

TEHACHAPI VALLEY HEALTHCARE DISTRICT

BOARD OF DIRECTORS MEETING

Date: April 16, 2024, 10:00am

Place: Tehachapi Valley Healthcare District Office

116 W E Street

Tehachapi, CA 93561

Time: 10:00am

Audio Call: 1-347-566-2771 ID: 932899372#

Teleconference: [Click here to join the meeting](#)

Meeting ID: 236729275449 Passcode: Ep5Haq (if link above does not work)

AGENDA

CALL TO ORDER

II. FLAG SALUTE

III. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA

This time is reserved for persons to address the Board of Directors on matters not on the agenda over which the District has jurisdiction. Time is limited to 3 minutes per speaker. The Board of Directors can take no action on your presentation. Any person desiring to speak on an item on the agenda will be given an opportunity to do so prior to the Board of Directors acting on the item.

IV. BOARD COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA

V. CONSENT AGENDA

The following items are considered routine and non-controversial by District Staff and may be approved by one motion. If a member of the Board or audience wishes to comment or ask questions on an item, it will be moved to New Business or Reports.

Approval of Minutes

- | | |
|--|-------|
| 1. BOD Meeting Minutes March 19, 2024 | Tab 1 |
| 2. BOD Meeting Minutes March 26, 2024 Special | Tab 2 |
| 3. Receive and File, Finance Committee Minutes 03/13/24 | Tab 3 |
| 4. Receive and File, Strategic Planning Minutes 02/15/24 | Tab 4 |

VI. OLD BUSINESS

A. None

VII. NEW BUSINESS

A. Bond Counsel Compensation for Tax Exempt Work Tab 5

B. Director Vacancies

VII. REPORTS

A. Adventist Health Tehachapi Valley Update (C. Scrivner/Bre Patterson)

B. TVHD CEO Report Tab 6

VIII. ADJOURNMENT

NOTICE TO THE PUBLIC

PUBLIC COMMENT PERIOD FOR REGULAR MEETINGS

Members of the public may comment on any item on the agenda before the Board takes action on it. The public may also comment on items of interest to the public that is within the subject matter jurisdiction of the Board; provided, however, the Board may not take action on any item not appearing on the agenda unless the action is otherwise authorized by law. Any person addressing the Board will be limited to a maximum of three (3) minutes so that all interested parties have an opportunity to speak.

COPIES OF PUBLIC RECORDS

All writings, materials, and information provided to the Board for their consideration relating to any open session agenda item of the meeting are available for public inspection and copying during regular business hours at the Administration Office of the District at 116 W E St., Tehachapi, California.

COMPLIANCE WITH ADA

This agenda shall be made available upon request in alternative formats to persons with a disability, as required by the Americans with Disabilities Act of 1990 (42 U.S.C. § 12132) and the Ralph M. Brown Act (Cal. Gov't Cod. § 54954.2). Persons requesting a disability related modification or accommodation in order to participate in the meeting, should contact the Executive Office during regular business hours by phone at 661-750-4848, or in person at the District's Administrative Office at 116 W E St., Tehachapi, California.

**TEHACHAPI VALLEY HEALTHCARE DISTRICT
MINUTES OF THE BOARD OF DIRECTORS MEETING
March 19, 2024
116 West E Street, Tehachapi, CA 93561**

I. CALL TO ORDER

President Nixon called the meeting to order at 10:00am.

Directors Present: Lydia Chaney, Duane Moats, Mike Nixon, Bill Steele (remote)

Directors Absent: Carl Gehricke

Others Present: Peggy Mendiburu, CEO; Scott Nave, Legal Counsel; Claudia Elliott, The Tehachapi News; Pat Doody, The Loop

II. FLAG SALUTE

President Nixon led the flag salute.

III. BOARD COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA

IV. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA

Claudia Elliott questioned the previous agendas 02/20/24, Closed Session Trade Secrets; 02/27/24 Closed Session Lease Negotiations and 03/11/24 Closed Session Lease Negotiations. Claudia Elliott also inquired about 03/19/24 closed session agenda item: Property Negotiations: 1100 Magellan Drive, Tehachapi, CA 93561. Counsel Nave responded that the 2/27/24 and 3/11/24 should have been described as in prior agendas as "Trade Secrets," not "lease negotiations." If there is action after today's closed session regarding Magellan, it will be shared in open session.

V. CONSENT AGENDA

A. Approval of Minutes

1. Board Meeting minutes 02/20/24
2. Receive and File Finance Committee Minutes

Consent agenda items approved. MSA: Steele/Chaney

V. OLD BUSINESS

A. None

VI. NEW BUSINESS

A. None

VII. REPORTS

A. Adventist Health Tehachapi Valley Update

- Not present
- TVHD CEO Report (attached)

VIII. CLOSED SESSION

A. Potential Litigation: One Case Diamond

B. CEO Performance Evaluation

C. Report Involving Trade Secrets (Health & Safety Code 32016), Proposed New Service

D. Property Negotiations: 1100 Magellan, Tehachapi, CA 93561

X. CLOSED SESSION REPORT

In closed session, Counsel, CEO, and the Board discussed potential litigation with DiamondIT, the CEO performance evaluation was conducted, one trade secret item regarding a new service, and real property negotiations for 1100 Magellan, Tehachapi, CA. No action was taken and no other items were discussed.

XI. ADJOURNMENT

President Nixon adjourned the meeting at 11:20am

Lydia Chaney, Secretary
04/16/24

**TEHACHAPI VALLEY HEALTHCARE DISTRICT
MINUTES OF THE BOARD OF DIRECTORS MEETING SPECIAL
March 26, 2024, 11:30am**

I. CALL TO ORDER

President Nixon called the meeting to order at 2:00PM

Directors Present: Lydia Chaney, Duane Moats, Mike Nixon, Carl Gehricke, William Steele (remote)

Others Present: Peggy Mendiburu, CEO; Scott Nave, Legal Counsel (remote)

II. FLAG SALUTE

President Nixon led the flag salute.

III. CLOSED SESSION

A. CEO Performance Evaluation

1. The Board conducted a CEO Performance Evaluation.

IV. OPEN SESSION (9:45am)

V. CLOSED SESSION REPORT

In closed session the Board conducted a CEO performance evaluation. No action was taken and no other items were discussed.

VI. CONSENT AGENDA

A. February 27, 2024 BOD Minutes

B. March 11, 2024 BOD Minutes

Consent agenda approved; MSA: Steele/Chaney; roll call all eyes.

NEW BUSINESS

A. District Amendment of the CEO Contract Regarding Compensation

Director Gehricke commented that he prefers percentages over bonuses. Director Moats inquired about the 13.5% for PTO. CEO Mendiburu commented that 13.5 percent is the highest level in PTO compensation and last year upon hiring was started at 11.5 percent. **MSA: Steele/Chaney; roll call all eyes.**

B. Committee Assignments

President Nixon announced that Director Chaney will be taking Duane's place on the Finance Committee in the future and removed Carl from committee for one month so Lydia can have time w/Duane in April.

VII. ADJOURNMENT

Meeting adjourned at 11:51am

Approved on the __ day of April, 2024

Lydia Chaney, Secretary

DRAFT

TEHACHAPI VALLEY HEALTHCARE DISTRICT
Strategic Planning Committee
February 15, 2024, 12:30pm
116 West E Street
Tehachapi, CA 93561
12:00pm

Board Members Present: Mike Nixon, Lydia Chaney

Staff Present: Peggy Mendiburu, CEO, Lisa Hughes, Business Manager

Transcribed by: Peggy Mendiburu

Approval: _____ Date: _____

I. CALL TO ORDER

Mike Nixon called the meeting to order at 12:30pm

II. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA

None

III. APPROVAL OF MINUTES

January 12, 2024 minutes approved. **MSA: Chaney/Mendiburu**

IV. NEW BUSINESS

A. Grant Policy to Board

Peggy provided a draft to the committee of the former policy to bring to the Board for reinstatement of TVHD providing Grants. **APPROVED BRINGING GRANT POLICY TO BOARD FOR APPROVAL; MSA:CHANEY/NIXON**

V. OLD BUSINESS

A. Use of 116 West E Street Property

Move from West E St to 116 West F Street to occur March 1, 2024. Peggy requested one more month from the Ruiz'.

VI. CEO REPORT (attached)

Peggy provided updates on finances and the District.

VII. BOARD COMMENTS ON BUSINESS NOT APPEARING ON THE AGENDA

None.

VIII. ADJOURNMENT

Meeting adjourned at 1:00pm

TEHACHAPI VALLEY HEALTHCARE DISTRICT
FINANCE COMMITTEE MINUTES
March 13, 2024
116 W E Street
Tehachapi, CA 93561
12:30 PM

Board Members Present: Duane Moats, Carl Gehricke

Staff Present: Peggy Mendiburu, CEO, Lisa Hughes, Business Manager

Transcribed by: Lisa Hughes

Approval: _____ Date: _____

I. CALL TO ORDER

Director Moats called the Finance Committee Meeting to order at 12:30pm

II. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA

None

III. APPROVAL OF MINUTES

February 2023, minutes approved. **MSA: Gehricke/Moats**

IV. REPORTS

A. Finance Reports

1. Committee reviewed finance report for February 2023.

B. American Express

Committee reviewed American Express for February 2023. with no questions.

C. Petty Cash

Reviewed for February 2023. With no questions

V. OLD BUSINESS

A. Warriors Pantry (THS)

1. TVHD Outreach Committee donated \$1000.00 dollars to the pantry.

B. TVHD Move, 116 West F. Street

1. TVHD staff has moved into the building as of 4/1/2024.

C. IT System

1. Legal Counsel, Nave has been negotiating the current contract.

2. CEO Mendiburu signed with Golden Hills IT to service the District's IT needs.

VI. NEW BUSINESS

A. 20111 W. Valley Blvd.

1. TVHD purchased the building 3/15/2024.

2. With two part time tenants.

VII. BOARD COMMENTS ON BUSINESS NOT APPEARING ON THE AGENDA

VIII. **ADJOURNMENT**
Meeting adjourned at 1:00pm.

Dear Peggy,

Per your earlier conversations with Maryann Goodkind from our office, in connection with the Tehachapi Valley Healthcare District's Conversion Bonds, the team had originally set aside \$30,000 in costs of issuance for bond counsel fees related to the conversion from taxable bonds to tax-exempt refunding bonds at a later date.

As our team geared up for the conversion, and as you may recall, we took the matter to the District Board for authorization and planned for the conversion to occur on November 1, 2023. We prepared closing documents for the various parties to execute as of that date. On November 1st (the original date of closing), we belatedly received responses to the tax questionnaire that would allow our office as Bond Counsel to provide an opinion that the conversion bonds would be tax-exempt (a requirement of the Purchaser of the Bonds).

After review, our tax counsel, having worked with numerous other hospital districts, raised the issue of the various contracts that typically occur within a hospital system that would need to be reviewed to ensure we could provide a clean bond counsel opinion. The requests, timing of responses and the collection of such documents and other hospital contracts occurred such that the closing had to be delayed to December 2023 to allow sufficient time for tax counsel review, then again to January 2024, resulting in re-drafting and collecting additional documents and opinions for the twice-delayed closing.

For convenience, below is a breakdown of our legal team's billed time by office of the attorneys working on the transaction by month, for your review (*Austin, DC and NY offices conducted tax analysis and review*). Our engagement letter *does* contemplate hourly billable time for the conversion process, however, our estimated fees of \$30,000 did not anticipate the twice-delayed closings due to the additional tax diligence required for us to issue our clean bond counsel opinion. Should you have any questions, or require additional information, please let us know. Anything you're able to do to help cover at least a portion of the additional time would be much appreciated.

Many thanks,

Ann Rohlin and Maryann Goodkind

	LA	AUS	NY	SF	TOTAL Billed Time (excluding costs):
Sept	5,844.50	1,192.00	0.00	1,490.00	8,526.50
Oct	9,063.50	2,764.50	6,106.00	5,959.00	23,893.00
Nov	5,696.50	0.00	4,875.00	10,656.00	21,227.50
Dec-Jan	11,233.50	0.00	10,500.00	24,384.00	46,117.50
TOTAL	\$31,838.00	\$3,956.50	\$21,481.00	\$42,490.00	\$99,765.50

Total Bond Counsel Fees (including \$323.62 costs): \$100,089.12
Amount set aside in costs of issuance: (\$30,000.00)
Difference: \$70,089.12

April 11, 2024, CEO Report - Mendiburu

- March 2024 total in was \$63,651 with expenses at \$62,026.27 leaving a net of \$1625. YTD revenue is \$2.6M
- Reviewing draft lease agts for current tenants at 20111 West Valley property that Scott prepared. There is interest from several groups including a former tenant. Some of the groups or physicians interested are an OB/GYN surgeon, a cardiovascular group, and former tenant that provides family medicine.
- Grant for Community Garden was submitted on March 29, 2024. Awardees to be announced in mid-May. Thanks to Christine Sherrill and her help. She also donated \$1,000 to the garden.
 - Community Garden volunteers have hand plowed the dirt areas of the garden.
- Move to the PT Building occurred April 1, 2024, with some IT issues, but we are up and running.
- In 2022, the District sponsored a hole for the Tehachapi Police Foundation Golf Tournament for \$100. The golf tournament will occur on July 26, 2024. I would like to support this unless any Board members disagree.

