**MINUTES**

TEHACHAPI VALLEY HEALTHCARE DISTRICT

BOARD OF DIRECTORS MEETING

March 17, 2020

Tehachapi Valley Healthcare District Office

 305 S. Robinson St.

Tehachapi, CA 93561

4:30pm

**Board Present**: Mike Nixon, President; Sam Conklin, Vice-President; Duane Moats, Treasurer; Christine Sherrill, Secretary; William Steele, attending via teleconference from Memphis City (Hooks) Library Conference Center, 3030 Poplar Ave., Memphis, TN 424-645-9372

**Staff Present**: Lisa Hughes, Business Manager; Caroline Wasielewski, District Manager; Chet Beedle, CFO and Scott Nave, Counsel via teleconference.

1. **CALL TO ORDER**

President Mike Nixon called the meeting to order at 4:30 pm

1. **FLAG SALUTE**
2. **PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA**

Randy Weinstein of Studio RA. architecture introduced himself and was welcomed.

 **IV. CONSENT AGENDA**

1. Approval of Minutes
2. Finance 2/12/2020, Receive and File
3. Strategic Planning, 2/13/2020, Receive and File
4. Board Meeting, 2/25/2020

 Consent Agenda Approval, **MSA: SHERRILL/STEELE; ROLL CALL 5-0.**

 **APPROVED**

1. **REPORTS**
2. Chief Financial Officer Report (Beedle)

 Mr. Beedle explained the Finance Committee reviewed the reports earlier this

 month. There were no questions from the Board. Mr. Beedle asked for pardons

 as the financials were completely redone and labeled incorrectly as five months of

 the fiscal year instead of the correct six. CFO Beedle continued to review each

page. Notable mentions were $58 mil in bonds remaining. Salaries were below budget. Total expenses for the month were above budget at $1.2 mil vs. $1.0 mil. With the Net Operating Revenue, it become a net surplus of $400,982. Mr. Beedle detailed all the assets and liabilities as well as the profit and loss for the month. He explained some of the new financial documents. Mr. Beedle continued on to the Statement of Cash Flows. Actual cash flow ended at $229,000 vs. a budget of $287,000.

1. Audit Update

Mr. Beedle updated the Board on auditor Rick Jackson. He is working on final numbers, waiting on WIPFLI to give him previous work numbers. Since the 2017 Financials are not complete there is a delay with the FY 18 and FY19. Mr. Jackson feels the draft 2018-2019 will be available at the meeting time in March.

1. District Manager Report

District Manager Caroline Wasielewski reported estimates for asbestos removal, window and roof repair and a premise alarm are scheduled. Ms. Wasielewski assured the Board that the plan for the space is to lease to Mountain Pathways, create office space to rent and house TVHD administrative offices. TVHD also contacted city Manager Garrett and Kern County Public Health to inquire on how the District could be of assistance in the wake of the speaking Covid19 pandemic. Ms. Wasielewski reported the TVHD Staff is taking all precautions for safety.

1. **NEW BUSINESS**
2. Board Resolution Authorizing the Destruction of Certain Records

District Manager Wasielewski asked the Board for approval of Resolution 20-01 Authorizing the destruction of certain district records. A list of items was distributed to Board Members. After review, director Sherrill moved to approve the resolution, director Moats seconded. There was no discussion.

**SHERRILL/ MOATS; Roll Call 5-0; APPROVED**

1. **OLD BUSINESS**
2. Agreement for Architectural/Engineering Services

Legal counsel Scott Nave went over the Architect agreement section by section. Randy Weinstein was present to answer any question that arose from the Board. The board discussed and it was decided that at the time when a cost estimator/project manager is needed, they will be hired by TVHD and not subcontracted by the architect. Mr. Nave pointed out Section 4 regarding supplemental and additional services. Interior design, landscaping and telecommunications contracts are subject to public bidding. Mr. Nave stated authority is in the Board, until the Board grants authority to a representative. This authority is given at times to keep within the timeline. The timeline is stated as 30 months. The Board reviewed the compensation section. It is to be 6% of a project less than $1 mil and 7% of a project over $1 mil. The Board moved on to discussion of a budget, as it is necessary. Mr. Moats asked Mr. Weinstein his ideas on a realistic estimate of the project. Mr. Weinstein stated it did not have to be extravagant, and the architect could assist in keeping it at budget. Mr. Nave directed the board to section 11.8, Total Cost. There is a threshold for additional items. These items under the threshold can be approved by a board representative. The board can be if it proves to be impractical. Discussion continued about the budget. A suggestion of $2 million was proposed. Mr. Nave advised not to start at the maximum, this way there is opportunity to increase due to unexpected costs. Each board member voiced their opinion on budget amount: Nixon - $1.75mil, Steele, Sherrill, Conklin- $1.5mil, Moats- $1.6mil. There was a consensus to start at $1.6 million, which was an average. A motion was entered to approve the contract with Studio., with a preliminary budget of $1.6 million.

**MSA; CONKLIN/STEELE; ROLL CALL 5-0; APPROVED**

1. 116 W E Street Lease

The Board reviewed a lease agreement with Dr. and Mrs. Ruiz for the building at 116 W E St., Tehachapi, CA. The board discussed and voted on a motion to approve the agreement contingent upon a favorable lease termination at the current address 305 S Robinson St.

**MSA; SHERRILL/STEELE; ROLL CALL 5-0; APPROVED**

 Board of Director Travel

 None

1. **BOARD COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA**
2. Mike Nixon commented on the unknown times we are entering with the rise of Covid-19. Dr. Conklin offered that we would get by day to day.
3. **CLOSED SESSION REPORT**

Scott Nave reported the Board discussed the District Manager Performance Evaluation. No action was taken. No other matters were discussed.

1. **ADJOURNMENT**

Meeting adjourned at 5:53 pm

Respectfully,

Christine Sherrill

Secretary