

## TOWER CONSTRUCTION COMMITTEE CHARTER

- I. **Background.** The Tulare Local Healthcare District (the “District”) is a public agency organized under the provisions of Division 23 of the California Health and Safety Code and tasked with servicing an underserved, under-insured/uninsured population residing in the southwestern portion of Tulare County, California, including in the cities of Tulare, Angiola, Alpaugh, Earlimart, Pixley, Plainview, Tipton, Waukena, and Woodville. The stated Mission of the District is to “provide safe efficient, technologically advanced healthcare with respect for the diversity of our region.”

Having partnered with Adventist Health in 2018 to reopen its hospital, emerging from bankruptcy in late 2019, and refinancing its municipal bonds on favorable terms in early 2020, the District took preliminary steps to begin the process of completing its hospital tower (the “Tower”) in the Spring of 2020.

The Tower Construction Committee (the “Committee”) will serve an important role in the completion of the Tower by carefully considering all matters related thereto and advising the District’s Board accordingly.

- II. **Purpose of Committee.** The Committee will assist the Board in its responsibility to timely and efficiently complete the Tower project. Consistent with the Mission of the District, the Committee will review, assess, and recommend Board action with respect to all design and construction processes, regulatory compliance issues, fund implementation considerations, legal issues (including contract negotiation) related to completion of the Tower. The Committee shall answer directly to the Board on all matters, and present such information and reports, and make such recommendations as it believes is in the best interest of the District in furtherance of its Mission. The Committee has no authority to make decisions or take actions on behalf of the District unless the Board expressly delegates such authority by formal action, which mandate the Board shall have the sole power to confer and repeal as desirable.

- III. **Scope and Applicability of Charter.** This Charter constitutes a District Policy and, until such time as, by action of the Board or by operation of law, this Charter is amended or revoked, or the Committee is dissolved, this Charter is applicable to the Board, the Committee, and all District staff, including its CEO.

- IV. **Committee Duties.**

- A. Inspect Tower and determine present condition;
- B. Review status/progress of Tower construction;

- C. Determine steps needed to complete Tower construction;
- D. Identify regulatory and legal requirements for completion of Tower project;
- E. Determine timeline for completion of Tower construction;
- F. Determine need for and identify, through separate Requests for Proposals (RFPs), potential vendors, contractors, consultants necessary for completion of Tower project;
- G. Ascertain costs related to completion of Tower project; and
- H. Complete all other acts as required to fulfill the Committee's purpose (stated above).

- V. **Committee Formation and Composition.** All members of the Committee shall be appointed by the District's Board of Directors, subject to any such method of determination of qualification as set from time to time by the Board at its sole discretion, and each member of the Committee shall serve at the pleasure of the Board and may be replaced at any time at the discretion of the Board. Subject to the foregoing, each Committee member shall serve a term of four (4) years without compensation. Notwithstanding the foregoing, the Committee shall continue until dissolved by the Board.

The Board shall consist of seven (7) members as follows, which qualifications the Board may amend from time to time in its sole discretion:

- A. two (2) Board members;
- B. at least one (1) individual with a substantial background in or special knowledge of hospital/public works construction (may reside inside or outside of District's geographic boundaries);
- C. at least one (1) individual with a substantial background in or special knowledge of accounting procedures and policies (may reside inside or outside of District's geographic boundaries);
- D. at least (1) individual with a substantial background in or special knowledge of the operations of hospital services (may reside inside or outside of District's geographic boundaries); and
- E. up to two (2) individuals with unspecified qualifications (must reside within District's geographic boundaries).

In the event that a Committee position becomes vacant, the board shall make every effort to designate a replacement within sixty (60) days of such vacancy.

- VI. Meetings of the Committee.** The Committee shall determine the time, place and frequency of its meetings; provided that the Committee shall meet at least once per quarter. Committee decisions shall be made by a majority vote of the members present at such meetings. A majority of the appointed Committee members then serving shall constitute a quorum for conducting the Committee's business. The Committee shall designate, by vote taken, one of the two serving Board members as a Committee chairperson, who shall oversee and conduct the Committee's meetings as may be required.
- VII. Reports.** A member of the Committee shall provide a report to the Board on at least a quarterly basis, to be given during the open session portion of a regular meeting of the Board. The chair of the Committee shall fulfill this function unless the Committee, by vote taken, designates a different Committee member to provide such reports.
- VIII. Public Participation.** All Committee meetings shall be publically noticed and conducted in accordance with the requirement of the Brown Act. The general public is welcome to attend and provide input during the open session portions of the Committee's meetings. Other District Board members may likewise attend but may not comment in so far as such comments constitute a violation of the Brown Act.
- IX. Public Inquiries/Announcements.** The CEO is empowered and directed to receive and compile public inquiries not made during meetings of the Committee, and to relay such inquires to the Committee chairperson. The Committee may not make public announcements, pronouncements or statements regarding the District's or Board's actions or decisions regarding the Tower project, whether orally or in writing, other than as allowed under this Charter or in conjunction with the Board's previous delegation of authority, without first receiving the express approval of the Board.