

SPECIAL MEETING
Tulare Local Healthcare District
SPECIAL Board of Directors Meeting Minutes
Thursday, March 14, 2019 7:00 PM
TRMC Administrative Offices
869 North Cherry Street, Tulare CA 93274

In Attendance:	Kevin Northcraft	Dan Heckathorne	Wipfli
	Mike Jamaica	Jared Gordon	Legal Counsel
	Senovia Gutierrez		
	Xavier Avila		
	Stephen Harrell		

1. Call to Order

Meeting called to order at 7:07 pm

Pledge of Allegiance – Stephen Harrell presented the District with a new flag and led in the Pledge of Allegiance

2. Public Comment:

No public comment

3. Announcements – Board

Xavier Avila noted the accomplishments in the last year by the District, the legal team, and management team

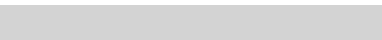
4. Update on definitive documents related to transaction with Adventist Health Systems West including:

a. Amended Management Services Agreement and related agreements

Jared Gordon commented that the transitional agreement maybe forthcoming to replace the management services agreement.

b. Real property leases

Jared indicated there will be separate leases for non-hospital property that Adventist wishes to lease.



5. Discussion and Action on Asset Purchase Agreement related to transaction with Adventist Health Systems West with regard to the purchase of certain personal property and equipment by Adventist Health West. Resolution Number .

The Board members asked several questions regarding items that are not included in the agreement presented, the leases which does not include the Mineral King Lab, and insurance requirements. Corrections were made to the asset purchase agreement. The agreement is for \$5.63 million, but does not include prepaid and post value assets.

Xavier Avila moved to approve the asset purchase agreement as amended. Stephen Harrell seconded the motion. Approved 4-1 with Senovia Gutierrez dissenting. Senovia indicated she did not approve the agreement because she had not had time to review. Dan Heckathorne indicated that because the Change of Ownership was occurring tomorrow, legal counsel advised the agreement must be approved prior. Amendments can be made after approval.

Xavier Avila moved to approve the resolution that assents the asset purchase agreement. Mike Jamaica seconded the motion. Motion approved 5-0.

6. Discussion and Action regarding ratification of new Non-Hospital Property Management Firm

a. Armstrong Property Management

2 property management firms have backed out. The previous property manager, Armstrong Property Management, indicated they would return as property manager for 2 occupied non-hospital properties for 2% of the rental income. They agreed to attend board meetings as necessary.

Xavier Avila moved to approve Armstrong Properties as property manager. Stephen Harrell seconded the motion. Motion approved 5-0.

7. Suspend open session – recess to closed session

8. Closed session

- a. Instructions to designated representative, Kevin Northcraft, related to real property at 1425 E. Prosperity Avenue commonly known as Evolutions. Consider sale of a vacant land portion of Evolutions to buyer of 4 acres.
- b. Discussion and Action on public employee appointment of Chief Executive Officer and related Agreement following telephone conference call with a CEO candidate (*pursuant to Govt. code § 54957*)
- c. End closed session

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

Nothing to report

10. Adjournment *Next regular meeting scheduled for 6:30 PM on Wednesday March 27, 2019 at Allied Building Conference Room 2.*