

TEHACHAPI VALLEY HEALTHCARE DISTRICT
BOARD OF DIRECTORS MEETING
MINUTES
116 W E Street
Tehachapi, CA 93561
October 19, 2021
Conference Call # 351-888-6527
4:30pm

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

Staff Present: Caroline Wasielewski, CEO; Lisa Hughes, Business Manager;
Scott Nave, Legal Counsel via teleconference

I. CALL TO ORDER

Chair Mike Nixon called the meeting to order at 4:32 pm.

II. FLAG SALUTE

III. PUBLIC COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA

None

IV. CONSENT AGENDA

A. Approval of Minutes

1. Board of Directors Meeting, 9/21/2021
2. Receive and File, Community Outreach Committee, 9/14/2021

Consent Agenda Approval

MSA: STEELE/SHERRILL; 5-0; APPROVED

*The Board took the first item A. off New Business first.

VI. NEW BUSINESS

A. General Obligation Bond Refinancing Overview

Emilio Flores of CFW, Inc. explained a handout in the Board packet about the difference between a public negotiated sale and a private placement agreement. Mr. Flores explained the different savings structures and how they would affect the taxpayers. The options are back loaded savings, front loaded savings, and uniform savings structures. Private placements are bought by on buyer and the credit rating process is not needed. The process would also move faster with private placement. The Board would select one investor and vet them. Mr. Flores informed the board there is already banks interested. Mr. Flores handed out a terms sheet from Capital One Bank. There is a significant difference in savings between a private placement and public negotiated sale.

After some healthy discussion and questions Mr. Flores asked the board for their preference between a public and private sale. Director Nixon made a motion to go forward and send a letter of intent to Capital One Bank, expressing TVHD's desire to refund the bonds with private placement and uniform funding. The Board discussed the benefits of such refunding and Director Steele seconded the motion. A vote was taken and passed.
MSA; NIXON/STEELE; 5-0; APPROVED

B. CEO Compensation

President Nixon began the discussion by suggesting the CEO get a cost-of-living increase of six percent and made such motion. Director Sherrill seconded the motion. Director Gehricke recused himself from the vote as he did not work with Ms. Wasielewski as CEO. The remaining directors voted, and motion passed. The increase is to begin in November 2021.
MSA; NIXON/SHERRILL; 4-0; APPROVED

C. Resolution Amending the Day and Time of Regular Board Meeting

The board acknowledged that the current meeting time conflicts with the Recreation and Parks Board Meeting and there were some personal conflicts with the time, so a new time was discussed. A few different days or times were considered, and finally a motion from Director Gehricke was entered to change the regular Board meeting time to 10AM on the third Tuesday of each month. Director Moats seconded the motion. There was a vote and the motion passed.
MSA; GEHRICKE/MOATS; 5-0; APPROVED

V. OLD BUSINESS

A. Community Resource Center Naming

Scott Nave, Legal counsel began this item by advising that since Director Gehricke has a property interest within 500 ft of the potential new building he should disqualify himself from new land ideas that could affect his property value and real property interests. Director Gehricke stated he will disqualify himself until he no longer owns the property.

Director Sherrill made a motion to name the future community resource center after Dr. Sam Conklin. Mr. Moats seconded the motion. The board all agreed that Dr. Conklin showed loyalty, commitment, compassion and was loved by the Tehachapi community.

MSA; SHERRILL/MOATS; 4-0; APPROVED

B. Ideas for Community Resource Center

Tabled

VI. REPORTS

A. Community Outreach Committee

Director Steele reported to the board on the recent Community Outreach Committee Meeting. The committee received a presentation from a Josh Pierce from Adventist Health Tehachapi Valley. There were many proposals and potential opportunities to partner with AH.

B. CEO Report

CEO Wasielewski introduced Edward Martin, Operations Administrator for Adventist Health Tehachapi Valley. Mr. Martin gave his background and described his role with AH. He is exclusive to Tehachapi and looks forward to working in Tehachapi. Ms. Wasielewski continued by reviewing her report in the Board packet. There were no questions or discussion.

Board of Director Travel

None

VII. BOARD COMMENTS ON ITEMS NOT APPEARING ON THE AGENDA

None

VIII. CLOSED SESSION

A. Water Rights Negotiations

IX. CLOSED SESSION REPORT

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

X. ADJOURNMENT

Meeting adjourned at 5:56 pm

Respectfully,



Christine Sherrill
Secretary