the Tulare Local Healthcare District reinstates the Tulare Regional Medical Center license to operate through the closing of the lease and related transactions.

12. Suspend open session -- recess to closed session

13. Closed Session

a. Conference with Interim Legal Counsel – Existing litigation (Government Code 54956.9)
   (1) In re Tulare Local Healthcare District dba Tulare Regional Medical Center --United States Bankruptcy Court Eastern District of California Case No. 17-13797
b. Interim Financing Update
   c. End close Session

14. Reconvene Open Session -- Public report of action taken in closed session (if necessary) pursuant to Government Code 54957.1

15. Adjournment  Special Meeting scheduled for 6:30 PM on Wednesday August 1, 2018 at the Tulare City Council Chambers. Next regular meeting scheduled for 6:30 PM on Wednesday, July 25, 2018 at the Tulare City Council Chambers