

**TEHACHAPI VALLEY HEALTHCARE DISTRICT
SPECIAL BOARD OF DIRECTORS MEETING
AGENDA**

**December 14, 2021
Tehachapi CA 93561
Open Session- 10:00 am
116 W E Street
Tehachapi, CA 93561
Conference Call in # - 1-351-888-6527**

I. CALL TO ORDER

II. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA

This portion of the meeting is reserved for persons desiring to address the Committee on any matter not on the agenda over which the District has jurisdiction. You may state your name and address for the record. Time is limited to 3 minutes per speaker. The Committee can take no action on your presentation, but can seek clarification to points made in your presentation or comments. Additionally, members can ask staff for factual information, refer the item to staff and/or calendar the item on a future agenda. Any person desiring to speak on an agenda item will be given an opportunity to do so prior to the Committee taking action on the item.

III. 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.

A. Approval of Minutes

- | | |
|--|-------|
| 1. Board of Directors Special Meeting, 11/2/21 | TAB 1 |
| 2. Board of Directors Special Meeting, 11/9/21 | TAB 2 |
| 3. Community Outreach, 11/9/21 | TAB 3 |

IV. NEW BUSINESS

- | | |
|---|-------|
| A. Summary of Bond Refunding Presentation | TAB 4 |
| B. Authorization of Change Form for the Transfer of Funds for California State Treasurer's Office Local Agency Investment Fund (LAIF) | TAB 5 |
| C. Bank of the Sierra account signer change form | TAB 6 |

V. OLD BUSINESS

- | | |
|---|-------|
| A. 115 West E Street Project | TAB 7 |
| 1. Demo update | |
| 2. Community Center Ideas | |
| 3. RFP for Architectural and Engineering Services | |

VI. REPORTS

A. Finance Report

TAB 8

B. CEO Report

TAB 9

C. Community Outreach Report

D. Strategic Planning Report

E. Adventist Health Tehachapi Valley

VII. **BOARD COMMENTS ON BUSINESS NOT APPEARING ON THE AGENDA**

VIII. **CLOSED SESSION**

A. PROPERTY NEGOTIATIONS: Water Rights Purchase Agreement

IX. **ADJOURNMENT**

Tab 1

BOD Minutes 11/2/21

TEHACHAPI VALLEY HEALTHCARE DISTRICT
BOARD OF DIRECTORS MEETING
MINUTES
116 W E Street
Tehachapi, CA 93561
November 2, 2021
Conference Call # 351-888-6527
10:00 am

Board Present: Mike Nixon, Christine Sherrill, William Steele, Duane Moats

Staff Present: Caroline Wasielewski, CEO; Scott Nave, Legal Counsel

I. CALL TO ORDER

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

II. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA

None

III. NEW BUSINESS

None

V. OLD BUSINESS

A. Ideas for Community Resource Center

CEO Wasielewski reviewed with the Board what items have been discussed at previous meetings, to include: solar heat exchangers, charging stations, EV charging stations, and possible grants for such items. The Board then discussed the possibility of a two-story building facing E street that would have loft apartments on the second floor. These would be used for traveling nurses or medical providers. Questions were brought up concerning if there was a great need for housing considering there are hotels and suites nearer to the new hospital. It was determined that it would need to be discussed with Adventist Health to determine level of need. A suggestion was entered that they could be leased to residents of Tehachapi. Legal counsel Navel advised the Board that residential housing is most likely not within the scope of a Healthcare District. President Mike Nixon suggested that the first phase of the project be to construct offices/storefronts facing Curry Street. Again Mr. Nave reminded the Board that the scope of healthcare districts involves health and wellness, so the offices should be leased to such professionals, not ordinary retail, as it could affect

the provisions that are provided to a healthcare district. If the Board was moved to be involved in retail leasing and residential housing it would be advisable to investigate a Joint Powers Agreement with the City of Tehachapi. A few Board members want the Mountain Pathways to be part of the first phase and for a community building to be built before the offices. It was suggested the Board work on creating a vision first, then, for each phase, go to a architect, then CEQA, then planning, design, bidding and construction. Mr. Nixon would like a full and complete vision before an architect is obtained.

VI. BOARD COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA
The Board thanked community member Kim Nixon for attending and contributing to the discussion.

VII. CLOSED SESSION
A. Water Rights Negotiations

VIII. CLOSED SESSION REPORT
The Board discussed water rights negotiations. No action was taken and no other items were discussed.

IX. ADJOURNMENT
Meeting adjourned at 11:15 am

Respectfully,

Christine Sherrill
Secretary

Tab 2

BOD Minutes 11/9/21

TEHACHAPI VALLEY HEALTHCARE DISTRICT
BOARD OF DIRECTORS MEETING
MINUTES
116 W E Street
Tehachapi, CA 93561
November 9, 2021
Conference Call # 351-888-6527
11:15 am

Board Present: Mike Nixon, Christine Sherrill, William Steele, Duane Moats, Carl Gehricke

Staff Present: Caroline Wasielewski, CEO; Scott Nave, Legal Counsel

Guests: Emilio Flores, CFW; Ann La Morena Rohlin, Norton Rose Fulbright; Rick Jackson, JWT & Associates, LLP

I. CALL TO ORDER

Chair Mike Nixon called the meeting to order at 11:15 am.

II. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA
None

III. CONSENT AGENDA

Approval of Minutes

1. Board of Directors Special Meeting, 10/14/21

2. Board of Directors Meeting, 10/19/21

Motion made by W. Steele to approve minutes with changes to 10/19/21 minutes to reflect the amount of CEO increase and date to begin. Also correct a spelling error on page one. Seconded by C. Sherrill.

MSA; STEELE/SHERRILL; 5-0; APPROVED

V. NEW BUSINESS

A. FY2021 Audited Financial Statements

Auditor Rick Jackson presented the audited financial statements for Fiscal Year 2021. He began by reviewing the auditor opinions. Next, he moved on to the Balance Sheet. He noted that depreciation expense has begun since the new hospital has come online. Cash assets are good. Long term portion is related to the bonds. The increase in unearned income is the grant award of 300k. after reviewing the income statement he noted that net patient service revenue was increased due to supplemental payments related to

patient care. The largest expense was depreciation which is a noncash item. He noted the district tax income and interest expense with is from the general obligation bonds. The cash flow statement is from year end to year end and displays the story of cash. The notes for Financial Statements are consistent with prior years. Mr. Jackson invited the board to email or call with any additional questions. Mr. Jackson recommended a change to QuickBooks and for TVHD to get the help of a CPA. C. Sherrill made a motion to accept the audit and D. Moats seconded. It was approved.

MSA; SHERRILL/MOATS; 5-0; APPROVED

B. Resolution of the Board of Directors of the Tehachapi Valley Healthcare District Adopting a Debt Management Policy

Ann La Morena Rohlin, Norton Rose Fulbright, informed the board that for the agency to be bond counsel for this transaction a debt policy is required. The policy presented affords TVHD with the maximum amount of flexibility. The Board was asked to approve. C. Sherrill motioned to accept; Wm. Steele seconded. Approved

MSA; SHERRILL/STEELE; 5-0; APPROVED

C. Bond Counsel Engagement Letter in Connection with Tehachapi Valley Healthcare District's Proposed General Obligation Refunding Bonds, (Refunding 2009 Election, Series 2013)

This resolution is to make Norton Rose Fulbright bond counsel for the current transaction and for legal perspective for conversion from taxable to nonexempt. *D. Moats asked if the municipal rates quoted in the resolution were discounted. It was substantiated. It was then noted that there is a \$75,000 fixed fee for this current transaction. And that fee will come out of the transaction itself. C. Gehricke asked for verification that Norton Rose Fulbright represents Adventist Health as well. It was confirmed and Adventist Health was notified as well and signed a waiver.* Wm. Steele motioned to accept, C. Gehricke seconded. Approved.

MSA; STEELE/GEHRICKE; 5-0; APPROVED

D. Contract for Professional Municipal Advisory Services by and between the Tehachapi Valley Healthcare District and CFW Advisory Services, LLC

Emilio Flores, CFW, requested the Board approve the resolution to contract with CFW for this transaction and for a five-year term until the future conversion date. C. Gehricke motioned to approve. The board requested that page 4 would be changed that all notices go to Attention; C. Wasielewski, CEO. C. Sherrill seconded motion with the requested changes. Approved

MSA; GEHRICKE/SHERRILL; 5-0; APPROVED

E. Resolution of the Board of Directors of the Tehachapi Valley Healthcare District Authorizing the Issuance and Sale of the District's General Obligation Refunding Bonds, 2009 Election, 2021 Series A (Convertible)

Emilio Flores, CFW, reviewed the changes in the authorization of issuance and sale documents. The main difference is that all instances of Wells Fargo have been changed to Computershare. The invoice for the county for interest payments is now done by Computershare. Major terms remain substantially unchanged. Good faith estimates are in the new version. There are costs that will come directly out of the transaction: a \$225,000 placement fee paid to Piper Sandler and the cost of bond insurance. Mr. Flores informed the Board that the total saving over 20 years is nearly \$7.6 million, due to uniform savings and private placement. *D. Moats asked if after the deal can a savings summary be submitted for an article in the local newspaper. Mr. Flores explained that CFW will prepare a press release and work with the local news. D. Moats made a motion to approve and seconded by Wm. Steele. Mr. Flores explained that this resolution now locks in the savings level with Capital One and next will be some required due diligence forms.*
MSA; MOATS/STEELE; 5-0; APPROVED

F. Resolution Authorizing Remote Meetings During State of Emergency (November)

The resolution to continue to hold remote meetings during California State of Emergency.
MSA; STEELE/SHERRILL; 5-0; APPROVED

G. Authorization of Change Form for the Transfer of Funds for California State Treasurer's Office Local Agency Investment Fund (LAIF)

This item was tabled until the next general board meeting.

H. Change Order Request - Integrated Demolition and Remediation Inc.

During the demolition of the old hospital building at 115 W E Street there was unforeseen concrete foundations discovered. The pieces of concrete needed to be removed and discarded. This was out of the original scope of the project. The Board was asked to approve the change order.

MSA; GEHRICKE/MOATS; 5-0; APPROVED

VI. **BOARD COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA**

Wm. Steele asked about the December Board Meeting. Due to the Christmas holiday, the board agreed to have a Special Board Meeting on Tuesday, December 14th in place of the regular meeting.

VII. CLOSED SESSION

A. Real Property Negotiations

VIII. CLOSED SESSION REPORT

The Board discussed water rights negotiations. No action was taken, and no other items were discussed.

IX. ADJOURNMENT

Meeting adjourned at 11:59 am

Respectfully,

Christine Sherrill
Secretary

Tab 3

Community Outreach Minutes 11/9/21

Tehachapi Valley Healthcare District
Community Outreach Committee
Meeting Minutes
November 9, 2021
116 W E Street, Tehachapi, CA
10:00 am

I. CALL TO ORDER

Director Steele called to order the regular meeting of the Community Outreach Committee at 12:02 pm on 11/9/21 at TVHD Office.

II. ROLL CALL

Directors William Steele and Christine Sherrill were present. Staff member Caroline Wasielewski was present.

III. APPROVAL OF MINUTES

The committee approved unanimously the minutes from October 12, 2021.

IV. OLD BUSINESS

None

V. NEW BUSINESS

A. Greater Tehachapi Economic Development Committee Meeting Feedback

CEO Wasielewski reviewed the handout in Committee packet that went over resident feedback from the most recent GTEDC meeting. It included many ideas that could be incorporated into the new Community Resource Center.

B. Community Resource Center Facility and Services

The committee reviewed information that will be included in the RFP for the community center. The committee would like to figure out what services will be offered for the community and how much room and square feet will be needed for such services and facilities. A list of potential offerings was in the packet. The committee will meet again in December to finalize the list of services, make a proposal to the full Board and then request that the Board move forward with sending out proposals for architects.

VI. ADJOURNMENT

The meeting was adjourned at 10:50 am

Minutes approved by: _____

William Steele

DRAFT

TAB 4

New Business

Summary of Bond Refunding Presentation

will be available at time of meeting

Emilio Flores, CFW

Tab 5

LAIF Authorization Changes



Tehachapi Valley
Healthcare District

Tab 5

Quality healthcare. Right here. Right now.

12/10/21

Request to update the LAIF account authorization for Transfer of Funds.

Currently the signers are:

MIKE NIXON

DUANE MOATS

EUGENE SUKSI

CHESTER BEEDLE

Please update to:

MIKE NIXON

DUANE MOATS

CAROLINE WASIELEWSKI

Tab 6

Bank of Sierra Account Signers Changes



Tehachapi Valley
Healthcare District

Tab 6

Quality healthcare. Right here. Right now.

12/10/21

Request to update the signers on following Bank of Sierra banking accounts with current board members and CEO, and to remove previous CFO.

IGT Grants

McareMcal Ovrp

Funded Deprec

General Check

Prop Tax Fund

Payroll Acct

Tab 7

115 West E Street Project

1. Demo Update
2. Community Center Ideas
3. RFP for Architectural and Engineering Services

115 W E Street – Demo Finished

Community Resource Center

Large conference room area for groups and seminars/meetings

Smaller meeting rooms for daily use by community groups

Area to be used for cooling center, phone/medical device charging

Building or separate area with approximately 5000 sq ft for Mountain Pathways

Need to create and sent out request for proposals for architectural and engineering services.

Tab 8

Finance Report

October and November 2021

October-21



	Deposti		County of Kern	\$16,049.87
	Deposit		HP Sears	\$1,124.00
	Deposit		BETA	\$267.50
	Deposit		JLL	\$2,500.00
	Deposit		JLL	\$320.00
	Total			\$20,261.37

Operating Expenses	\$17,855.91
Payroll	\$14,199.02
TOTAL Expenses	\$32,054.93
Net Income	(\$11,793.56)

October Check Register Report

Application Code: AP

User Login Name: cwasiolewski

Bank Code	Check #	Check Date	Description	Status	Check Type	Amount
1	141162	10/01/21	BETA HEALTHCARE GROUP		C	597.19
1	141163	10/01/21	HUMANA INSURANCE CO.		C	545.14
1	141164	10/01/21	LUIS & CONSUELO RUIZ		C	500.00
1	141165	10/01/21	STREAMLINE		C	100.00
1	141166	10/01/21	UNITEDHEALTHCARE		C	1,476.30
1	141167	10/07/21	ALEX AND EMMA CLEANING SERVICE		C	270.00
1	141168	10/07/21	E.R. MOORE TERNITE & PEST CONT		C	80.00
1	141169	10/07/21	MATSON ALARM CO INC		C	35.00
1	141170	10/07/21	PETTY CASH		C	15.00
1	141171	10/07/21	SOUTHERN CALIF EDISON		C	321.63
1	141172	10/07/21	TEHACHAPI NEWS		C	297.20
1	141173	10/14/21	BRITE CLEANING INDUSTRIES		C	135.00
1	141174	10/14/21	DELFIN TORIBIO		C	100.00
1	141175	10/14/21	DIAMOND TECHNOLOGIES, INC		C	2,528.95
1	141176	10/14/21	E.R. MOORE TERNITE & PEST CONT		C	80.00
1	141177	10/14/21	TEHACHAPI PLUMBING CO		C	396.00
1	141178	10/21/21	CITY OF TEHACHAPI		C	426.54
1	141179	10/21/21	DIAMOND TECHNOLOGIES, INC		C	7,471.82
1	141180	10/21/21	HEALTHLAND		C	1,404.89
1	141181	10/21/21	MOATS, DUANE R.		C	200.00
1	141182	10/21/21	NIXON, MIKE		C	200.00
1	141183	10/21/21	POSTMASTER		C	36.00
1	141184	10/21/21	SPECTRUM		C	122.97
1	141185	10/21/21	STEELE, BILL		C	300.00
1	141186	10/21/21	WITT'S		C	16.28
1	141187	10/21/21	GEHRICKE, CARL		C	200.00
2						
2						

Grand Total: 17,855.91

Total Number of Checks Printed: 28

Bank Code: From 1 To 2

Check No: From 1000 To 141237

Check Date: From 10/01/21 To 10/31/21

Check Type: All

Check Status: All

Nov-21



11/22/2021	Deposit		County of Kern	\$56,960.50
11/15/2021	Deposit		HP Sears	\$520.91
11/15/2021	Deposit		BETA	\$193.00
11/2/2021	Deposit		Pitney Bowes	\$29.21
11/1/2021	Deposit		JLL	\$2,500.00
11/1/2021	Deposit		JLL	\$1,488.71
	Total			\$61,692.33

Operating Expenses	\$24,596.45
Payroll	\$15,950.79
TOTAL Expenses	\$40,547.24
Net Income	\$21,145.09

12/10/21
11:45

TEHACHAPI VALLEY HEALTHCARE DISTRICT

November Check Register Report

Application Code: AP

User Login Name: cwasielowski

Bank Code	Check #	Check Date	Description	Status	Check Type	Amount
1	141188	11/01/21	LUIS & CONSUELO RUIZ		M	500.00
1	141190	11/01/21	BETA HEALTHCARE GROUP		M	597.19
1	141191	11/01/21	HUMANA INSURANCE CO.		M	545.14
1	141192	11/01/21	UNITEDHEALTHCARE		M	1,476.30
1	141193	11/05/21	AFLAC		C	39.12
1	141194	11/05/21	ALEX AND EMMA CLEANING SERVICE		C	180.00
1	141195	11/05/21	E.R. MOORE TERNITE & PEST CONT		C	80.00
1	141196	11/05/21	GAS COMPANY		C	45.64
1	141197	11/05/21	MATSON ALARM CO INC		C	39.00
1	141198	11/05/21	MITEL CLOUD SERVICES		C	228.00
1	141199	11/05/21	NAVE LAW OFFICE, PROFESSIONAL		C	1,887.00
1	141200	11/05/21	SOUTHERN CALIF EDISON		C	118.64
1	141201	11/05/21	STREAMLINE		C	100.00
1	141202	11/05/21	TOSHIBA FINANCIAL SERVICES		C	548.71
1	141203	11/05/21	WITT'S		C	14.55
1	141204	11/12/21	AMERICAN EXPRESS		C	598.88
1	141205	11/12/21	DELFIN TORIBIO		C	100.00
1	141206	11/12/21	GEHRICKE, CARL		C	100.00
1	141207	11/12/21	JWT & ASSOCIATES, LLP		C	9,500.00
1	141208	11/12/21	MITEL CLOUD SERVICES		C	231.78
1	141209	11/12/21	MOATS, DUANE R.		C	200.00
1	141210	11/12/21	NIXON, MIKE		C	200.00
1	141211	11/12/21	PETTY CASH		C	98.55
1	141212	11/12/21	STEELE, BILL		C	300.00
1					C	
1	141214	11/18/21	DIAMOND TECHNOLOGIES, INC		C	2,039.70
1	141215	11/18/21	HEALTHLAND		C	1,404.89
1	141216	11/18/21	TALX CORPORATION		C	77.00
1	141217	11/18/21	WITT'S		C	87.15
1	141218	11/29/21	AFLAC		C	39.12
1	141219	11/29/21	CITY OF TEHACHAPI		C	424.42
1	141220	11/29/21	E.R. MOORE TERNITE & PEST CONT		C	80.00
1	141221	11/29/21	NAVE LAW OFFICE, PROFESSIONAL		C	2,295.50
1	141222	11/29/21	SPECTRUM		C	122.97
1	141223	11/29/21	TEHACHAPI NEWS		C	297.20
2						
2						

Grand Total: 24,068.12

Total Number of Checks Printed:

Bank Code: From 1 To 2
Check No: From 1000 To 141237
Check Date: From 11/01/21 To 11/30/21
Check Type: All
Check Status: All

Tab 9

CEO Report

will be available at meeting