

**Tulare Local Healthcare District
Board of Directors Meeting Minutes
Wednesday, November 28, 2018 6:30 PM
City of Tulare Council Chambers
475 M Street, Tulare, CA**

In attendance: Kevin Northcraft Dan Heckathorne Interim CFO
Mike Jamaica Todd Wynkoop District Counsel
Senovia Gutierrez Riley Walter Bankruptcy Counsel
Xavier Avila Director
Stephen Harrell Director

1. Call to Order

Meeting called to order at 6:32 pm

2. Public Comment:

None

3. Announcements – Board

Kevin Northcraft reported that the response to the State Audit is due December 9, 2018. The Board and Todd Wynkoop will respond by that date.

Kevin additionally reported that he met with Bob Lindermann regarding storage costs. They discussed a phased tower construction.

4. Consent Agenda:

- a. 09/05/18- Meeting Minutes
- b. 09/19/18- Meeting Minutes
- c. 10/24/18 -Meeting Minutes
- d. 11/14/18- Meeting Minutes

Stephen Harrell made the following corrections to the minutes. 10/24/18 minutes – correct the spelling of Rich Gianello, Item 3B should reflect Judge Walter Gorelick, and Item 16B should be Capital Financing Agreement. Minutes of 11/14/18 – correct the spelling of Rich Gianello.

Mike Jamaica moved to accept the minutes with the corrections above. Senovia Gutierrez seconded the motion. Board approved 5-0.

5. Tulare Hospital Foundation Update

No update given

6. Evolutions Wellness Center Update – Evolutions Oversight Committee and EVO .

No update from EVO Oversight Committee Chairman Derek Jackson as no meeting was held in November. Paul Atlas, EVO Management, said he would be getting bids for parking lot repair.

7. Adventist Health and Staff Updates

- a. Hospital Services update
- b. Public Relations

Randy Dodd reported that the hospital has been averaging 9 patients and 67 ER patients. Adventist is working on changing the license and getting the CMS census complete. They have 100 doctors and hope to have OB services by the end of the first quarter.

8. Recognition of members of Adhoc Committees to review potential partner proposal and to review the proposed lease of the hospital

Kevin Northcraft and the Board recognized Ed Henry, Jennifer Burcham, Derek Jackson, and Lionel Pires. They were thanked for their service and essential role in the reopening of the hospital. Lionel Pires asked if the Chamber of Commerce could make a presentation and Kevin Northcraft was notified of his selection as Chamber of Commerce Man of the Year for 2018.

9. Discussion and Action on maintenance and other projects related to the October 15th opening of Tulare Regional Medical Center

- a. See CFO Report
See submitted report

10. Chief Financial Officer Report:

Review and Recommend the following for Board Approval:

- a. July, 2018 Draft Internal Financial Statements
- b. Hospital Operations, AH- Draft Internal Financial Statements for 17 Days Ended October 31, 2018
- c. TLHCD Financial Audit Updated for FYE June 30, 2018 and June 30, 2017 – Rick Jackson, C.P.A., JWT and Associates, LLP
Rick Jackson reported the 2017/18 audit is halfway done. The 2018 audit is almost done and should be finalized by mid-December.
- d. Hospital Start-Up Repairs Budget Report
- e. Discussion and Action to Approve Fire Suppression for I/T Server Room
Stephen Harrell moved to approve with the addition of tax. Senovia Gutierrez seconded the motion. Approved 5-0.
- f. Drake Chiller Project – Correction and Approval of the Project which was approved at October 24 Board Meeting
Senovia Gutierrez moved to approve. Seconded by Stephen Harrell. Approved 5-0.
- g. Accounts Payable Update - TLHCD
- h. Cash Report Update – TLHCD

11. Update on rental of District properties

Stephen Harrell reported that all retail spaces are filled in Evolutions. He will meet with the City Manager regarding City signage policy. ProPT would like to add signage on the north side of the building. Fugazzis would like a sign on the street listing all the tenants. That signage would require City approval. Stephen Harrell met with the realtor regarding 799 and 795 Cherry. There are clients interested.

12. Suspend open session – recess to closed session

13. Closed session

- a. Conference with Interim Legal Counsel- Existing litigation (*pursuant to Ca. Govt. 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
 - (2) HCCA v. Tulare Local Healthcare District, and Counterclaim, U.S. Bankruptcy Court Eastern District of California Adv. Proc. No. 17-01095 – B
- b. Conference with designated negotiator Richard Gianello regarding the real properties commonly referred to as Evolutions and the Cottage Properties related to financing agreement with Business Capital Finance (*pursuant to Govt. code § 54956.8*)
- c. Consideration and interviews of applicants for public employee appointment as District Administrative Manager in lieu of Chief Executive Officer (*pursuant to Govt. code § 54957*)
- d. End closed session

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

Nothing to report

15. Adjournment *Next regular meeting scheduled for 6:30 PM on Wednesday December 19, 2018 at Tulare City Council Chambers.*