

**NOTICE AND AGENDA OF A SPECIAL MEETING
BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

June 30, 2022

**5:00 P.M. Closed Session
6:00 P.M. Open Session**

Meeting via Zoom Conference

Topic: Board of Directors Special Meeting

Topic: Mendocino Coast Health Care District's Scheduled Board of Director's Meeting

June 30, 2022

**Closed Session at 05:00 PM
Open Session at 6:00 PM**

Join Zoom Meeting

<https://us06web.zoom.us/j/87895614520?pwd=dDBFSDMvUGpaZXhWRy8rTzZaQXR6QT09>

Meeting ID: 878 9561 4520

Passcode: 702947

One tap mobile

+17207072699,,87895614520#,,,,*702947# US (Denver)

+12532158782,,87895614520#,,,,*702947# US (Tacoma)

Dial by your location

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PLEASE TAKE NOTICE a Special Board of Directors meeting has been called for June 30, 2022. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.** No physical location from which members of the public may observe the meeting and offer publiccomment will be provided.

CONDUCT OF BUSINESS:

- 1. 5:00 P.M. CALL TO ORDER: Norman de Vall, Chair
- 2. ROLL CALL Sara Spring, Secretary
- 3. PUBLIC HEARING FOR CLOSED SESSION

Members of the public may take this opportunity to comment on closed session agenda items. Under the requirements of the Brown Act open meeting law, members of the community wishing to address an item on the closed session agenda may do so at this time. Items not on the agenda cannot be addressed at this time. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes. (Government Code 54954.3).

BROWN ACT REQUIREMENTS: Pursuant to the Brown Act, the Board of Directors cannot discuss issues or take action on requests during this comment period.

4. CLOSED SESSION

The Board will adjourn to closed session pursuant to Government Code 54950 - 54962.

4.1. Temporary administrative help

*(Public Employment: Independent Contractor Consultants
Government Code section 54957(b)(1))*

4.2. Interim legal services

*Public Employment: Independent Contractor Consultants
Government Code section 54957(b)(1)*

[TAB 1](#)

4.3. Consideration of claim by Jacob Patterson against the District
(Government Code § 54956.9(d)(2) *Information/Action*)

[TAB 2](#)

4.4. Discussion of Records

Corporate Code 8320 and Civil Code 4930

4.5. Structure of Organization

- 5. 6:00 P.M. OPEN SESSION CALL TO ORDER Norman de Vall, Chair
- 6. ROLL CALL Sara Spring, Secretary
- 7. REPORT ON CLOSED SESSION MATTERS Norman de Vall, Chair
- 8. PUBLIC COMMENTS
- 9. APPROVAL OF MINUTES Sara Spring, Secretary [TAB 3](#)
- 10. APPROVAL OF THE AGENDA Norman de Vall, Chair
- 11. APPROVAL OF THE CONSENT CALENDAR Norman de Vall, Chair
- 11.1. Approve Streamline Agreement [TAB 4](#)

- | | | |
|--|--|-----------------------|
| 11.2. Receipts and expenses for April-June | | TAB 5 |
| 11.3. Approval to obtain credit card for Chair and for the Treasurer | | |
| 11.4. Approve two Moss Adams agreements | | TAB 6 |
| 11.5. Approve change to MCOC ¹ bylaws | | TAB 7 |
| 11.6. Notice of Elective Offices | | TAB 8 |

12. OLD BUSINESS (info/possible action)

- | | | |
|--|-------------------------|------------------------|
| 12.1. Adopt final budget for FY23 | John Redding, Treasurer | TAB 9 |
| 12.2. Review/approve Devenney proposal | John Redding, Treasurer | TAB 10 |
| 12.3. Hubs and Routes | | TAB 11 |

13. NEW BUSINESS (info/possible action)

- | | | |
|---|-------------------------|------------------------|
| 13.1. Draft policy: Paying authorized expenses | John Redding, Treasurer | TAB 12 |
| 13.2. Representation at Local Area Formation Commission | Norman de Vall, Chair | |
| 13.3. Request annual report from MCOC | Norman de Vall, Chair | |
| 13.4. Process for applying for grants | Norman de Vall, Chair | |
| 13.5. Proposal for two regular meetings/month | Norman de Vall, Chair | |
| 13.6. Election of all officers | Norman de Vall, Chair | |
| 13.7. Committee Assignments | | |
| 13.8. Adopt Resolution for Remote Meetings | | TAB 13 |
| 13.9. FUTURE AGENDA ITEMS: | | |
| • Board policy regarding MCOC | John Redding, Treasurer | |
| • IRS Reporting (possible action) | | |
| – Payment to Director Spring | | |
| – Payment to Jacob Patterson | | |

14. PUBLIC COMMENTS

This portion of the meeting is reserved for persons desiring to address the Board of Directors on any matter which the District has jurisdiction. You may state your name and address for the record. Time is limited to 3 minutes per speaker. The Board of Directors can take no action on your presentation but can seek clarification to points made in your presentation or comments.

BROWN ACT REQUIREMENTS: Pursuant to the Brown Act, the Board of Directors cannot discuss issues or take action on requests during this comment period.

15. COMMENTS FROM BOARD OF DIRECTORS

16. ADJOURNMENT: Norman de Vall, Chair

(Agenda continues on the next page)

¹ Measure C Oversight Committee

Dated: June 27, 2022

STATE OF CALIFORNIA)
COUNTY OF MENDOCINO)

I declare under penalty of perjury that I am a representative of the Mendocino Coast Health Care District Board of Directors; and that I posted this notice on the front door of the AJ Grey Building on June 27, 2022.

The agenda and packet can also be found at www.mchcd.org.

Norman de Vall, Chair June 27, 2022

Original signed and posted at the entrance to the A.J. Grey Building

Norman de Vall, Chair June 27, 2022

All disabled persons requesting disability related modifications or accommodations, including auxiliary aids or service may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Directors, 755 River Drive, Fort Bragg, CA 95437 no later than three (3) working days prior to the meeting that such matter be included on that month's agenda.

*Per District Resolution, each member of the public who wishes to speak shall be limited to three minutes each per agenda item. Please identify yourself prior to speaking. Thank you.

TAB 1

Interim Legal Services

**RETAINER AGREEMENT
FOR GENERAL COUNSEL LEGAL SERVICES
MENDOCINO COAST HEALTHCARE DISTRICT**

This Retainer Agreement for General Counsel Legal Services ("Agreement") is made and entered into by and between RICHARD D. JONES, A PROFESSIONAL LAW CORPORATION ("Jones Mayer") and the MENDOCINO COAST HEALTHCARE DISTRICT (the "District"), a special district organized under the laws of the State of California.

RECITALS

- A. Jones Mayer is a firm in the general practice of law with extensive experience representing public agencies and is fully able to carry out the duties described in this Agreement.
- B. The District desires to contract with Jones Mayer to provide contract legal services to the District.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual terms and conditions set forth in this Agreement, Jones Mayer and the District agree as follows:

1. **APPOINTMENT OF GENERAL COUNSEL**

A. Keith F. Collins is hereby designated and appointed as General Counsel ("General Counsel") of the District, effective _____, 2022, with Ryan R. Jones as the designated Assistant General Counsel, and they shall serve and be compensated as provided by this Agreement. The General Counsel shall process, coordinate, and direct, as necessary, all legal services provided under this Agreement in order to maximize the timeliness and usefulness of the delivery of such services. To the extent required by the District, the General Counsel shall attend all District Board of Director meetings and other meetings, and be available at all reasonable times to the District in relationship to all legal services to be furnished by Jones Mayer under this Agreement. The General Counsel shall also direct and coordinate all internal activities so that all services provided by Jones Mayer under this Agreement to the District shall be fully competent, professional, consistent, timely, and in accordance with the standards prevalent in the industry. It is expressly understood that the experience, knowledge, capability, and reputation of the designated and appointed General Counsel are a substantial inducement for the District to enter into this Agreement. The General Counsel shall be responsible during the term of this Agreement for directing all activities of Jones Mayer on behalf of the District and devoting such time as necessary to personally supervise such services. The primary assignment of the General Counsel shall not be changed by Jones Mayer without the express approval of the District.

B. All attorneys of Jones Mayer assigned to perform approved District business shall, at all times while this Agreement is in effect and at their sole cost and expense, be fully

qualified and licensed to practice law in the State of California and before all appropriate federal courts and other bodies and tribunals.

C. The term of this Agreement shall commence on _____, 2022 and shall continue unless it is terminated in accordance with Section 11 of this Agreement, or amended by mutual written agreement of the parties.

2. SCOPE OF WORK

A. Jones Mayer agrees to perform all necessary legal services as General Counsel and shall:

1. Attend all regularly scheduled District Board of Director meetings as assigned by the District, and special meetings when requested.
2. Attend other meetings or via conference call as requested by the District.
3. Advise the District on all legal matters pertaining to District business.
4. Prepare, review, and approve as to form, contracts, agreements, resolutions, ordinances, and all other standard District documents.
5. Prepare such written and oral legal opinions as shall, from time to time, be requested by the District.
6. Perform such other routine legal services as are required, from time to time, by the Board of Directors or the District Manager.
7. Represent the District and the District's officials, officers, and employees in litigation and administrative proceedings as directed by the District.
8. At the request of the District, Jones Mayer may be asked to provide an estimate of hours and cost to complete a special project or task assigned by the District.
9. Supervise and coordinate all specialized legal services assigned to special counsel of the District.

~~B. The District reserves the right to retain, at its sole option, other legal counsel for specialized legal matters. The General Counsel will supervise outside legal counsel's work. This reservation of rights does not preclude the District from assigning these matters to Jones Mayer as part of the scope of duties under this Section 2 or requesting recommendations concerning the selection of outside legal counsel.~~

3. COMPENSATION

Jones Mayer shall be compensated under the terms of this Agreement as follows:

A. General Legal Services

The District shall pay Jones Mayer an hourly rate of \$225.00 per hour. Travel time and expenses for one meeting per month shall be borne by Jones Mayer; travel time and expenses for additional trips to the District shall be borne by the District. Paralegal services, for general legal services shall be billed at the rate of \$115 per hour. General legal services are those services which involve regular, recurring legal and factual issues. General legal services include: Attendance at Board meetings and other meetings as necessary including travel time, providing legal counsel and advice to District officials and staff, working with District officials and staff on all agenda items for District meetings, drafting, review and revision of District agendas, agreements, contracts, instruments, ordinances, reports, resolutions, and other documents as requested by District, and providing legal advice concerning Brown Act, Public Records Act, Political Reform Act and other conflict of interest compliance, and supervision of legal services performed by special counsel.

B. Specialized Legal Services/Special Projects

Specialized projects shall be billed to the District at the rate of \$250 per hour, including travel time for such specialized projects. Paralegal services, for non-litigation legal services shall be billed at the rate of \$115 per hour. Special legal services or special projects include those matters which present unique legal and/or factual issues. Special legal services differ from general legal services in that they are of an irregular non-recurring basis. Examples includes work of unusual complexity or requiring an extraordinary dedication of attorney time, as determined by the District, such as preparation and review of environmental documents under CEQA, NEPA, the Integrated Waste Management Act, the Clean Water Act , initiatives and referendums, interagency conflicts/issues, negotiation and drafting of complex real estate and development agreements, etc. The General Counsel may not unilaterally designate any matter as a special project.

C. Litigation Services

Litigation matters approved by the District shall be billed at the rate of \$250 per hour, including travel time for litigation services. Paralegal services shall be billed at the rate of \$115 per hour. The General Counsel will first get approval from the District before commencing work on litigation matters.

D. Billing and Rate Increases

Jones Mayer shall provide a monthly billing report indicating actual time spent providing services under this Agreement.

The foregoing retainer and hourly rates shall remain in full force and effect for two (2) years. Thereafter, the foregoing billing rates shall be adjusted annually (effective as of the anniversary date of this Agreement) to reflect any increase in the cost of living based on the Consumer Price Index increase for the prior year utilizing the standard as established by the

Bureau of Labor Statistics of the U.S. Department of Labor for consumers in the Mendocino County area, or another mutually agreed upon index based on comparable data should the Consumer Price Index established by the Bureau of Labor Statistics be unavailable not to exceed 5% per year.

E. Billable Activities for General Legal Services/Expenses

Jones Mayer will pay for travel expenses to Fort Bragg for one District Board of Director meeting per month, while travel expenses for additional trips to Fort Bragg per month will be borne by the District. The firm will bill automobile mileage at the standard rate for business use as announced from time to time by the Internal Revenue Service for travel to and from the District, or other locations as the District may direct. Otherwise, the firm does not bill mileage, fax, word processing, small reproduction matters (under 100 pages), or simple computer legal research costs. Additionally, it is agreed that the cost for administrative staff to perform clerical duties including but not limited to reviewing emails, scheduling meetings or general office filing will not be billable expenditures. When billing for legal research, the entry must reflect a description of the topic researched and its relevance to the effort.

Jones Mayer shall be reimbursed for direct out-of-pocket expenses actually and necessarily incurred in the course of providing legal services under this Agreement in preparation for and maintaining the prosecution or defense of litigation, including without limitation: court costs, jury fees, service costs, witness fees, deposition costs, reporters' fees, title reports, photographs, diagrams, maps, and similar expenses.

F. Monthly Statements

Jones Mayer shall submit statements of all payments due under this Agreement on a monthly basis to the District Manager. All work performed by Jones Mayer shall be billed in increments of tenths of an hour. The statement shall be in a form approved by the District, and shall set forth a description of all work performed, the hours worked, the identity of each person performing the work, the rate charged, the identity of the person requesting work, and any litigation costs or expenses eligible for reimbursement.

G. Payment

All hours shall be billed by the 15th day of each month following the close of the month for which hours are being provided. Payment for hours shall be due and payable within thirty days following submission of the billing statement to the District.

4. PROHIBITION AGAINST SUBCONTRACTING DELEGATING OR ASSIGNMENT

Jones Mayer shall not contract with or delegate to any individual or other entity to perform on the District's behalf, in whole or in part, any of the services required under this Agreement without the prior express approval of the District. In addition, neither this Agreement

nor any interest herein may be assigned or transferred, voluntarily or by operation of law, without the prior express approval of the District.

5. CONFLICT OF INTEREST

Jones Mayer shall at all times avoid conflicts of interest in the performance of this Agreement. In the event that a conflict arises, Jones Mayer shall immediately notify District. Within thirty (30) days following execution of this Agreement, Jones Mayer shall file a conflict of interest disclosure statement setting forth any information related to potential conflicts of interest to the extent such disclosure is required by law, including District's adopted conflict of interest code.

6. INDEPENDENT CONTRACTOR

Jones Mayer shall perform all services required under this Agreement as an independent contractor of the District, and shall remain at all times as to District a wholly independent contractor with only such obligations as are consistent with that role. Jones Mayer shall not at any time or in any manner represent that it or any of its employees or agents are District employees.

7. DISPUTE RESOLUTION

If any dispute or disagreement arises between the District and Jones Mayer as to any matter relating to this Agreement, including but not limited to the scope of services, the performance of the respective responsibilities of the District and Jones Mayer, the quality of the services rendered, and the billing of such services, the District and Jones Mayer agree to confer and attempt to resolve the matter informally. If the parties cannot agree, they agree that they will refer the dispute for resolution to mediation to the fullest extent permitted by law. The parties are aware that mediation is a voluntary process and pledge to cooperate fully and fairly with the mediator in an attempt to reach a mutually satisfactory compromise of any dispute or disagreement. The mediator shall be chosen by mutual agreement of the parties, and mediation shall commence within thirty (30) days of either party's written request to the other for mediation. Any agreement reached by the mediation shall be reduced to writing, be signed by the parties, and be binding on them. This provision for mediation is an effort to protect, preserve, and respect the requisites of a productive attorney-client relationship, but shall be without prejudice to either party pursuing its other lawful remedies.

8. RECORDS AND REPORTS

A. Records

Jones Mayer shall keep such books and records as shall be necessary to perform the services required by this Agreement and to enable the District to evaluate the performance of the required services. The District shall have full and free access to such books and records that deal specifically with the services performed by Jones Mayer for District at all reasonable times,

including the right to inspect, copy, audit, and make summaries and transcripts from such records.

B. Ownership of Documents

All reports, records, documents, and other materials prepared by Jones Mayer, its employees and agents in the performance of this Agreement shall be the property of the District and shall be delivered to the District upon request by the District or upon termination of this Agreement. Jones Mayer shall have no claim for further or additional compensation as a result of the exercise by the District of its full rights of ownership of the documents and material hereunder. Jones Mayer may retain copies of such documents for its own use.

C. Release of Documents

No report, record, document, or other material prepared by Jones Mayer in the performance of services under this Agreement shall be released publicly without prior written approval of the District, except as may be required by law.

9. NONDISCRIMINATION

Jones Mayer pledges there shall be no discrimination against or segregation of any person or group of persons on account of race, color, creed, religion, sex, marital status, sexual orientation, national origin, or ancestry in the performance of services under this Agreement.

10. TERMINATION

A. Termination By District

Jones Mayer shall at all times serve under the terms of this Agreement at the pleasure of the District Board of Directors, and the District Board of Directors hereby reserves the right to terminate this Agreement at will, with or without cause, by providing written notice to Jones Mayer. Upon receipt of any notice of termination, Jones Mayer shall cease all services under this Agreement except as may be specifically approved by the District. At that time, all further obligations of the District to pay Jones Mayer for services rendered under this Agreement shall thereupon cease, except as set forth in Section 11.C below; provided, however, that the District shall be obliged to pay for all services, costs, and expenditures lawfully incurred by Jones Mayer prior to the effective date of such termination, or subsequent to the date of termination at the direction of District.

B. Termination By Jones Mayer

Jones Mayer reserves the right to terminate this Agreement by giving sixty (60) days' advance written notice to District.

C. Mutual Obligations Upon Termination By Either Party

In the event of termination of this Agreement by either party, Jones Mayer shall cooperate with the District in transferring the files and assignments to the District Clerk or other person designated by District pending the hiring of another General Counsel. Jones Mayer shall be compensated at the hourly rates set forth in Section 3.A of this Agreement should Jones Mayer be called upon to perform any services after the effective date of termination, including the transfer of files and assignments.

11. NOTICES

Notices regarding this Agreement shall be given in writing to the parties at the following addresses:

Mendocino Coast Healthcare District
700 River Drive
Fort Bragg, CA 95437

Jones Mayer
6349 Auburn Blvd,
Citrus Heights, CA 95621

12. AMENDMENT OF AGREEMENT

This Agreement contains all of the agreements of Jones Mayer and the District. This Agreement may be amended at any time by mutual consent of the parties by an instrument in writing.

13. LEGAL REPRESENTATION

Both parties have had the opportunity to consult with legal counsel of its choice in the negotiation, review and execution of this Agreement. Each party shall bear its own fees in connection with the preparation and negotiation of this Agreement.

14. WARRANTY OF AUTHORIZED SIGNATURES

Each of the signatories hereto warrants and represents that he or she is competent and authorized to enter into this Agreement on behalf of the party for whom he or she purports to sign.

IN WITNESS WHEREOF, the duly authorized representatives of the parties have executed this Agreement in duplicate the _____ day of _____, 2022.

MENDOCINO COAST HEALTHCARE
DISTRICT

By: _____
Amy McColley, Chair, Board of Directors

ATTEST:

District Clerk

JONES MAYER


By: _____
Richard D. Jones, President

TAB 2

Claim Filed by Jacob Patterson

Provided separately to Board members

TAB 3
Minutes of Board Meeting
June 20, 2022

TAB 4

Agreement with Streamline

TAB 5

Income and Expenses for the months of April, May and June 2022

Receipts

14-Apr Property Tax	\$	324,395
14-Apr Parcel Tax	\$	598,098
		<hr/>
TOTAL	\$	922,493

Expenses

4-Apr California Health Facilities Financing Authority	\$	13,802
4-Apr Beta Healthcare Group	\$	849
5-Apr BNY Mellon (three months, Refinancing Bonds)	\$	140,800
13-Apr P&A (HRA expense)	\$	420
21-Apr P&A (HRA expense)	\$	2,028
25-Apr UHC of California	\$	230,475
25-Apr P&A (HRA expense)	\$	1,781
26-Apr Beta Health Care Group	\$	849
26-Apr California Health Facilities Financing Authority	\$	13,802
3-May Pelican Storage	\$	720
10-May P&A (HRA expense)	\$	79
16-May P&A (HRA expense)	\$	480
16-May CA EDD	\$	8,481
17-May Rackspace (4 months)	\$	420
23-May P&A (HRA expense)	\$	317
25-May BNY Mellon (for June)	\$	46,933
25-May Hooper, Lundy & Bookman	\$	1,233
9-Jun P&A	\$	555
13-Jun K. Mckee & Co. (reimburse for Rack Spaces)	\$	105
21-Jun P&A (HRA expense)	\$	445
		<hr/>
TOTAL	\$	463,469

NET CASH FLOW

\$	459,024
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TAB 6

Approve two Moss Adams agreements

Statement of Work

**Master Services Agreement Statement of Work
CONSULTING SERVICES – Accounting Services Nonattest**

MENDOCINO COAST HEALTH CARE DISTRICT

APRIL 8, 2022

This Statement of Work ("SOW") is issued pursuant to the Master Services Agreement (the "MSA" or "Agreement") between Moss Adams and you. This SOW incorporates all terms and conditions of the Agreement as if fully set forth herein. Any term not otherwise defined shall have the meaning specified in the Agreement. For purposes of this SOW Mendocino Coast Health Care District may be referred to as "Company".

Scope of Services:**Accounting Services:**

1. We will assist you with the month-end reconciliation for net patient accounts receivable and Due To/From Adventist Health Mendocino Coast balances as of December 31, 2020 and June 30, 2021 including proposing adjusting journal entries for your review and approval. The resulting accounting data will be made available to you for management purposes only. You understand and agree that the resulting accounting data does not constitute compiled, reviewed or audited financial statements as prepared by Moss Adams. We are available to perform those services but they are not contemplated in this Agreement.
2. Conduct status meetings involving all relevant parties to discuss project timing and next steps.

We are not being engaged to prepare, compile, review, or audit the financial statements of the Company.

Stelian Damu is responsible for supervising the engagement.

Limitations:

Moss Adams has no responsibility for the services any third party provider ("Provider") may provide to you, including, but not limited to, any software service Provider. This includes, but is not limited to, whether (a) the results of the Provider's services meet applicable contractual and/or legal standards; (b) the Provider makes available to you any data submitted to the Provider; (c) the Provider maintains the necessary administrative, technical, or physical safeguards to protect the security and confidentiality of data submitted to the Provider; or (d) the Provider actually maintains the security and confidentiality of any data submitted to the Provider.

The services contemplated by this SOW cannot be relied on to identify, detect or disclose errors, fraud, or other illegal acts that may exist, including, but not limited to, any errors or fraud involving the Company's check register or bank accounts, financial statement misstatements or any wrongdoing within the entity or noncompliance with laws and regulations. We are not required to, and will not, verify the accuracy or completeness of the information you will provide to us for the engagement or otherwise gather evidence for the purpose of expressing an opinion or a conclusion. In addition, we have no responsibility to identify and communicate significant deficiencies or material weaknesses in your internal control as part of this engagement. Finally, while we will assist you with journal entries and year-end reconciliations, the Company will be responsible for reviewing and approving all financial data.

Responsibility for Financial Statements:

You are fully responsible for your financial statements, including the establishment and maintenance of adequate records and effective internal controls over financial reporting. Moss Adams assumes no responsibility to provide you with assurance about the accuracy of financial statements, or whether such financial statements are free of misstatements due to fraud or in compliance with applicable laws or regulations.

continued

Master Services Agreement Statement of Work
Mendocino Coast Health Care District
April 8, 2022
Page 2 of 2

Charges for Services:

Our fees will be based on the individual performing the work and the time spent on the engagement. We will cap our fees at \$35,000. If we believe that any additions to the scope of our engagement will cause this limit to be reached, we will work with you to develop an additional SOW.

In addition to fees, we will charge you for expenses. Our invoices include a flat expense charge, calculated as five percent (5%) of fees, to cover expenses such as copying costs, postage, administrative billable time, report processing fees, filing fees, and technology expenses. Travel expenses and client meals/entertainment expenses will be billed separately and are not included in the 5% charge.

Adventist Health Mendocino Coast will be responsible for paying for the fees and expenses related to this engagement.

Retainer:

We require a retainer of \$5,000 prior to starting work. This retainer is applied to the final billing. Any retainer in excess of the final billing will be refunded and any amount on the billing in excess of the retainer will be due. This retainer is not an estimate of the total cost of the services. The retainer will be deposited into our general account and commingled with our other funds. No interest shall accrue or be paid on these funds. Adventist Health Mendocino Coast will be responsible for paying the retainer.

This SOW is effective as of the date set forth above.

ACCEPTED AND AGREED:

MENDOCINO COAST HEALTH CARE DISTRICT

Signature: _____

Print Name: _____

Officer Title: _____

ADVENTIST HEALTH MENDOCINO COAST

Signature: _____

Print Name: _____

Officer Title: _____

MOSS ADAMS LLP

Signature: Stelian Damu

Print Name: Stelian Damu

Title: Partner

Master Services Agreement

MASTER SERVICES AGREEMENT

February 22, 2022

This Master Services Agreement (the "MSA" or "Agreement") represents the terms and conditions relating to services to be provided to the individual(s) and/or entity(ies) listed below (individually and collectively, "you," "your," and "Client") by Moss Adams LLP ("Moss Adams," "we," "us," and "our"). Moss Adams and Client may be individually referred to as a "Party" and collectively as the "Parties."

Mendocino Coast Health Care District

1. Agreement Scope

- a. The terms and conditions of this Agreement shall apply to the services (excluding attest services as defined by the American Institute of Certified Public Accountants) we provide you and your affiliates, and any others for whom services are performed at your request (the "Services"). The nature and scope of our Services may be set forth in a Statement of Work ("SOW") signed by Moss Adams and you. However, all Services we provide you, whether or not set forth in a SOW, shall be subject to the terms of this Agreement.
- b. We will provide the Services to you as an independent contractor and not as your employee, agent, partner or joint venturer. We may use subcontractors and Service Providers (defined herein) in providing the Services. From time to time, non-CPA personnel may perform the Services. Neither you nor we have any right, power or authority to bind the other.

2. Your Responsibilities

- a. You agree to (i) make all management decisions, perform all management functions, and assume all management responsibilities, (ii) designate one or more individuals who possess suitable skill, knowledge, and/or experience to oversee the Services, (iii) evaluate the adequacy and results of the Services, and (iv) accept responsibility for the results of the Services. It is your responsibility to establish and maintain internal controls, including, without limitation, monitoring ongoing activities. The provisions of this paragraph are not intended to and do not alter, modify or change Moss Adams' duties and obligations set forth in this Agreement.
- b. You shall provide (or cause others to provide) to us, promptly, the information, resources and assistance (including access to records, systems, premises and people) that we reasonably require to perform the Services.
- c. To the best of your knowledge, all information provided by you or on your behalf ("Client Information") will be accurate and complete in all material respects. You represent the provision of Client Information to us will not infringe any copyright, privacy, proprietary or other third-party rights. We will rely on Client Information made available to us and will have no responsibility to independently evaluate it for accuracy or otherwise verify it.

3. Reports

- a. Any information, advice, recommendations or other content of any reports, presentations or other communications we provide under this Agreement ("Reports"), other than Client Information, are for your internal use only (consistent with the purpose of the particular Services).
- b. You may not disclose a Report (or any portion or summary of a Report) to any third party or refer to us in connection with the Services, except:
 - i. to your professional advisors (acting strictly in an advisory capacity and who are subject to these disclosure restrictions), who may review it only to give you advice relating to the Services;
 - ii. to the extent, and for the purposes, required by subpoena or similar legal process (of which you will promptly notify us);

Master Services Agreement

Mendocino Coast Health Care District

February 22, 2022

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- iii. to the extent, and for the purposes, required by regulatory or self-regulatory authorities in connection with routine audits and examinations as long as Moss Adams, a Report and the Services are not the subject of the audit or examination;
 - iv. with our prior written consent, to third parties who have executed an access letter in the form we prescribe;
 - v. as expressly stated in an SOW; or
 - vi. to the extent it contains Tax Advice, as set forth below.
- c. Our Reports may include spreadsheets, models, or other software tools. Such items are provided solely for your convenience in "as is" condition without warranty of any kind. We assume no responsibility for results obtained by anyone other than Moss Adams from the use of such items.
- d. You acknowledge that Moss Adams has not placed any limitations on your disclosure of the tax returns, tax treatment or tax structure associated with any tax services under this Agreement ("Tax Advice"), and nothing in this Agreement shall be construed as limiting or restricting your disclosure of Tax Advice. Tax Advice may be challenged by taxing authorities and we make no representation that taxing authorities or courts will agree with our Tax Advice. With the exception of tax authorities, and recipients of tax forms you are required to provide under applicable law, you shall inform those to whom you disclose Tax Advice that they may not rely on it for any purpose.
- e. You may not rely on any draft Report. We shall not be required to update any final Report for circumstances of which we become aware, or events occurring, after its delivery.
- f. If you are permitted to disclose a Report (or a portion thereof) hereunder, you shall not alter, edit or modify it from the form we provided.

4. Charges for Services

- a. The charges for our Services will be based on our standard rate(s) in effect for the individual(s) providing the Services, absent a SOW specifying a different charge. Our charges may include any applicable sales and gross receipts tax, and direct and indirect expenses based on out-of-pocket expenditures, per diem allotments, mileage reimbursements, processing charges and technology expenses. Billings are due upon presentation and become delinquent if not paid within 30 days of the invoice date. Any past due fee under this Agreement shall bear interest at the lower of twelve percent (12%) per annum or the highest rate allowed by law on any unpaid balance.
- b. If we are required by applicable law, legal process, or government action to produce information or personnel as witnesses with respect to the Services or this Agreement, you shall reimburse us for any professional time and expenses (including reasonable external and internal legal costs) incurred to respond to the request, unless we are a party to the proceeding or the subject of the investigation.

5. Limitations

- a. THE TOTAL LIABILITY OF MOSS ADAMS, AND ITS OFFICERS, DIRECTORS, PARTNERS, PRINCIPALS, MEMBERS, EMPLOYEES, SUBCONTRACTORS, AND AGENTS (COLLECTIVELY, "MOSS ADAMS PERSONS"), TO YOU OR ANY THIRD PARTY FOR ANY AND ALL DAMAGES WHATSOEVER ARISING OUT OF THIS AGREEMENT FROM ANY CAUSE, INCLUDING BUT NOT LIMITED TO NEGLIGENCE, ERRORS, OMISSIONS, STRICT LIABILITY, BREACH OF CONTRACT, OR BREACH OF WARRANTY SHALL NOT, IN THE AGGREGATE, EXCEED THE FEES PAID OR PAYABLE TO MOSS ADAMS UNDER THIS AGREEMENT DURING THE TWELVE (12) MONTHS

Master Services Agreement
Mendocino Coast Health Care District
February 22, 2022
Page 3 of 7

PRIOR TO THE ACT OR OMISSION THAT CAUSED THE LOSS. THIS LIMITATION WILL NOT APPLY TO THE EXTENT LOSSES ARE CAUSED BY OUR FRAUD OR WILLFUL MISCONDUCT.

- b. IN NO EVENT WILL EITHER PARTY BE LIABLE TO THE OTHER FOR ANY SPECIAL, INDIRECT, INCIDENTAL, EXEMPLARY, PUNITIVE OR CONSEQUENTIAL DAMAGES IN CONNECTION WITH OR OTHERWISE ARISING OUT OF THIS AGREEMENT EVEN IF ADVISED OF THE POSSIBILITY OF SUCH DAMAGES.
- c. You shall make any claim relating to the Services or otherwise under this Agreement no later than one (1) year after the cause of action accrues and in any event, no later than two (2) years after the completion of the particular Services. This limitation will not apply to the extent prohibited by applicable law, regulations or professional regulations.
- d. You may not make a claim or bring proceedings relating to the Services or otherwise under this Agreement against any Moss Adams Persons. You shall make any claim or bring proceedings only against us. The provisions of this Section 5 are intended to benefit Moss Adams Persons, who shall be entitled to enforce them. Moss Adams shall have no liability for the conduct of any other parties.

6. Indemnity

Unless prohibited by applicable law, regulations, or professional standards, you shall indemnify us and the Moss Adams Persons against all claims by third parties (including your affiliates and attorneys) and resulting liabilities, losses, damages, costs and expenses (including reasonable external and internal legal costs) arising out of the disclosure of any Report (other than Tax Advice) or a third party's use of or reliance on any Report (including Tax Advice) disclosed to it by you or at your request.

7. Intellectual Property Rights

- a. We may use or develop intellectual property in performing our Services, including without limitation, data, software, designs, utilities, tools, models, systems, general skills, know-how, expertise, concepts, ideas, methods and techniques ("Materials"). We retain all intellectual property rights in the Materials (including any developments, improvements, and knowledge generated during or as a result of the performance of our Services), and in any working papers compiled in connection with the Services.
- b. Upon payment for particular Services and subject to the other terms of this Agreement, you may use any Materials that are included in any Reports solely to the extent necessary to use the Reports.

8. Internal Use and Third Parties

All Services (including any Reports) shall be solely for your informational purposes and internal use, and none of our Services create privity between Moss Adams and any person or party other than you ("third party"). None of our Services are intended for the express or implied benefit of any third party, and no third party is entitled to rely on the Services we provide you, including without limitation, any Reports.

9. Confidentiality

- a. Except as otherwise permitted by this Agreement, neither of us may disclose to third parties the contents of this Agreement or any information provided by or on behalf of the other that should reasonably be treated as confidential and/or proprietary. Either of us may, however, disclose such information to the extent that it:

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- i. is or becomes public other than through a breach of this Agreement;
 - ii. is subsequently received by the recipient from a third party who, to the recipient's knowledge, owes no obligation of confidentiality to the disclosing party with respect to that information;
 - iii. was known to the recipient at the time of disclosure or is thereafter created independently by the recipient;
 - iv. is disclosed as necessary to enforce the recipient's rights under this Agreement; or
 - v. must be disclosed under applicable law, legal process or professional regulations.
- b. Either of us may use electronic media to correspond or transmit information and such use will not in itself constitute a breach of any confidentiality obligations under this Agreement.
- c. Unless prohibited by applicable law, we use Client Information, and provide it to Moss Adams Persons, to facilitate or improve performance of the Services, to comply with regulatory requirements, and for quality and risk management purposes. We also utilize service providers, such as cloud-based software vendors, to support our operations and enable us to provide our Services to you ("Service Providers"). Moss Adams Persons and Service Providers may collect, use, transfer, store or otherwise process Client Information in the local and foreign jurisdictions in which they operate. All Moss Adams Persons and Service Providers are required to protect the confidentiality of any Client Information to which they have access in the course of their work. We will not sell Client Information to anyone.
- d. We may use Client Information, and provide it to our affiliates, to identify additional services that may be of interest to you (e.g., accounting, investment banking, asset management, IT security, and consulting services), and to send newsletters and other communications for general information purposes. Any Client Information provided to our affiliates shall be treated as confidential by such affiliates consistent with our obligations in this Section 9.
- e. We may aggregate Client Information, and anonymize it by excluding any personally identifiable information ("Aggregated Anonymous Data"), to analyze, improve, support and operate the Services and otherwise for any business purpose, during and after the term of this Agreement, including without limitation to generate industry benchmarks or best practices guidance, recommendations or similar reports, for distribution to our clients and prospects, for their general information purposes. We will not identify you as the source of any Aggregated Anonymous Data.
- f. Our privacy policy is available at www.mossadams.com for general information purposes.

10. Subpoena of Documents

As a result of our Services to you, we may be required or requested to provide information or documents in connection with governmental regulations or activities, or a legal, arbitration or administrative proceeding (including a grand jury investigation), in which we are not a party. We will notify you of any such request and you may, within the time permitted for us to respond to any request, initiate such legal action as you deem appropriate to protect information from discovery. If you take no action within the time permitted for us to respond or if your action does not result in a judicial order protecting us from supplying requested information, we will produce information to the extent required by law.

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Mendocino Coast Health Care District
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11. Use of a Party's Name

No Party may use another Party's name, its trademarks, service marks or logos in connection with the Services or otherwise without the prior written consent of such Party, which consent may be withheld for any reason and may be subject to certain conditions, although we may publicly identify you as a client in connection with specific Services or generally.

12. Force Majeure

No Party shall be liable for breach of this Agreement (other than payment obligations) caused by circumstances beyond such Party's reasonable control.

13. Governing Law and Dispute Resolution

- a. This Agreement shall be governed by the laws of the state of Washington, without giving effect to any conflicts of laws principles.
- b. If a dispute arises out of or relates to this Agreement, and if the dispute cannot be settled through negotiations, the Parties agree to try in good faith to settle the dispute by mediation using an agreed upon mediator. Each Party shall be responsible for its own mediation expenses, and shall share equally in the mediator's fees and expenses.
- c. Each Party hereby irrevocably (a) consents to the exclusive jurisdiction and venue of the appropriate state or federal court located in King County, state of Washington, in connection with any dispute hereunder or the enforcement of any right or obligation hereunder, and (b) WAIVES ITS RIGHT TO A JURY TRIAL.

14. Term and Termination

- a. This Agreement shall remain in effect until terminated as provided below.
- b. This Agreement and any SOW may be terminated by either Party, with or without cause, upon ten (10) days written notice. In the event of such notice, we will stop providing Services except on work, mutually agreed upon in writing, necessary to carry out such termination. Termination of this Agreement shall automatically terminate all SOWs in progress, however, termination of a particular SOW shall not affect the validity of this Agreement or any other SOWs.
- c. In the event of termination, (i) you shall pay us for Services provided and expenses incurred through the effective date of termination, (ii) we will provide you with all finished Reports, and (iii) neither Party shall be liable to the other for any damages that occur as a result of our ceasing to render Services.
- d. The provisions of this Agreement that give either of us rights or obligations beyond its termination shall continue indefinitely following the termination of this Agreement.

15. General Terms

- a. This Agreement constitutes the entire agreement between the Parties as to the Services and the other matters it covers, and supersedes all prior agreements, understandings and representations with respect thereto, including any confidentiality agreements previously delivered.

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February 22, 2022
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- b. Each Party may execute this Agreement (including SOWs), as well as any modifications thereto, by electronic means and each Party may sign a different copy of the same document. Both of the Parties must agree in writing to modify this Agreement or any SOW. The Parties acknowledge the general contract rule that a clause in a contract, such as this one, prohibiting oral modifications is itself generally subject to oral modification. However, in order to ensure certainty as to the terms and conditions of this Agreement, the Parties waive this general contract rule.
- c. Each Party represents to the other that each person signing this Agreement or any SOW hereunder on its behalf is expressly authorized to execute it and to bind such Party to its terms. You also represent that this Agreement has, if necessary, been considered and approved by your Audit Committee. You represent that your affiliates shall be bound by the terms of this Agreement.
- d. Neither Party may assign any of its respective rights, obligations, or claims arising out of or related to this Agreement or any Services. Any assignment in violation of this provision shall be void.
- e. The non-exercise or partial exercise by either Party of any of its rights under this Agreement shall not in any case constitute a waiver of that right.
- f. If any provision of this Agreement (in whole or part) is held to be illegal, invalid, or otherwise unenforceable, the other provisions shall remain in full force and effect.

16. Mutual Waiver of COVID-19 Claims

This provision addresses issues regarding the novel coronavirus ("COVID-19"). The Parties acknowledge their respective understanding of the hazards of COVID-19, including, but not limited to, its highly contagious nature and the corresponding health risks associated with being exposed to or infected by COVID-19. Each Party agrees to waive, release, discharge, and covenants not to sue the other Party or its affiliates and its and their respective officers, directors, partners, principals, employees, agents, or subcontractors from any and all claims, damages, expense, liability, illness or losses that may occur from exposure to or infection by COVID-19 arising out of, related to, or in any way connected with the professional services provided by Moss Adams.

This Agreement is effective as of the date set forth above.

AGREED:

MENDOCINO COAST HEALTH CARE DISTRICT

Signature: _____

Print Name: _____

Officer Title: _____

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Mendocino Coast Health Care District
February 22, 2022
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MOSS ADAMS LLP

Signature: Stelian Damu

Print Name: Stelian Damu

Title: Partner

Client: #725155
v. 9/21/2021

TAB 7

Approve change to MCOC bylaws

Note: the only change occurs in Section 3

Preamble

In accordance with Measure “C” parcel tax of the Mendocino Coast Healthcare District (“District”), passed by the voters on June 5, 2018, the Mendocino Coast Healthcare District Board of Directors (“Board”) has established a Measure “C” Taxpayer Oversight Committee (“Committee”) which shall have the duties and rights set forth in these Bylaws.

Name, Purpose, and Duties

Name

The name of this committee shall be the “Mendocino Coast Healthcare District Measure “C” Taxpayer Oversight Committee” hereinafter referred to as the “Committee.”

1. Purpose

The Committee shall review proposed spending of Measure C funds and make recommendations to the Board about whether the proposed spending is consistent with the purposes set forth in Measure C. The Committee shall review and report on the expenditure of Measure revenues to verify said revenues are expended solely *to attract and retain high quality doctors/nurses, maintain local emergency room, obstetric, surgical, ambulance and related 911 services, and make critical repairs and upgrades to medical equipment/facilities.*

The Board reserves the exclusive power and responsibility for the expenditure of all Measure “C” revenues.

2. Duties

Committee members shall be expected to attend its regularly scheduled meetings, review all pertinent information provided to the Committee, and abide by the provisions of the *Ralph M. Brown Act* (the “Brown Act”) (Gov. Code § 54950 *et seq.*) and all rules of conduct established in these Bylaws. In furtherance of its purpose the Committee may engage in the following activities:

- A. Receive and review the District’s budgets to verify that parcel tax is planned to be expended in accordance with the purposes set forth in the ballot language of Measure “C” as approved by the voters.
- B. Receive and review all pertinent expenditure reports produced by the District to verify that parcel tax revenue was expended in accordance with the purposes set forth in the ballot language of Measure “C” as approved by the voters.
- C. Prepare and present to the Board, in open session, in December of each year or whatever month is otherwise deemed appropriate by the Committee and Board, an annual written report beginning with the 2018-19 fiscal year and continuing through fiscal year 2029-2030 (“Annual Report”) which will include:
 - i. A statement indicating whether the District’s parcel tax revenue expenditures for the preceding year were made in accordance with the stated purposes of Measure “C”.
 - ii. A summary of the Committee’s proceedings for the preceding year.
- D. Prepare and provide other reports and input to the Board on Measure “C” parcel tax expenditures’ compliance, to the extent practicable and the Committee deems necessary.

3. Committee Composition

The Committee shall consist of ~~seven~~ five voting members.

3.1 Eligibility

- A. The Committee shall be comprised of individuals who are at least 18 years of age and who live within the boundaries of the District
- B. No employee, official, vendor, contractor, or consultant of the District shall be appointed to the Committee.
- C. In appointing members to the Committee, the Board should make an effort to have as much geographic and demographic representation on the Committee as possible.

3.2 Conflict of Interest

- A. Members of the Committee are not subject to the Political Reform Act (Gov. Code §§ 81000 *et seq.*), and are not required to complete Form 700.
- B. Pursuant to the prohibitions contained in Article 4 (commencing with Section 1090) of Division 4 of Title 1 of the Government Code ("Article 4") and Article 4.7 (commencing With Section 1125) of Division 4 of Title 1 of the Government Code (¹¹Article 4.7¹¹) are applicable *to* members of the Committee. Accordingly:
 - i. Members of the Committee shall not be financially interested in any contract made by them in their official capacities or by the Committee, nor shall they be purchasers at any sale or vendors at any purchase made by them in their official capacity, all as prohibited by Article 4: and
 - ii. Members of the Committee shall not engage in any employment, activity, or enterprise for compensation which is inconsistent, Incompatible, In conflict with, or Inimical to duties as a member of the Committee or with the duties, functions, or responsibilities of the Committee or the District. A member of the Committee shall not perform any work. service, or counsel for compensation where any part of his or her efforts will be subject to approval by any other officer, employee, board, or commission of the District's Board, except as permitted under Article 4.7.

4. Term of Service

- A. Committee members serve without compensation.
- B. Terms of Appointed Committee members shall be staggered. Three members shall serve for the first three years, and four members shall serve for the first four. Subsequent members shall serve four-year terms, except those appointed to replace vacancies.
- C. The Committee will terminate following the submission of the final Annual Report in December of 2030 (or whatever month is otherwise deemed appropriate by the Committee and the Board for presentation of the Committee's final Annual Report).

5. Replacing a Committee Member

- A. If a Committee position becomes vacant, the Board shall appoint a replacement as soon as practicable.
- B. Unless failure to act results in the inability to meet a Committee quorum, if six months or less remain of the unexpired four-year term, the Board may choose to leave that position vacant for the

remainder of the term.

- C. A replacement Committee member may be appointed by the Board if one or more of the following events occur:
- i. The Committee member submits a written resignation to the Board, with a copy to the Committee Chair;
 - ii. The Board removes a member for cause, including non-attendance at meetings violating these Bylaws, and/or violating the District's adopted norms.
- D. Committee members appointed to fill vacant, unexpired terms may apply and shall be eligible for reappointment to a succeeding full four-year term.
- E. Members whose term has expired may continue to serve on the Committee until a successor has been appointed.

6. Committee Officers

Officers of the Committee shall be a Chair, and a Vice-Chair. The Healthcare District CFO shall serve as non-voting Secretary to the Committee.

7. Elections

At the first meeting of each fiscal year, the Committee shall place into nomination and elect a Chair and a Vice-Chair.

8. Term of Office

Officers shall be elected for a one-year term and shall not be term-limited except for the limit on the terms of Committee members set forth in Section 4(B) above.

9. Duties of the Chair

- A. The Chair shall call Committee meetings.
- B. The Chair shall, in consultation with District staff and with input from the Committee, establish the agenda for each Committee meeting.
- C. The Chair shall preside over each Committee meeting, following the adopted Rules of Procedure.
- D. The Chair or his/her Committee-approved designee shall serve as spokesperson for the Committee in all representations of the Committee to the public, the Board, and the media.

10. Duties of the Vice-Chair

The Vice-Chair shall perform each of the duties of the Chair as necessary in the absence of the Chair.

11. Duties of the District-Designated Secretary

- A. Subject to review by the Chair before publishing, the District designated Secretary shall provide oversight in the preparation, recording, and distribution by District provided support of the following documents in accordance with the Brown Act:
 - Committee meeting agendas;
 - All reports, materials, and meeting packets as required by or addressed to the Committee;

- The minutes of Committee meetings;
- All written material submitted by the public during Committee meetings;
- All official correspondence addressed to the Committee;
- Reports adopted by the Committee;
- Committee attendance records.

B. The District-designated Secretary shall take and record roll at the beginning of each Committee meeting to determine the existence of a quorum. If a quorum ceases to exist during a meeting, the District-designated Secretary shall Immediately inform the Chair.

12. Succession

The Vice-Chair will accede to Chair when a vacancy occurs in that office. In the event of a vacancy in the office of Vice-Chair, the position will be filled by election, agendized at its next regular Committee meeting.

13. Meetings

- A. All Committee meetings subject to the Brown Act will be held in a fully-accessible District facility.
- B. The Committee shall meet quarterly each fiscal year. Special meetings can be scheduled as necessary.
- C. To the extent practicable, the Committee, with the support of the District-designated Secretary and Clerk of the Board, shall publicize and promote Hs meetings to attempt to Invite as much public participation as can reasonably be expected.
- D. Committee members shall be available to attend Board of Directors meetings when reports relating to Measure "C" are presented.

14. Agendas

- A. The Committee will take public comment at the beginning of each meeting.
- B. Agendas for regular Committee meetings will be prepared by its Chair. In consultation with District staff and with input from the committee. All documents applicable to agenda Items shall be distributed at least three days in advance of meetings.
- C. Any member of the Committee may submit a request for placing an item on a future agenda.
- D. Agendas may include a consent calendar for routine, non-controversial Items. These items must be clearly Identified on published agendas. Any member of the Committee or public may request at the meeting that an Item be added to the consent calendar or be pulled for discussion.
- E. After roll-call and the establishment of a quorum. meetings will begin with a consent calendar If appropriate.

15. Quorum

Actions may be undertaken at a meeting only if half-plus-one of Committee members in office as defined by Section 3(A) are present.

16. Committee Voting

Unless otherwise specified in these Bylaws an agendized action item may be approved by a simple majority of Committee members in attendance. a quorum being present Members must be present to vote.

17. Rules of Procedure

Meetings shall be conducted with courtesy and decorum and in accordance with Robert's Rules of Order.

18. California's Open Meeting Law

All meetings of the Committee shall be open to the public and shall be noticed and conducted in strict compliance with the Brown Act.

19. Public Participation

Any member of the public present at a meeting may address the Committee during the period designated for public comment. The Chair may, at his/her discretion, choose in advance to place an equal time limit on all speakers.

20. Minutes

Minutes of Committee proceedings and all documents received and reports Issued shall be a matter of public record, and the District shall make them available on the District's website. The District shall provide secretarial/clerical services to assist the Committee Chair In preparation, distribution and posting of minutes for all Committee meetings. Minutes published before adoption by the Committee shall always be labeled "Draft Minutes."

21. Attendance

Regular attendance at Committee meetings Is a fundamental obligation of every member of the Committee. Absences are disruptive to Committee activity and representation. Failure to attend two consecutive meetings without acceptable reason announced in advance shall constitute due cause for member removal.

- A. Members anticipating an absence must call or email the Committee Chair or District- designated Secretary no later than 24 hours before the scheduled meeting.
- B. Committee attendance reports will be distributed annually and upon request by the Chair.

22. Committee Reports

- A. With the assistance of the District-designated Secretary, the Committee may prepare regular reports on its activities and, to the extent practicable, publicize and promote such reports.
- B. The Annual Report shall be issued and presented to the Board for each fiscal year. All Committee reports shall be made available on the District's website.
- C. Any such reports, written and/or oral, that represent the Committee's position must proceed from Committee review, be duly approved as to substance by an affirmative vote of a majority of the members present at a Committee meeting, a quorum being present, and be faithfully articulated to the public only by the Committee Chair or an approved designee.
- D. Any member of the Committee may speak as an individual on parcel tax issues but must clearly state for the record that such statements are their own personal views which do not necessarily represent those of the Committee or the District.

23. Amendment of Bylaws

Any amendment to these Bylaws shall be approved by a majority vote of the Board.

TAB 8

Notice of Elective Offices

KATRINA BARTOLOMIE
ASSESSOR
COUNTY CLERK-RECORDER
REGISTRAR OF VOTERS
COMMISSIONER OF
CIVIL MARRIAGES



COUNTY OF MENDOCINO

OFFICE OF ASSESSOR-COUNTY CLERK-RECOF
501 LOW GAP ROAD, RM. 1020
UKIAH, CALIFORNIA 95482
E-MAIL: acr@co.mendocino.ca.us

TONYA MOUNTS
ASSISTANT ASSESSOR
(707) 234-6800
ASSESSOR FAX: (707) 463-6597

AMANDA WOLTER
ASSISTANT REGISTRAR OF VOTERS
ASSISTANT CLERK RECORDER
(707) 234-6819

Business Property (707) 234-6815
County Clerk: (707) 234-6822
Recorder: (707) 234-6823
CLERK-RECORDER FAX: (707) 463-4257

May 6, 2022

Mendocino Coast Healthcare District
ATTN: Jessica Grinberg
700 River Dr
Fort Bragg, CA 95437

Your Special District Board Election will be conducted on Tuesday, November 8, 2022 in accordance with the provisions of your principal act. Accordingly, there are certain items that must be executed and filed with this office no later than 125 days (July 6, 2022) prior to the date of the election. These items are listed below:

- The attached "Notice of Elective Offices to be Filled" (form enclosed), which includes: Who is responsible for paying Candidate's Statement of Qualifications; and the list of officials whose terms expire in December 2022 (please indicate whether they were elected or appointed and if the office will be for a short term or a long term.

AND

- A map showing the boundaries of the district and the boundaries of the division of the district, if any.

PLEASE NOTE: We need BOTH the Notice of Elective Offices to be Filled AND a map of the district to order your election.

Potential candidates may obtain their filing forms directly from our office (501 Low Gap Road, Room 1020, Ukiah, CA 95482). Forms will be available and the filing period begins on July 18, 2022 and ends at 5:00pm on August 12, 2022.

Please feel free to contact this office if you have any questions.

Sincerely,

KATRINA BARTOLOMIE
Assessor-County Clerk-Recorder

Amanda Wolter

Amanda Wolter
Assistant Registrar of Voters

enclosure

MEMORANDUM

TO: KATRINA BARTOLOMIE, ASSESSOR-COUNTY CLERK-RECORDER
 FROM: MENDOCINO COAST HEALTH CARE DISTRICT
 SUBJECT: **NOTICE OF ELECTIVE OFFICES TO BE FILLED, AND STATEMENT OF RESPONSIBILITY FOR STATEMENTS OF QUALIFICATIONS**

Notice is hereby given that, pursuant to Elections Code Section 10509 (which requires notification prior to the 125th day before the election (July 6, 2022), the following are the elected office holders of this district whose terms will expire in 2022, and whose successors will be required to be elected at the upcoming election to be held on November 8, 2022.

OFFICE: ⁽¹⁾	TO BE ELECTED AT LARGE or BY DIVISION	LENGTH OF TERM:
1. John Redding	At large	Four (4) years
2. Jessica Grinberg	At large	Four (4) years
3. Amy McColley	At large	Four (4) years
4. Norman de Vall	At large	Two (2) years

PLEASE **MARK** THE APPROPRIATE OPTIONS BELOW:

1. The length of Statement of Qualifications shall not exceed (select one):

200 words or 400 words*

**Please note: Estimated cost for printing 400-word statements is DOUBLE that of the 200 word statements and would apply to all Statements of Qualifications regardless of the number of words.*

2. The costs incurred in the printing of the optional Statements of Qualifications (English & Spanish, if requested by the candidate) in the Sample Ballot is the responsibility of the (select one)

District or Candidate

Multi-county districts please be advised that the estimated cost reflects only the Mendocino County portion of the cost.

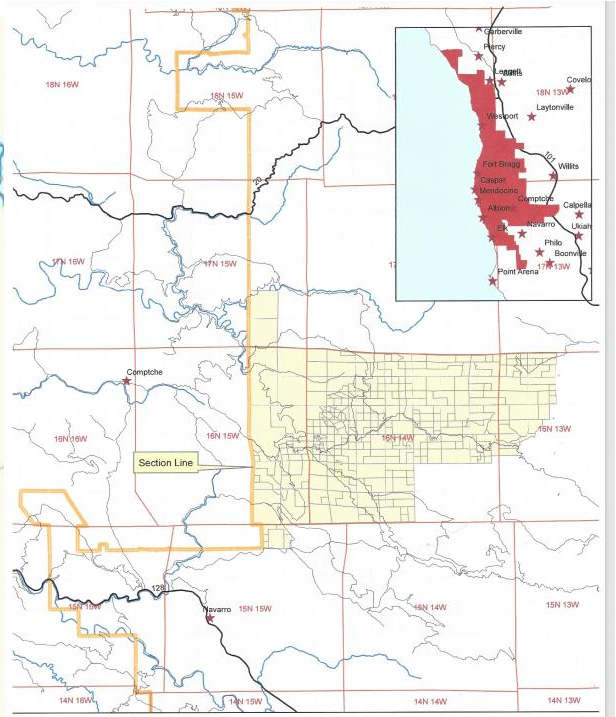
I HEREBY CERTIFY THAT THE ABOVE INFORMATION IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND SUBMIT THIS STATEMENT IN COMPLIANCE WITH ELECTIONS CODE SECTIONS 10509 AND 13307.

SEAL SIGNED: _____ DATE _____

Map of the District follows

(1) In the case of directors to be nominated by division or unit, show the division or unit number. If the office has otherwise been designated by number, show the office number.
 (2) If a director of a Public Utility District is to be elected by a territorial unit substitute "territorial unit" for "division".

The section of the map to the right that is highlighted in yellow was detached from the District by LAFCO in 2021.



TAB 9

District Budget for Adoption

[Link to Excel spreadsheet](#)

District Budget for Fiscal Year 2023

Adopted June 30, 2022

Cash Flow by Month	Notes	CY 2022		CY 2023										Annual															
		FY2023		July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan.	Feb.	Mar.	Apr.		May	June													
Receipts																													
AH Lease Payment	No CPI adjustment	\$	875,000	<i>already received</i>										\$	1,750,000														
Measure C Parcel Tax	Net includes deduction of fees			\$	135,250											\$	1,575,000												
District Tax Receipts				\$	64,058											\$	915,108												
TOTAL PER MONTH		\$	875,000	\$	199,308	\$	-	\$	-	\$	-	\$	-	\$	2,244,559	\$	-	\$	-	\$	946,241	\$	-	\$	-	\$	4,265,108		
Outlays																													
Special Parcel Tax Fee, 2% Mendo Co.	CPI			\$	2,705											\$	32,000												
Improvements Fund (maintenance)	4.2% 3.0%	\$	1,091,800											\$	11,970	\$	2,183,600												
Revenue Bonds- Refinanced 2016	Fixed monthly payments	\$	46,933	\$	46,933	\$	46,933	\$	46,933	\$	46,933	\$	46,933	\$	46,933	\$	46,933	\$	46,933	\$	46,933	\$	46,933	\$	46,933	\$	563,200		
HELP II Loan	next to last payment	\$	13,802	\$	13,802	\$	13,802	\$	13,802	\$	13,802	\$	13,802	\$	13,802	\$	13,802	\$	13,802	\$	13,802	\$	13,802	\$	13,802	\$	165,624		
United Health Group		\$	223,650											\$	223,650	\$	223,650												
Feasibility Study for Healthcare Facility		\$	50,000											\$	100,000	\$	50,000	\$	200,000										
Board Budget Allocation		\$	250,000											\$	250,000	\$	250,000												
TOTAL PER MONTH		\$	1,452,535	\$	63,440	\$	60,735	\$	60,735	\$	60,735	\$	60,735	\$	60,735	\$	1,269,860	\$	60,735	\$	60,735	\$	296,355	\$	60,735	\$	110,735	\$	3,618,074
NET CASH FLOW				Previous Balance	\$	(577,535)	\$	135,867	\$	(60,735)	\$	(60,735)	\$	(60,735)	\$	974,699	\$	(60,735)	\$	(60,735)	\$	649,886	\$	(60,735)	\$	(110,735)	\$	647,034	
Cumulative Restricted Capital Fund (est.)		\$	1,000,000	\$	422,465	\$	558,332	\$	497,597	\$	436,861	\$	376,126	\$	315,391	\$	1,290,090	\$	1,229,354	\$	1,168,619	\$	1,818,505	\$	1,757,769	\$	1,647,034	\$	1,647,034

continues

TAB 10

Proposal from the Devenney Group for Professional Services



HEALTHCARE PLANNING AND ARCHITECTURE SINCE 1962

May 20, 2022

John Redding
Mendocino Coast District Hospital
700 River Drive
Fort Bragg, CA 95437

Project: **Mendocino Coast District Hospital (#10301)**
Conceptual Design Concept Development
Project No.: MKT542

Dear Mr. Redding,

We are pleased to submit this proposal to provide Special Services for the above referenced Project to create the prototype for Conceptual Design Concept Development for the replacement or reuse of the existing Mendocino Coast District Hospital. The scope of our proposal is based on information obtained during our virtual meeting with you on October 15, 2021 and subsequently on May 17, 2022. A description of the Project and our Special Services is as follows:

SECTION 1. DESCRIPTION OF THE PROJECT

The intent of the Project is to assist the client with design information in order to provide a concept development for a replacement hospital on the adjacent 5 acres. Provide a concept development at an additional property referenced as "The Bluffs" expected to be 10 acres and to include staff housing of an unknown quantity or scale at this time. Deliverables will include four (4) different concepts: 1 – 10-bed replacement hospital development on adjacent 5-acre parcel to the existing hospital; 1 25-bed replacement hospital development on adjacent 5-acre parcel; 1 – 10-bed replacement hospital development on a remote 10-acre site located on the bluffs; and 1 – 25-bed replacement hospital development located at the 10-acre site at the bluffs.

The following describes the process for developing a work plan that will provide the desired outcome through a Concept Development study.

- **Phase 1 – Information Gathering / Code Research / Zoning Due Diligence (2.5 weeks) (1 on site meeting + 1 virtual meeting to report findings)**
 - Understand existing site and building conditions
 - Understand studies completed to date (if any)
 - Understand programmatic / site asserts
 - Review applicable codes
 - Setbacks / requirements
 - Design standards
 - System standards
 - Conduct high level visioning session

- Create design criteria
 - Get high level program information
 - Determine whether service line projections are needed
- Phase 2 – Program Development (**3 weeks**) (**2 virtual meetings to review and refine program**)
 - Develop high level program based on programmatic metrics based on key rooms and / or service thoughts provided by owner
- Conceptual Planning (**3 weeks**)
 - Develop up to three concepts at a high level blocking and stacking stage
 - Site concepts will include an analysis of pedestrian and vehicle circulation, and potential utilization of existing assets.
- Concept development (**4 weeks**) (**1 virtual meeting + 1 on site**)
 - Refinement to concepts as needed
 - Site plan development
 - Architectural narrative
 - Departmental blocking and stacking development
 - Coordination of an Opinion of Cost with selected schemes
 - Assistance in refinement of Project Scope based on budget feedback
- Project Schedule Development (**concurrent**)
 - Entitlements Based on Scope
 - Design/Engineering
 - Permitting

We anticipate a maximum of **3 trips** to the project site. These trips will be to familiarize our team with the existing facilities, meet with selected staff as identified by leadership at the hospital, and to meet with local officials having jurisdiction over the project site.

We will perform these services described herein consistent with the professional skill and care ordinarily provided by architects practicing in the same or similar locality under the same or similar circumstances. We will perform these services as expeditiously as is consistent within the profession.

SECTION 2. DESCRIPTION OF SPECIAL SERVICES

CONCEPT DEVELOPMENT

- Creation of Project Programming
 - Identify total number of beds, determination of which specific acute care services will be included in the initial phase of development, the replacement hospital.
 - Finalization of the outpatient services and scale associated with expected demand and identify the capacity for future growth on the selected site.

- Strategize and document space options for reuse of existing facilities on current hospital site.
- Deliver final Project Program for initial phase development in an Excel format for client review, sign off, and approval.
- Concept Site Plan
 - Graphic development in coordination with local jurisdictions to confirm Zoning and Entitlement process of sites, identifying location and proximity of the buildings, parking, entry drives, fire access, outdoor amenities, and site improvements
 - Deliverable Site Plan to include aerial view of development, areas of hardscape and softscape improvements, number of parking stalls, fire lane demarcation, property set-backs and associated site amenities.
- Project Scope Refinement
 - Coordinate with cost estimate resources provided by Cumming on best practices for occupancy and construction types including zoning/entitlement requirements associated with local jurisdiction approval process.
 - Provide a Sketch-Up model image of the preferred project identifying recommended materials and architectural character to be used to assist in refining cost values for development budgeting.
 - Provide an architectural narrative to be used to assist in refining cost values for development budgeting.
 - Assist in the development and refinement of project scope narrative describing quality and character of the built environment.
- Project Scope and Schedule Deliverables
 - Assist with final determination of local jurisdiction with least restrictive zoning and entitlement requirements and construction permitting for preferred property.
 - Provide a detailed Work Plan for design and engineering with schedule milestones.
 - Provide presentation level workbook and PowerPoint for presentation to the District Board.

SECTION 3. OPERATIONAL PLANNING SERVICES

The goal will be to establish the scale of the facility through having a consensus in vision of the service offerings. An analysis for 10 vs. 25 beds, most resources are going to be a minimum (ante) number of rooms. The driving decisions will be centric to:

- Scale of ED
- Beds
- Surgical / Procedural Services
- Labor and Delivery Obstetrical services

While the first two are primarily population based, the choices of vision around surgical / procedural and obstetrical services are likely the greater variables to the building and staffing scale. The Project Team will work closely with the Owner to refine and finalize these variables.

Scope of services is to provide context for the Owner to choose the direction of the service, scale, and identify the amount of supportive housing. Our proposal includes the following:

- Assess historical market positioning: What is the scale and characteristics of current services and what is staying vs. out-migrating by type, payer, and service?
- Establish a 10 year market projection based on market growth and aging
- Develop and present (virtually) the overview of the above to discuss and coalesce their vision of services provided in the context of the historical and projected opportunity.
- Develop up to two high level volume and Key Room (Key Planning Unit) projection Scenarios
- If required, Present the scenarios’ implications to the leadership group to narrow to a single scenario
- Develop staffing projections to resource a single scenario and identify the staffing barriers

Devenney Group will develop DGSF and BGSF projections for the proposed buildings. The Innova Group would attend meetings and do our presentations virtually given the challenges of travel.

Schedule for these services is expected to be 4 to 6 weeks from notice to proceed.

SECTION 4. COST ESTIMATING SERVICES

Cumming Corporation will provide cost estimating services based on historical data for similarly sized projects. Costs will be based on a cost per square foot format and will be consistent with market trends, escalation, and regional labor costs for the project location.

SECTION 5. COMPENSATION FOR SPECIAL SERVICES

Payments for services shall be made monthly in proportion to services performed. Payments are due and payable upon presentation of our invoice.

A breakdown of the architectural compensation is as follows:

Company	Discipline	Fee
Devenney Group	Architecture Special Planning	\$ 97,650
Cumming	Cost Estimating Support	\$ 16,000
The Innova Group	Operational Planning	\$25,000
Reimbursable Expenses	(estimated)	\$ 11,310
TOTAL DESIGN FEES		\$ 149,960

Any changes in the above scope will result in additional work and will require additional fees. Our staff can be utilized for work beyond the scope described above. Additional special services may be quoted as a fixed fee if requested by the Owner prior to commencing with the work.

SECTION 4. REIMBURSABLE EXPENSES

Reimbursable expenses are in addition to compensation for special services and include expenses incurred by us, our employees, and consultants in the interest of the project for the following expenses:

Transportation and authorized out-of-town travel and subsistence; dedicated data and communication services; fees paid for securing approval of authorities having jurisdiction over the Project; printing, reproductions, plots; postage, handling, and delivery; renderings, models, mock-ups, professional photography, and presentation materials requested by the Owner; all taxes levied on professional services and on reimbursable expenses; other similar Project-related expenditures. Any travel would be reimbursed at cost and in accordance with IRS standard rates.

For reimbursable expenses, the compensation shall be the actual expenses incurred by us and our consultants plus an administrative fee of 10% of the expenses incurred.

SECTION 5. ADDITIONAL/SPECIAL SERVICES

If additional services are required, we will prepare an Additional Services Authorization. We will not commence additional services without written authorization.

SECTION 6. OWNER RESPONSIBILITIES

The Owner shall provide information in a timely manner regarding requirements for the Project, including a written description of the Owner’s objectives, schedule, constraints, and criteria, including space requirements and relationships, flexibility, expandability, special equipment, and site criteria.

The Owner shall identify a representative authorized to act on their behalf with respect to the Project and be able to make decisions focused on the improvements and operations of the facility. This representative will work closely with our design team during those periods of time during the development of the project.

SECTION 7. NOTICE TO PROCEED

If this proposal meets with your approval, please sign, date, and return one signed copy. We expect a Purchase Order agreement will be provided in a timely manner after this proposal has been approved and returned.

Mendocino Coast District Hospital
Special Services Proposal
May 20, 2021 – Page 6 of 6

We look forward to working with Mendocino Coast District Hospital on this special project. If you have any questions or comments, please do not hesitate to call me at 310-486-4662.

Sincerely,

So agreed as set forth herein, this

Devenney Group Ltd., Architects

_____ day of _____ 2021.

(Signature)

Scott K. Mackey, AIA, NCARB, APEC, LEED AP
Executive Director

(Name/Title)

cc: S. Stack / DGL D. Campbell / DGL
 J. Jurju / DGL J. Dorsey / DGL
 File E-mailed 05-20-2022

TAB 11
Hubs and Routes Request for Reimbursement

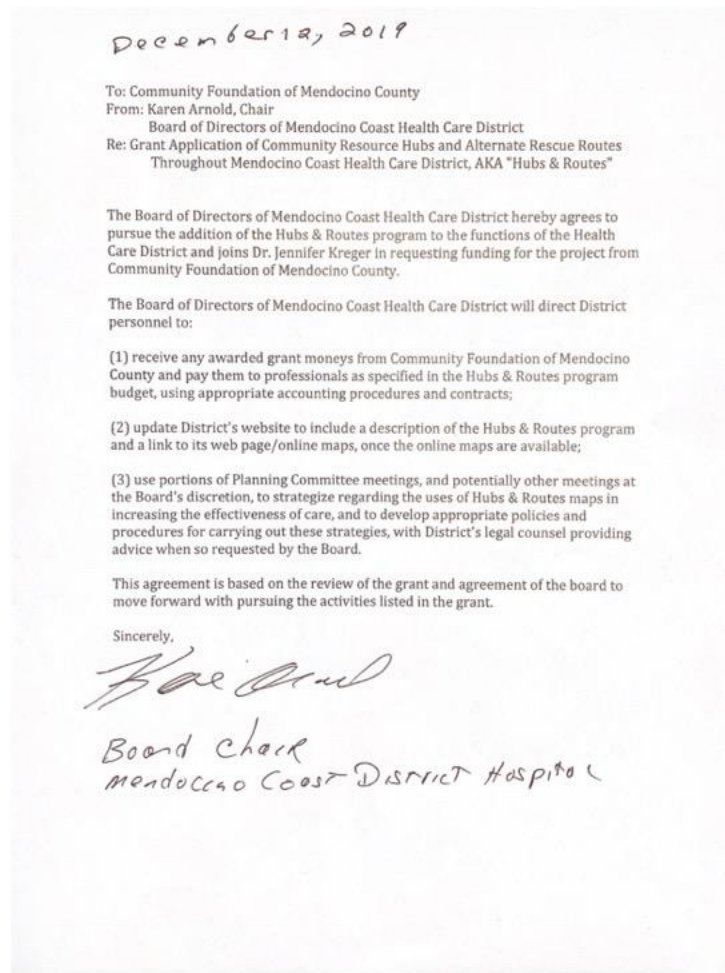
History of Hubs & Routes’ Fiscal Sponsorship Contract and Budget Determinations
4/23/22 with 5/20/22 addendum

Purposes of this document:

- (1) Answer a question posed at April 20, 2022 Board meeting by Chair De Vall: “Does Hubs & Routes have a formal contract with us for fiscal sponsorship, or is it a verbal agreement?” (Short answer: both.)
- (2) Demonstrate that to reimburse Hubs & Routes’ expenses for the 2021-2022 Fiscal Year is to act in good faith as a District Board.

INITIAL AGREEMENT AND GRANT:

The District’s Fiscal Sponsorship Agreement began with the following letter from Chair Arnold on 12/12/2019:



Hubs & Routes’ initial start-up grant was from Community Foundation of Mendocino County, and directed to us through Mendocino Coast Healthcare District which was acting as our Type A fiscal sponsor.

CONTINUATION BEYOND GRANT PERIOD:

At a Health Care District Board meeting on October 28, 2020, I reported the progress we had made in meeting the terms of the grant, requested Board approval of some slight adjustments to our 2020 budget and timeline that were made necessary by the pandemic, and requested Board approval to continue operating under the District's 501©3 umbrella.

This request was granted. Jessica Grinberg, as Board Chair, appointed Amy McColley and Sara Spring as the new Hubs & Routes Subcommittee. Shortly after the end of 2020, which was the end of the grant period, the Board disbursed to us Hubs & Routes Administrators the funds granted by the Community Foundation. Sara and Amy continued to meet by Zoom or telephone with me irregularly throughout 2021 and early 2022.

During the first half of 2021, Hubs & Routes Administrators did not do fund-raising. We paid the project expenses out of our own pockets.

CURRENT FISCAL YEAR:

At the June 24, 2021 MCHCD Board meeting, at which the budget for July 2021 - June 2022 was approved, Hubs and Routes was not in the budget prepared by John Redding as Treasurer. However, in the zoom recording at approx. minute 35, Sara Spring brought up Hubs & Routes.

John Redding: "It is not in the budget... I can add it if you like."

Sara Spring: "We've agreed to have it..."

John Redding said that he would be happy to include it "if you give me a dollar amount."

Sara Spring said, "We were thinking \$5,000."

Amy McColley moved to approve the budget as proposed. It seconded and passed.

The zoom recording is available on the Redding website: mchcdorg.com.

The agenda with the budget/finance report in a Tab should be available there as well.

I was not present at that June 24 meeting. I was directed by Chair Grinberg to address all my Hubs & Routes-related questions to the Hubs & Routes Subcommittee. The Subcommittee stated that the Board had voted unanimously to allow Hubs & Routes to use up to \$5,000 of general operating funds during Fiscal Year 2021-2022.

Hubs & Routes did not get addressed in any formal way in August, September, or October meetings of the full Board. During that time, we became aware that at least one Board member thought that our fiscal sponsorship agreement needed clarification.

PROPOSED FURTHER ELUCIDATION:

Therefore, the Subcommittee proposed a set of Policies and Procedures to clearly define our Type A fiscal sponsorship agreement. The Board voted against approving the Policies and Procedures. The given reason was a need to hear from Beta Healthcare Group about the liability issues related to Hubs & Routes. During the discussion after the motion and second, and amid the roll call vote, John Redding stated, "We are funding them." He also stated soon thereafter, "Why did we give them \$5,000?", implying that either \$5,000 had already been disbursed or that the June 24 budget vote did constitute having promised the funds to Hubs & Routes. That discussion is from the zoom recording of November 11, 2021 MCHCD Board meeting, available on mchcdorg.com under archived zoom recordings. Beta has subsequently given a verbal opinion that with the existing General Liability Policy covering the Board, plus a \$3-400 additional (professional) liability policy, the full scope of H&R activities for this year would be amply covered. To my knowledge, the Board has yet to purchase

that additional policy although it clearly fits within the \$5000 budget. Beta also stated that the majority of H&R activities are covered even now, without that additional policy, under the Board’s existing General Liability policy.

I made unsuccessful attempts to speak up at two later Board meetings to explain that the Board had not actually “already given us” \$5,000. Of the operating funds the Board voted to make available, none has yet been disbursed. The only money the District Board has passed to Hubs & Routes so far was provided by the Community Foundation of Mendocino grant.

During the Public Comments period of the April 20, 2022 Board meeting, I requested reimbursement for expenses incurred thus far in the current fiscal year. Unfortunately, I made an error in the totals so I am sending a new email to Chair De Vall entitled Updated Request for Reimbursement.

PREPARING FOR POSSIBLE TRANSFER TO NEW SPONSOR

Also at the April 20 2022 Board meeting, I heard verification that plans are underway to seriously consider disbanding the District. While it is too soon to know whether that disbanding will occur, I think it prudent to be proactive. I am therefore actively searching for a new Fiscal Sponsor for Hubs & Routes. If one is found, I will request reimbursement for any further invoices paid by that time, and then ask the Board to fill out a Transfer agreement so that the date of switching from one 501©3 umbrella to another is clear to all.

It is too soon to tell how long it could take to get established with a new sponsor. In the meantime, I want to let you know that I very much appreciate the opportunity the District has provided me and Rick Hemmings to create such a rich database and such a detailed set of readiness maps for the Mendocino Coast. It is an honor to serve our community.

Respectfully submitted by Jennifer Kreger MD
April 23, 2022

Addendum of May 20, 2022: some of our annual bills have come due in the last month so I have provided a further update of the financials. It is now titled, “May ’22 Request for Reimbursement.”—JK

Updated Request for Reimbursement for Hubs & Routes Expenses

Totals Requested as of June 1, 2022

To Jennifer Kreger: **\$536.00**
To Richard Hemmings: **\$1067.69**

Invoices Summary:

Amount	Paid To	By	On	For	Because
702.89	Hansen Supply	Hemmings	10/8/2021	20 blank Carsonite trail markers and one post driver	To add graphics to and then mark tsunami trails to higher ground

100	CalTopo LLC	Hemmings	10/8/2021	Mapping software	Used in some layers of our maps
21.09	McMasterCarr	Hemmings	10/9/2021	Bolts	To attach proposed aluminum tsunami maps to posts at lowland parking areas
94.00	US Postal Service	Kreger	11/6/2021	6 mos of Post office box	No consistent office staff for Board to receive and track paper signup forms
216	Grouper Decagon	Kreger	4/20/2022	Squarespace web platform subscription	Main text portion of website
20	Grouper Decagon	Kreger	4/20/2022	Domain ownership	website
100	ArcGIS/Esri	Kreger	4/21/2022	Subscription for Base map and platform use	interactive and go-around mapping
243.71	ZeeMaps	Hemmings	4/27/22	Map ware nonprofit	To map Hubs from JotForm
106	US PS	Kreger	6/1/2022	6 mos POB	same
Total for Hemmings 1067.69					
Total for Kreger 536.00					

Copies of Invoices Themselves:

Invoice

Charged on Wednesday, April 20, 2022

ISSUED TO

Jennifer Kreger
28400 Simpson Lane
Fort Bragg, CA 95437
United States
Card Number

..... 2884

ISSUED BY

Squarespace, Inc.
225 Varick Street, 12th Floor
New York, NY 10014

Charges

All prices in US Dollar.

Subscription: Business (Annually) - grouper-decagon-jb6c.squarespace.com	\$216.00
<hr/>	
Subtotal	\$216.00
Discount	-
Due	\$0.00
Paid	\$216.00

Thank you for your order. We will deliver your items by Monday.

McMaster-Carr

Confirmation

Delivery address Rick Hemmings 42011 Road 409 Mendocino CA 95460 Attention: Rick	Delivery method UPS Ground	Order date 10/9/2021
	Payment method Visa (****4799)	Placed by Rick Hemmings
		McMaster-Carr number 6389893

1009RHEMMINGS

Delivers Oct 11

1	304 Stainless Steel U-Bolt 5/16"-18 Thread Size, 2-1/2" ID 8896T129	2 packs of 1	5.27 pack	\$10.54
			Merchandise	10.54
			Shipping	9.72
			Tax	0.83
			Total	\$21.09

Your order is subject only to our terms and conditions, available at www.mcmaster.com or from our Sales Department.

Phone: (562) 692-5911

Email: la_sales@mcmaster.com



CalTopo LLC

Receipt from CalTopo LLC

\$100.00

Paid October 8, 2021



↓ Download invoice ↓ Download receipt

Receipt number	2082-0394
Invoice number	5AA74FA6-0004
Payment method	VISA - 4799

Receipt #2082-0394

OCT 8, 2021 – OCT 8, 2022

Desktop	\$100.00
----------------	-----------------

Qty 1

Tax - (0%)	\$0.00
------------	--------

Total	\$100.00
--------------	-----------------

Amount paid	\$100.00
--------------------	-----------------

Questions? Visit our support site at <http://help.caltopo.com>, contact us at accounts@caltopo.com, or call us at +1 833-564-4480.



Hello Jennifer Kreger,

Thank you for your automatic payment to the USPS® in the amount of \$106.00. This payment has been applied to your PO Box renewal and your credit card has been charged. This fee renews your PO Box for the next 6 months.

Transaction number:	91002260314108
Payment amount:	\$106.00
Payment period:	6 months
Next payment due:	11/30/2022
PO Box number:	721
Post Office location:	203 N FRANKLIN ST FORT BRAGG, CA 95437-9912

If your credit card or debit card information changes (e.g., card cancellation, card expiration, new card), be sure to update your account prior to your next scheduled automatic renewal payment. Go to your PO Box Online account, usps.com/poboxes, and click Manage Account. Then, find your PO Box and click See Details and then Edit Payment Details to update your Billing Information.



Hansen Supply Company
406 164th St SW
Lynnwood WA 98087
United States
Phone: 800.782.1235 or 206.789.5788

Quote

Page 1 of 1

Quote Number: QUO915
Quote Date: 10/08/2021
Quote Expires: 12/07/2021
Entered By: Leesha Skartvedt
Customer No: 8023460
Terms: Due on receipt
Sales:

Billing:
Rick Hemmings
42011 Road 409
Mendocino, CA 95460

Ship To
Rick Hemmings
42011 Road 409
Mendocino, CA 95460

Contact: Rick Hemmings
Email: hemstitch@gmail.com

Phone No: (707) 964-1601

F.O.B.

Customer P.O.	Job	Ship VIA		Freight Charge	Shipper No.	
		UPS® Ground		PREPAID & ADD		
Item Number	Unit	DS	Whs	Qty	Unit Price	Subtotal
TF-66-02	ea	No	Washington	20	\$17.85	\$357.00
TRI-FLEX MARKER 66" YELLOW						
PDR1	ea	No	Washington	1	\$185.00	\$185.00
POST DRIVER (FOR POST 5' TO 6")						

All orders are shipped FOB source with freight costs PPD & ADD unless quoted specifically without freight &/or FOB destination.

Net Order \$542.00
Shipping: \$160.89
Sales Tax: \$0.00
Order Total: \$702.89

ZeeMaps

Receipt from ZeeMaps

\$243.71

Paid April 27, 2022



↓ Download invoice ↓ Download receipt

Receipt number	2211-1639
Invoice number	D8BD978F-0007
Payment method	VISA - 2884

Receipt #2211-1639

APR 27, 2022 – APR 27, 2023

Professional Publisher, Annual Qty 1	\$324.95
--	-----------------

Subtotal	\$324.95
-----------------	-----------------

Non-Profit, Educational Discount (25% off)	-\$81.24
--	----------

Total	\$243.71
--------------	-----------------

Amount paid	\$243.71
--------------------	-----------------

Questions? Contact us at support@zeemaps.com or call us at +1 408-914-2955.

Invoice

Charged on Saturday, April 9, 2022

ISSUED TO

Jennifer Kreger
28400 Simpson Lane
Fort Bragg, CA 95437
United States
Card Number

..... 2884

ISSUED BY

Squarespace, Inc.
225 Varick Street, 12th Floor
New York, NY 10014

Charges


All prices in US Dollar.

Purchase of domain: hubsandrout.es.net - grouper-decagon-jb6c.squarespace.com	\$20.00
<hr/>	
Subtotal	\$20.00
Discount	-
Due	\$0.00
Paid	\$20.00


Payment Successful

Your payment was successful.

Payment Received - PO Box™ 721

Date 11.06.2021	Payment Period	Transaction#	Card
Amount \$94.00	6 Months	91002136892801	 **** * 6350

PO Box Details

PO BOX LOCATION	PO BOX SIZE	PAYMENT PERIOD	AUTO RENEWAL
FORT BRAGG - Post Office™ 203 N FRANKLIN ST, FORT BRAGG, CA 95437 (707) 964-2302	 Size 2-S 5" x 5,5"	6 Months \$94.00	ON NEXT PAYMENT DUE 05.31.2022

Additional Services

Street Addressing - Your PO Box comes with a real street address so you can order online and receive packages from any shipper.

Signature on File - You don't have to go to the retail counter to pick up certain signature and insured items. (Priority Mail Express®, Signature Confirmation™, and Insured Mail greater than \$500)

Don't forget:

To begin using your additional services, you will need to bring your Customer Agreement form to your Post Office™.



Esri Inc
380 New York Street
Redlands, CA 92373

Receipt

DATE: 04/21/2022
CARDHOLDER: JENNIFER KREGER
EMAIL: hubsroutes@mcn.org

CUSTOMER NUMBER 667221

INVOICE: 94237679
PUR. ORDER: CC KREGER
CREDIT CARD: Visa
CC NUMBER:2884
REFERENCE: 1662894749
AMOUNT: 100.00


Thank you for your payment!

Esri Contact

NAME: Bonnie Constantine
PHONE: + 19097932853 1297
FAX: 909-307-3031
EMAIL: bconstantine@esri.com

-- end --

Invoice



Zoom Video Communications Inc.
55 Almaden Blvd, 6th Floor
San Jose, CA 95113

<p>Invoice Date: May 28, 2022 Invoice #: INV150244966 Payment Terms: Due Upon Receipt Due Date: May 28, 2022 Account Number: 57662905 Currency: USD Account Information: MCDH</p>	<p>Federal Employer ID Number: 61-1648780</p> <p>Purchase Order Number:</p> <p>Tax Exempt Certificate ID: Zoom W-9</p>
<p>Sold To Address: 700 River Dr., Fort Bragg, California 95437 United States (707) 357-2115 jgrinberg@mcdh.net</p>	
<p>Bill To Address: 700 RIVER DR, FORT BRAGG, California 95437 United States jgrinberg@mcdh.org</p>	

Charge Details

CHARGE DESCRIPTION	SUBSCRIPTION PERIOD	SUBTOTAL	TAXES, FEES & SURCHARGES	TOTAL
Charge Name: Standard Pro Annual				
Quantity: 1 Unit Price: \$149.90	May 28, 2022-May 27, 2023	\$149.90	\$0.00	\$149.90
			Subtotal	\$149.90
			Total (Including Taxes, Fees & Surcharges)	\$149.90
			Invoice Balance	\$149.90

Taxes, Fees & Surcharge Details

CHARGE NAME	TAX, FEE OR SURCHARGE NAME	JURISDICTION	CHARGE AMOUNT	TAX, FEE OR SURCHARGE AMOUNT
			Total (Including Taxes, Fees & Surcharges)	\$0.00

TAB 12

Board Policy _____
Payment of Previously Authorized Expenses

FIRST READING

1. Legal Agreements

- 1.1. The Mendocino Coast Health Care District by the vote of current or past Boards of Directors have entered into legally binding agreements. Examples are the loan agreements (HELP II) and bonds (2016 Refunding Bonds).
- 1.2. These require periodic payments of known amounts. It is the will of the Board to delegate the authority to make these payments to the Treasurer.
- 1.3. Each annual budget will include each of these payments as a line item.

2. Ancillary mandated payments

- 2.1. The bonds require an annual disclosure of the District's financial status. Willdan Financial Services has been appointed by the Bond Trustee to provide an annual disclosure service.
- 2.2. BNY Mellon (Bank of New York) collects re-payments of the 2016 Refunding Bonds from the District on a monthly basis. BNY Mellon distributes these funds to the Bond Holders. BNY Mellon charges the District a fee for this service.
- 2.3. The County of Mendocino charges an annual fee for its role in collecting and disbursing property and parcel tax receipts.
- 2.4. It is the will of the Board to delegate the authority to make these payments to the Treasurer Each annual budget will include each of these payments as a line item.

3. Contracted Services

- 3.1. The Board of Directors routinely enters into service agreements. When such agreements have been authorized, finalized, and signed by the Chair, payment is delegated to the Treasurer.
- 3.2. The Board of Directors also hires independent contractors to provide professional services. When such agreements have been authorized, finalized and signed by the Chair, payment is delegated to the Treasurer.
- 3.3. When the Board of Directors hires a District employee, the Treasurer is authorized to instruct the District's book keeper to put such employee on the District's payroll.
- 3.4. All payments for Contracted Services will be included in the monthly Financial Report prepared by the Treasurer.

4. Transfers of Funds

- 4.1. Property and parcel tax receipts from the County are deposited three times a year into the District's Deposit Account held at Tri-County Bank. The parcel tax receipts are required by law to be placed in a restricted account. The Treasurer is authorized to transfer parcel tax receipts to such account and to transfer property tax receipts to the Tax Revenue account.

4.2. By the terms of the Lease Agreement with Adventist Health, the District is required to make specified payments into a restricted account named Improvements Fund. These payments are due each year on July 1 and January 1. The Treasurer is authorized to transfer funds from a combination of the Tax Revenue and Measure C account into the Improvements fund.

4.3. Under the terms of the Lease Agreement, the District and Adventist Health share a Deposit Account held at Tri-County Bank. AH uses this account for billing purposes and will until such time as it has its own National Provider Identification (done) and is able therefore to establish a separate account. The District, to the extent that it has revenue, has funds comingled with those of AH in this account. From time to time, a shared employee prepares a list of receipts that belong to the District and to AH and sends this to the Treasurer for review and approval to transfer the money belonging to AH. The Treasurer is authorized to transfer those funds, after finding the list of transactions to be accurate.

4.4. All Transfers of Funds shall be included in the month Financial Report prepared by the Treasurer.

5. Miscellaneous Payments

5.1. The Treasurer is authorized to pay for any miscellaneous expenses either budgeted or not, provided such payments are \$1,000 or less. An example would be for office expenses or utilities.

6. Credit Card

6.1. A credit card shall be issued in the name of the Chair. This shall be used to pay for routine expenses. The Treasurer is authorized to instruct its book keeper pay the credit card on a monthly basis.

7. Two Signatures

7.1. All payments described in this policy will require the signature of both the Chair and the Treasurer.

7.2. This requirement will be implemented via the use of the Melio software which the District's book keeper uses to schedule payments and issue a request for approval to disburse these.

TAB 13

RESOLUTION NO. 2022 – July 2022

RESOLUTION OF THE MENDOCINO COAST HEALTH CARE DISTRICT

MAKING THE LEGALLY REQUIRED FINDINGS TO CONTINUE TO
AUTHORIZE THE CONDUCT OF REMOTE “TELEPHONIC”
MEETINGS DURING THE STATE OF EMERGENCY

WHEREAS, on March 4, 2020, pursuant to California Gov. Code Section 8625, the Governor declared a state of emergency; and

WHEREAS, on September 17, 2021, Governor Newsom signed AB 361, which bill went into immediate effect as urgency legislation; and

WHEREAS, AB 361 added subsection (e) to Gov. Code Section 54953 to authorize legislative bodies to conduct remote meetings provided the legislative body makes specified findings; and

WHEREAS, as of November 1, 2021, the COVID-19 pandemic has killed more than 72,140 Californians; and

WHEREAS, social distancing measures decrease the chance of spread of COVID-19; and

WHEREAS, this legislative body previously adopted a resolution to authorize this legislative body to conduct remote “telephonic” meetings; and

WHEREAS, Government Code 54953(e)(3) authorizes this legislative body to continue to conduct remote “telephonic” meetings provided that it has timely made the findings specified therein;

NOW, THEREFORE, IT IS RESOLVED by the Mendocino Coast Health Care District as follows:

This legislative body declares that it has reconsidered the circumstances of the state of emergency declared by the Governor and at least one of the following is true: (a) the state of emergency continues to directly impact the ability of the members of this legislative body to meet safely in person; and/or (2) state or local officials continue to impose or recommend measures to promote social distancing.

The above and foregoing Resolution was introduced by Board Member _____, seconded by Board member _____, and passed and adopted at a Regular meeting of the Mendocino Coast Health Care District held on the 30th day of June, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

RECUSED:

**NOTICE AND AGENDA OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: Mendocino Coast Health Care District Special Board Meeting

Time: June 20 2022 05:00 PM Closed Session

Time: June 20, 2022 06:00 PM Open Session

Join Zoom Meeting

<https://us06web.zoom.us/j/89004162359?pwd=Wk5CdUUvVDB0VXd6RDVMYmpSU2hzUT09>

Meeting ID: 890 0416 2359

Passcode: 675366

One tap mobile

+13462487799,,89004162359#,,,,*675366# US (Houston)

+17207072699,,89004162359#,,,,*675366# US (Denver)

Dial by your location

+1 346 248 7799 US (Houston)

+1 720 707 2699 US (Denver)

+1 253 215 8782 US (Tacoma)

+1 312 626 6799 US (Chicago)

+1 646 558 8656 US (New York)

+1 301 715 8592 US (Washington DC)

Meeting ID: 890 0416 2359

Passcode: 675366

Find your local number: <https://us06web.zoom.us/j/89004162359?pwd=Wk5CdUUvVDB0VXd6RDVMYmpSU2hzUT09>

PLEASE TAKE NOTICE a Regular Board of Directors meeting has been called for Monday June 20, 2022 at 5:00 pm.

This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.

1. 5:00 P.M. OPEN SESSION CALL TO ORDER AND ROLL CALL

1.1 Call to order and roll call

1.2 The Chair will verbally identify the agenda items to be considered during closed session as listed below.

2. PUBLIC HEARING FOR CLOSED SESSION

Members of the public may take this opportunity to comment on closed session agenda items. Under the requirements of the Brown Act open meeting law, members of the community wishing to address an item on the closed session agenda may do so at this time. Items not on the agenda cannot be addressed at this time. At three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes. (Government Code 54954.3).

3. CLOSED SESSION

The Board will adjourn to closed session pursuant to the following:

- 3.1 Government Code § 54956.9(d)(2) Information/Action
 - Claimant: Jacob R. Patterson
 - Claimed Against: Mendocino Coast Health Care District
- 3.2 Government Code 54957 Information/Action: Public Employment: Independent Contractors:
 - Office Staff
- 3.3. Government Code 54957 Information/Action: Public Employment: Independent Contractors:
 - District Legal Counsel

4. 6:00 P.M. RECONVENE TO OPEN SESSION

- 4.1 Call to order and roll call
- 4.2 Closed session disclosure
 - Any reportable action taken during closed session will be disclosed at this time.
- 4.3 Approval of Agenda
 - Items to be removed from the agenda or changed should be done at this time.

6. PUBLIC COMMENTS

This portion of the meeting is reserved for persons desiring to address the Board of Directors on non-agenda issues. Please state your name for the record. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes (Government Code 54952). The Brown Act does not permit the Board to action on any item that is not on the agenda.

7. INFORMATION/DISCUSSION/POSSIBLE ACTION ITEMS

- 7.1 **Discussion/Action:** Review of draft 2022-2023 District Budget – John Redding
- 7.1.1 Credit Card Application -Norman de Vall & John Redding

TAB 1

8. PUBLIC COMMENTS

9. BOARD COMMENTS

10. ADJOURMENT

Dated: June 18, 2022

STATE OF CALIFORNIA
COUNTY OF MENDOCINO

I declare under penalty of perjury that I hold the position of Chair of the Mendocino Coast Health Care District Board of Directors; and that I caused this agenda to be posted on the District's notice board outside the Neva Canon Room and next to the entrance to the District's Offices at 775 River Drive, Fort Bragg, California on June 18, 2022.

Norman De Vall, Chair of the MCHCD BOD

All disabled persons requesting disability - related modifications or accommodations, including auxiliary aids or service may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Director at sspring@mcdh.org or 700 River Drive, Fort Bragg, CA 95437 no later than 1 working day prior to the special meeting that such matter be included on the agenda.

TAB 1

District Budget

[Link to the spreadsheet](#)

District Budget Drafted April 2022		CY 2022												CY 2023												Annual	
		FY2023																									
		July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan.	Feb.	Mar.	Apr.	May	June														
Cash Flow by Month	Notes																										
Receipts																											
AH Lease Payment	No CPI adjustment	\$ 875,000	<i>already received</i>											\$ 875,000												\$ 1,750,000	
Measure C Parcel Tax	Net includes deduction of fees		\$ 135,250												\$ 866,250												\$ 1,575,000
District Tax Receipts			\$ 64,058												\$ 503,309												\$ 915,108
TOTAL PER MONTH		\$ 875,000	\$ 199,308	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,244,559	\$ -	\$ -	\$ 946,241	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4,265,108			
Outlays																											
Special Parcel Tax Fee, 2% Mendocino Co.	CPI cap		\$ 2,705												\$ 17,325												\$ 32,000
Improvements Fund (maintenance)	4.2% 3.0%	\$ 1,091,800												\$ 1,091,800												\$ 2,183,600	
Revenue Bonds- Refinanced 2016	\$ 563,200 P&I annual	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 46,933	\$ 563,200			
HELP II Loan	Fixed monthly payments	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 165,624			
Cost Report Adjustment		\$ 245,253																								\$ 245,253	
United Health Group	\$ 223,650 next to last payment																									\$ 223,650	
Feasibility Study for Healthcare Facility	\$ 200,000	\$ 50,000												\$ 100,000												\$ 200,000	
Board Budget Allocation	\$ 250,000	\$ 250,000																								\$ 250,000	
TOTAL PER MONTH		\$ 1,697,788	\$ 63,440	\$ 60,735	\$ 60,735	\$ 60,735	\$ 60,735	\$ 60,735	\$ 60,735	\$ 1,269,860	\$ 60,735	\$ 60,735	\$ 296,355	\$ 60,735	\$ 110,735	\$ 110,735	\$ 110,735	\$ 110,735	\$ 110,735	\$ 110,735	\$ 110,735	\$ 110,735	\$ 110,735	\$ 3,863,327			
NET CASH FLOW		Previous Balance	\$ (822,788)	\$ 135,867	\$ (60,735)	\$ (60,735)	\$ (60,735)	\$ (60,735)	\$ (60,735)	\$ 974,699	\$ (60,735)	\$ (60,735)	\$ 649,886	\$ (60,735)	\$ (110,735)	\$ (110,735)	\$ (110,735)	\$ (110,735)	\$ (110,735)	\$ (110,735)	\$ (110,735)	\$ (110,735)	\$ (110,735)	\$ 401,781			
Cumulative Restricted Capital Fund		\$ 1,000,000	\$ 177,212	\$ 313,079	\$ 252,344	\$ 191,609	\$ 130,873	\$ 70,138	\$ 1,044,837	\$ 984,102	\$ 923,366	\$ 1,573,252	\$ 1,512,517	\$ 1,401,781	\$ 1,401,781	\$ 1,401,781	\$ 1,401,781	\$ 1,401,781	\$ 1,401,781	\$ 1,401,781	\$ 1,401,781	\$ 1,401,781	\$ 1,401,781	\$ 1,401,781			

Sources of One-Time Revenue not in the Budget

- Recognize CAREs income \$4,400,000 *pending*
- Cost Report Adjustment FY2020 \$2,387,062 *pending*

Board Budget

[Link to the spreadsheet](#)

Draft Board Budget FY23	Notes	CY 2022												Annual	
		CY 2023													
		FY2023													
Cash Flow by Month		July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan.	Feb.	Mar.	Apr.	May	June		
Cash Flow by Month	<i>inflation rate</i>	10%													
Receipts															
Allocation from District Budget	\$ 250,000	\$ 250,000													\$ -
Dividend from LAIF investments	0.25%	\$ 2,177			\$ 2,177			\$ 2,177			\$ 2,177				\$ -
Total Receipts	\$ 250,000	\$ 250,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 250,000
Expenses															
	<i>Last year</i>	<i>New</i>													
Employee costs	\$ 62,640	\$ 5,220	\$ 5,220	\$ 5,220	\$ 5,220	\$ 5,220	\$ 5,220	\$ 5,220	\$ 5,220	\$ 5,220	\$ 5,220	\$ 5,220	\$ 5,220	\$ 5,220	\$ 62,640
Payroll Expenses	12%	\$ 626	\$ 626	\$ 626	\$ 626	\$ 626	\$ 626	\$ 626	\$ 626	\$ 626	\$ 626	\$ 626	\$ 626	\$ 626	\$ 7,517
Legal Services	\$ 150,000	\$ 50,000	\$ 4,167	\$ 4,167	\$ 4,167	\$ 4,167	\$ 4,167	\$ 4,167	\$ 4,167	\$ 4,167	\$ 4,167	\$ 4,167	\$ 4,167	\$ 4,167	\$ 50,000
Contributions to HRA accounts (max)	4 x \$600/month	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 28,800
Annual Fee to P&A	1,000							\$ 1,250							\$ 1,250
Financial Services K. McKee & Co.	\$ 2,500	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 300	\$ 3,600
Beta Insurance -- D&O	\$ 22,022	\$ 23,123										\$ 23,123			\$ 23,123
Beta Insurance -- Tail Health Care Liability	\$ 10,189	\$ 10,393	\$866	\$866	\$866	\$866	\$866	\$866	\$866	\$866	\$866	\$866	\$866	\$866	\$ 10,393
DZA Audit	\$ 26,500	\$ 19,500			\$ 19,500										\$ 19,500
County Property Tax Administrative Services	\$ 16,680												\$ 16,680		\$ 16,680
BNY Mellon	\$ 3,075							\$ 3,075							\$ 3,075
Willdan Fiancial Services	\$ 3,950							\$ 2,585							\$ 2,585
Office Expenses	\$ 100	\$ 600	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 600
Utilities	\$ 4,600														\$ 5,060
Storage per month	\$ -	\$ 720	\$ 720	\$ 720	\$ 720	\$ 720	\$ 720	\$ 720	\$ 720	\$ 720	\$ 720	\$ 720	\$ 720	\$ 720	\$ 8,640
Board training	\$ -							\$ 1,000							\$ 1,000
Strategic Planning	\$ -	\$ 25,000													\$ -
Rackspace server			\$ 105	\$ 105	\$ 105	\$ 105	\$ 105	\$ 105	\$ 105	\$ 105	\$ 105	\$ 105	\$ 105	\$ 105	\$ 1,260
Sum of Expenses		\$ 14,454	\$ 14,454	\$ 33,954	\$ 14,454	\$ 14,454	\$ 14,454	\$ 22,364	\$ 14,454	\$ 14,454	\$ 14,454	\$ 37,577	\$ 31,134	\$ 240,663	
Contingency	10%	\$ 1,445	\$ 1,445	\$ 3,395	\$ 1,445	\$ 1,445	\$ 1,445	\$ 2,236	\$ 1,445	\$ 1,445	\$ 1,445	\$ 3,758	\$ 3,113	\$ 24,066	
Net Operating Balance		\$ 234,100	\$ (15,900)	\$ (37,350)	\$ (15,900)	\$ (15,900)	\$ (15,900)	\$ (24,601)	\$ (15,900)	\$ (15,900)	\$ (15,900)	\$ (41,335)	\$ (34,247)	\$ (14,729)	
Cumulative Cash Flow		\$ 234,100	\$ 218,201	\$ 180,851	\$ 164,952	\$ 149,052	\$ 133,153	\$ 108,552	\$ 92,652	\$ 76,753	\$ 60,853	\$ 19,518	\$ (14,729)	\$ 14,729	
Withdrawal from LAIF to balance the budget														\$ 14,729	



TAB 1 Budget Notes

1. Revenue Sources

- Property tax (through
 - Estimated to be \$915,000 next fiscal year
- Parcel tax
 - ~\$1,600,000 per year through 2030
- Lease Payment
 - \$1,750,000 per year through FY 2025
 - \$2,950,000 per year beginning July 1, 2026 provided EBIDA is at least 5.0%
- Dividends from the Local Agency Investment Fund (LAIF) account

June 9, 2022

To: District Board of Directors
From: Chamise Cubbison, Acting Auditor-Controller
Re: Estimated 2022-23 Tax Revenue

The following are this office's estimates of taxes to be paid to your district for the 2022-23 fiscal year. An estimated value increase of 1.5% has been applied, based on the Assessor's most recent report. The actual value fluctuation could be more or less.

Mendocino Coast Hospital	
Current Secured	866,930.60
Current Unsecured	25,119.00
Homeowners Exemption	6,273.00
Prior Unsecured	778.00
Timber Tax	13,164.00
SB813 Supplemental	2,844.00
Total	915,108.60

2. Major Expenses

- Long term debt repayments
 - The 2016 Refinancing Bonds
 - Help II loan
 - United Health Group loan

See Appendix for Repayment Schedules

- Improvements Fund for maintenance
 - \$2,000,000 per year plus escalation
 - \$2,120,000 this year
- Board allocation \$250,000 per year
- Repayment to Dept. of Health Care Services for the Clinic.
 - \$245,252.63

State of California GAVIN NEWSOM, Governor
 Department of Health Care Services
 Recovery Section, MS 4720
 P.O. Box 997425
 Sacramento, CA 95899-7425
 (279) 600-1773

May 23, 2022

MENDOCINO COAST HEALTH CARE DISTRICT
 700 RIVER DR
 FORT BRAGG, CA 95437-5403

Dear MENDOCINO COAST HEALTH CARE DISTRICT:

REF NUMBER : 1124220249-019
 BALANCE DUE: \$245,252.63

You have been notified of your debt to the Department of Health Care Services (DHCS) on several occasions. The debt remains unpaid and your account is becoming seriously delinquent.

Please submit payment for \$245,252.63 within 15 days. DHCS accepts checks, money orders, and Electronic Funds Transfers (EFT).

To make an EFT payment:
 1. Visit <http://dhcs.ca.gov/ePay>.
 2. Click on the EFT website link.
 3. Enter the requested information including your DHCS account number V1124220249-019.

Payments by check should be made payable to:
 Department of Health Care Services
 Overpayments Section
 P.O. Box 997421 MS 4720
 Sacramento, CA 95899-7421

For additional information or to discuss a repayment agreement, please contact this office at the above phone number.

Failure to comply with this demand may result in involuntary collection actions taken against you, which could include wage garnishment.

METREY KEO
 Overpayments Section

GC3080 (05/21)

15-0207

3. Ordinary Recurring Expenses in the Board Budget

Financial Audits

- Audits are to be completed within 60 days of the close of the fiscal year or August 31st.
- FY 2021 has not be started due to lack of financial information
- DZA recommends doing FY 2021 and FY 2022 at the same time.
- DZA estimates the cost to be \$19,500.
- For comparison the cost of the FY 2020 audit was \$26,500

TAB 1 Budget Notes

P&A Administrative Services, Inc.

P&A manages the District's Health Reimbursement Arrangement plan. We pay them \$1,000 administrative fee in July. The plan is based on the fiscal year.

Invoice					
P & A Administrative Services, Inc. 17 Court Street, Suite 500 Buffalo, NY 14202-3294		Date	Invoice #		
<table border="1"> <tr> <th>Bill To</th> </tr> <tr> <td>Mendocino Coast Health Care District Attn: Jessica Grinberg 775 River Road Fort Gragg, CA 95437</td> </tr> </table>		Bill To	Mendocino Coast Health Care District Attn: Jessica Grinberg 775 River Road Fort Gragg, CA 95437	7/31/2021	40049664
Bill To					
Mendocino Coast Health Care District Attn: Jessica Grinberg 775 River Road Fort Gragg, CA 95437					
Questions regarding this invoice? Contact your Administrator or our main number 716-852-2611					
		Terms	Due Date		
		Due Upon Receipt	7/31/2021		
Quantity	Description	Rate	Amount		
1	Minimum Annual Fee for HRA (7.2021 - 6.2022)	1,000.00	1,000.00		

Property Tax Administration

This is a fee owed to the County of Mendocino for administering the property tax that is collected and disbursed for the benefit of the District. A separate fee is charged for managing the Measure C parcel tax but is deducted from each payment.

K. McKee & Company

Provides bookkeeping and other financial services to the District per a Board approved engagement letter available in the District's office. The flat fee is \$300 per month.

BNY Mellon

- Fees to manage collection and disbursement of bond payments ~\$3,000 per year
- Monthly payments for repayment for 2016 Refunding Bonds ~\$47,000 per month

TAB 1 Budget Notes

Willdan Financial Services

This company provides “Annual Continuing Disclosure Services” required by the covenants of the General Obligation (GO) and 2016 Refunding Bonds.

Description: FISCAL YEAR 2020/21 ANNUAL CONTINUING DISCLOSURE SERVICES	
Annual Continuing Disclosure Report Preparation and Dissemination:	
2001 General Obligation Bonds (CIBs and CABs)	\$950.00
Election of 2000 General Obligation Refunding Bonds, Series 2016	450.00
Dissemination to EMMA as required	\$200.00
Notice of Failure to File AFS Preparation and Dissemination:	
2001 General Obligation Bonds (CIBs and CABs)	\$250.00
Election of 2000 General Obligation Refunding Bonds, Series 2016	250.00
Costs Advanced:	
California Municipal Statistics, Inc.- Top Owners Table	\$250.00
INVOICE TOTAL	\$2,350.00

Description: ANNUAL CONTINUING DISCLOSURE SERVICES	
Annual Continuing Disclosure Report Preparation and Dissemination:	
2016 Insured Refunding Revenue Bonds (2020/21 Annual Report)	\$1,250.00
Dissemination to EMMA as required	\$100.00
Notice of Event Preparation and Dissemination:	
2016 Insured Refunding Revenue Bonds (Notice of Failure to File Financial Statements)	\$250.00
INVOICE TOTAL	\$1,600.00

TAB 1 Budget Notes

4. Proposed New Expenses in the Board Budget

- Prepare a Strategic Plan \$25,000 est. (deleted in order to balance the budget)
- Training for new Board members \$1,000 est.
- Storage \$750 per month est.
- Contingency of 10% due to the large number of unexpected costs during the current fiscal year.

5. Sources of One-Time Revenue not in the Budget

- | | | |
|---------------------------------|-------------|----------------|
| • Recognize CAREs income | \$4,400,000 | <i>pending</i> |
| • Cost Report Adjustment FY2020 | \$2,387,062 | <i>pending</i> |

Repayment schedules follow.

TAB 1 Budget Notes

APPENDIX

REPAYMENT SCHEDULES

Payment Schedule for 2016 Refinancing Bonds

ul 20, 2016 12:57 pm Prepared by William Blair & Co.

(Finance 7.011 Clients:16REFUND) Pag

BOND DEBT SERVICE

Mendocino Coast Health Care District
2016 Refunding of 1996, 2009 and 2010 Revenue Bonds
***** FINAL PRICING NUMBERS *****
July 20, 2016

Period Ending	Principal	Coupon	Interest	Debt Service	Annual Debt Service
02/01/2017	305,000	3.000%	109,553.89	414,553.89	
06/30/2017					414,553.89
08/01/2017			103,775.00	103,775.00	
02/01/2018	350,000	3.000%	103,775.00	453,775.00	
06/30/2018					557,550.00
08/01/2018			98,525.00	98,525.00	
02/01/2019	360,000	3.000%	98,525.00	458,525.00	
06/30/2019					557,050.00
08/01/2019			93,125.00	93,125.00	
02/01/2020	625,000	3.000%	93,125.00	718,125.00	
06/30/2020					811,250.00
08/01/2020			83,750.00	83,750.00	
02/01/2021	400,000	3.000%	83,750.00	483,750.00	
06/30/2021					567,500.00
08/01/2021			77,750.00	77,750.00	
02/01/2022	410,000	3.000%	77,750.00	487,750.00	
06/30/2022					565,500.00
08/01/2022			71,600.00	71,600.00	
02/01/2023	420,000	3.000%	71,600.00	491,600.00	
06/30/2023					563,200.00
08/01/2023			65,300.00	65,300.00	
02/01/2024	435,000	3.000%	65,300.00	500,300.00	
06/30/2024					565,600.00
08/01/2024			58,775.00	58,775.00	
02/01/2025	445,000	4.000%	58,775.00	503,775.00	
06/30/2025					562,550.00
08/01/2025			49,875.00	49,875.00	
02/01/2026	465,000	5.000%	49,875.00	514,875.00	
06/30/2026					564,750.00
08/01/2026			38,250.00	38,250.00	
02/01/2027	485,000	5.000%	38,250.00	523,250.00	
06/30/2027					561,500.00
08/01/2027			26,125.00	26,125.00	
02/01/2028	510,000	5.000%	26,125.00	536,125.00	
06/30/2028					562,250.00
08/01/2028			13,375.00	13,375.00	
02/01/2029	535,000	5.000%	13,375.00	548,375.00	
06/30/2029					561,750.00
	5,745,000		1,670,003.89	7,415,003.89	7,415,003.89



TAB 1 Budget Notes

Help II Repayment Schedule

HELP II Loan Program
Loan Amortization - Two Percent (2%) Fixed Interest Rate
Mendocino Coast Health Care District
Revised: May 2019 (after 3rd disbursement of funds)

Page 2 of 4

Date	Payment Number	Payment Amount	Principal	Interest	Principal Balance
4/1/2021	32	13,802.02	11,922.86	1,879.16	1,115,572.06
5/1/2021	33	13,802.02	11,942.73	1,859.29	1,103,629.33
6/1/2021	34	13,802.02	11,962.64	1,839.38	1,091,666.69
7/1/2021	35	13,802.02	11,982.58	1,819.44	1,079,684.11
8/1/2021	36	13,802.02	12,002.55	1,799.47	1,067,681.56
9/1/2021	37	13,802.02	12,022.55	1,779.47	1,055,659.01
10/1/2021	38	13,802.02	12,042.59	1,759.43	1,043,616.42
11/1/2021	39	13,802.02	12,062.66	1,739.36	1,031,553.76
12/1/2021	40	13,802.02	12,082.76	1,719.26	1,019,471.00
Total Year Ending 12/31/2021		165,624.24	143,673.61	21,950.63	1,019,471.00
Year Ending 12/31/2022					
1/1/2022	41	13,802.02	12,102.90	1,699.12	1,007,368.10
2/1/2022	42	13,802.02	12,123.07	1,678.95	995,245.03
3/1/2022	43	13,802.02	12,143.28	1,658.74	983,101.75
4/1/2022	44	13,802.02	12,163.52	1,638.50	970,938.23
5/1/2022	45	13,802.02	12,183.79	1,618.23	958,754.44
6/1/2022	46	13,802.02	12,204.10	1,597.92	946,550.34
7/1/2022	47	13,802.02	12,224.44	1,577.58	934,325.90
8/1/2022	48	13,802.02	12,244.81	1,557.21	922,081.09
9/1/2022	49	13,802.02	12,265.22	1,536.80	909,815.87
10/1/2022	50	13,802.02	12,285.66	1,516.36	897,530.21
11/1/2022	51	13,802.02	12,306.14	1,495.88	885,224.07
12/1/2022	52	13,802.02	12,326.65	1,475.37	872,897.42
Total Year Ending 12/31/2022		165,624.24	146,573.58	19,050.66	872,897.42
Year Ending 12/31/2023					
1/1/2023	53	13,802.02	12,347.19	1,454.83	860,550.23
2/1/2023	54	13,802.02	12,367.77	1,434.25	848,182.46
3/1/2023	55	13,802.02	12,388.38	1,413.64	835,794.08
4/1/2023	56	13,802.02	12,409.03	1,392.99	823,385.05
5/1/2023	57	13,802.02	12,429.71	1,372.31	810,955.34
6/1/2023	58	13,802.02	12,450.43	1,351.59	798,504.91
7/1/2023	59	13,802.02	12,471.18	1,330.84	786,033.73
8/1/2023	60	13,802.02	12,491.96	1,310.06	773,541.77
9/1/2023	61	13,802.02	12,512.78	1,289.24	761,028.99
10/1/2023	62	13,802.02	12,533.64	1,268.38	748,495.35
11/1/2023	63	13,802.02	12,554.53	1,247.49	735,940.82
12/1/2023	64	13,802.02	12,575.45	1,226.57	723,365.37
Total Year Ending 12/31/2023		165,624.24	149,532.05	16,092.19	723,365.37

TAB 1 Budget Notes

United Health Group Payment Schedule

EXHIBIT A			
DEBT SERVICE SCHEDULE			
<u>Date</u>	<u>Outstanding Principal</u>	<u>Principal Payments</u>	<u>Interest Payments</u>
April 25, 2014	\$2,100,000	-	-
April 27, 2015	1,890,000	210,000	68,250
April 25, 2016	1,680,000	210,000	61,425
April 25, 2017	1,470,000	210,000	54,600
April 25, 2018	1,260,000	210,000	47,775
April 25, 2019	1,050,000	210,000	40,950
April 27, 2020	840,000	210,000	34,125
April 26, 2021	630,000	210,000	27,300
April 25, 2022	420,000	210,000	20,475
April 25, 2023	210,000	210,000	13,650
April 25, 2024	0	210,000	6,825

**NOTICE AND AGENDA OF AN EMERGENCY MEETING
BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

June 8, 2022

6:00 P.M. Open Session

Meeting via Zoom Conference

Topic: Board of Directors Special Meeting

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: NOTICE AND AGENDA OF AN EMERGENCY MEETING "BOARD OF DIRECTORS MENDOCINO COAST
HEALTH CARE DISTRICT

Time: Jun 8, 2022 06:00 PM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/82136109012?pwd=MjUyRWI4dk1IRGNDb1QwcVRWd3d0QT09>

Meeting ID: 821 3610 9012

Passcode: 950625

One tap mobile

+12532158782,,82136109012#,,,,*950625# US (Tacoma)

+13462487799,,82136109012#,,,,*950625# US (Houston)

Dial by your location

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 720 707 2699 US (Denver)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 646 558 8656 US (New York)

Meeting ID: 821 3610 9012

Passcode: 950625

Find your local number: <https://us06web.zoom.us/j/82136109012?pwd=MjUyRWI4dk1IRGNDb1QwcVRWd3d0QT09>

PLEASE TAKE NOTICE a Special Board of Directors meeting has been called for June 2, 2022. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.** No physical location from which members of the public may observe the meeting and offer publiccomment will be provided.

CONDUCT OF BUSINESS:

1. 6:00 P.M. CALL TO ORDER: Norman de Vall, Chair
2. ROLL CALL Sara Spring, Secretary
3. PUBLIC COMMENTS
4. APPROVAL OF THE AGENDA Norman de Vall, Chair
5. APPROVAL OF THE CONSENT CALENDAR Norman de Vall, Chair
 - 5.1. [Approve payment to Willdan for annual disclosure services](#) TAB 1
 - 5.2. [Approve payment to Hooper, Lundy and Bookman](#) TAB 2
 - 5.3. [Approve payment to Zoom](#) TAB 3
 - 5.4. [Approve payment to Alder \(moving company\)](#) TAB 4
6. OLD BUSINESS
 - 6.1. [Accept proposal for D&O and HCL insurance](#) TAB 5
 - 6.2. [Approve payment to BB&K](#) TAB 6
 - 6.3. [Approve monthly payment for HELP II loan](#) TAB 7
7. NEW BUSINESS
 - 7.1. [Draft policy: Paying authorized expenses](#) John Redding, Treasurer TAB 8
 - 7.2. [Error! Reference source not found.](#)

8. PUBLIC COMMENTS

This portion of the meeting is reserved for persons desiring to address the Board of Directors on any matter which the District has jurisdiction. You may state your name and address for the record. Time is limited to 3 minutes per speaker. The Board of Directors can take no action on your presentation but can seek clarification to points made in your presentation or comments.

BROWN ACT REQUIREMENTS: Pursuant to the Brown Act, the Board of Directors cannot discuss issues or take action on requests during this comment period.

9. COMMENTS FROM BOARD OF DIRECTORS

10. ADJOURNMENT: Norman de Vall, Chair

Continues...

Dated: June 7, 2022

STATE OF CALIFORNIA)
COUNTY OF MENDOCINO)

STATE OF CALIFORNIA)
COUNTY OF MENDOCINO)

I declare under penalty of perjury that I am a representative of the Mendocino Coast Health Care District Board of Directors; and that I posted this notice at the North and Patient Services Building Lobby entrances to the Adventist Health Mendocino Coast Hospital on June 7, 2022.

/S/

Norman de Vall, Chair June 7, 2022

Original signed and posted at the entrance to the A.J. Grey Building

/S/

Norman de Vall, Chair June 7, 2022

All disabled persons requesting disability related modifications or accommodations, including auxiliary aids or service may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Directors, 755 River Drive, Fort Bragg, CA 95437 no later than 1 working day prior to the meeting that such matter be included on that month's agenda.

*Per District Resolution, each member of the public who wishes to speak shall be limited to three minutes each per agenda item. Please identify yourself prior to speaking. Thank you.

Approve payment to Willdan for annual disclosure services

TAB 1



INVOICE

Attn: John Redding, Board Treasurer
Mendocino Coast District Hospital
700 River Drive
Fort Bragg, CA 95437

INVOICE #: 010-50926
INVOICE DATE: 3/25/2022
PROJECT #: 106358
PHASE #: 2021
CLIENT #: C44053
TERMS: NET 30 DAYS

Bus. #: (707) 961-4611
Email: jredding@mcdh.org

Description: FISCAL YEAR 2020/21 ANNUAL CONTINUING DISCLOSURE SERVICES

Annual Continuing Disclosure Report Preparation and Dissemination:

<i>2001 General Obligation Bonds (CIBs and CABs)</i>	\$950.00
<i>Election of 2000 General Obligation Refunding Bonds, Series 2016</i>	450.00

Dissemination to EMMA as required	\$200.00
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Notice of Failure to File AFS Preparation and Dissemination:

<i>2001 General Obligation Bonds (CIBs and CABs)</i>	\$250.00
<i>Election of 2000 General Obligation Refunding Bonds, Series 2016</i>	250.00

Costs Advanced:

California Municipal Statistics, Inc.- Top Owners Table	\$250.00
---	----------

INVOICE TOTAL **\$2,350.00**

To set up a wire transfer or ACH payment, please e-mail Lisa Bromley at lbromley@willdan.com or call her at 951-587-3572. Please include the last five digits of invoice number in the wire/ACH submission information.

Remit To:
Willdan Financial Services
27368 Via Industria, Suite 200
Temecula, California 92590

Terms: Accounts are payable within 30 days unless special arrangements are made. A service charge of 1.5% per month may be levied on overdue unpaid balances.

Approve payment to Hooper, Lundy and Bookman **TAB 2**

HOOPER, LUNDY & BOOKMAN, P.C.
HEALTH CARE LAWYERS
1875 CENTURY PARK EAST, SUITE 1600
LOS ANGELES, CALIFORNIA 90067-2799

TAX I.D. NUMBER
95-4109805

TELEPHONE
(310) 551-8111
TELECOPIER
(310) 551-8181

Mendocino Coast District Hospital
700 River Drive
Fort Bragg, CA 95437
Attn: **Wayne Allen**
CFO

October 18, 2021
Invoice No. 227347

Re: HHS CARES Act Audit
Our File No: 56527-908

Previous Balance	1,027.50
Payments received through 10/15/21	.00
Previous Balance Remaining	1,027.50
Current Fees Through 09/30/21	1,233.00
Invoice Total	\$ 1,233.00
Balance Due	\$ 2,260.50

**** PAYMENT DUE IN 10 DAYS ****

HOOPER, LUNDY & BOOKMAN, P.C.
HEALTH CARE LAWYERS
1875 CENTURY PARK EAST, SUITE 1600
LOS ANGELES, CALIFORNIA 90067-2799

TAX I.D. NUMBER
95-4109805

TELEPHONE
(310) 551-8111
TELECOPIER
(310) 551-8181

File Number	56527-908	Mendocino Coast District Hospital	10/18/21
PTS		HHS CARES Act Audit	227347
			Page 1

Date	Atty	Description of Services Rendered	Hours	Amount
9/02/21	BAD	E-mail correspondence with J. Redding and FTI regarding data requests in connection with CARES Act audit; review of materials for same.	.5	342.50
9/08/21	BAD	E-mail and telephone correspondence with FTI regarding ongoing CARES Act audit; review of materials for same.	.8	548.00
9/13/21	BAD	E-mail and telephone correspondence with FTI regarding CARES Act audit follow-up; review of materials for same.	.5	342.50
Recap of Services			Hours	Effective Rate
		Benjamin A. Durie	1.8	685.00
		Partner	1.8	1,233.00
		Total	1.8	1,233.00

Total Fees 1,233.00

Invoice Total \$ 1,233.00

Approve payment to Zoom TAB 3


Invoice		zoom		
		Zoom Video Communications Inc. 55 Almaden Blvd, 6th Floor San Jose, CA 95113		
Invoice Date:	May 28, 2022	Federal Employer ID Number: 61-1648780		
Invoice #:	INV150244966			
Payment Terms:	Due Upon Receipt			
Due Date:	May 28, 2022			
Account Number:	57662905			
Currency:	USD			
Account Information:	MCDH	Purchase Order Number:		
Sold To Address:	700 River Dr., Fort Bragg, California 95437 United States (707) 357-2115 jgrinberg@mcdh.net	Tax Exempt Certificate ID: Zoom W-9		
Bill To Address:	700 RIVER DR, FORT BRAGG, California 95437 United States jgrinberg@mcdh.org			
Charge Details				
CHARGE DESCRIPTION	SUBSCRIPTION PERIOD	SUBTOTAL	TAXES, FEES & SURCHARGES	TOTAL
Charge Name: Standard Pro Annual				
Quantity: 1 Unit Price: \$149.90	May 28, 2022-May 27, 2023	\$149.90	\$0.00	\$149.90
		Subtotal		\$149.90
		Total (Including Taxes, Fees & Surcharges)		\$149.90
		Invoice Balance		\$149.90
Taxes, Fees & Surcharge Details				
CHARGE NAME	TAX, FEE OR SURCHARGE NAME	JURISDICTION	CHARGE AMOUNT	TAX, FEE OR SURCHARGE AMOUNT
			Total (Including Taxes, Fees & Surcharges)	\$0.00

Approve payment to Alder (moving company) TAB 4

Alder Moving Services Alder Moving Services - (707) 964-7917 880 N Franklin St Fort Bragg, CA 95437			INVOICE 1005-1
BILLED TO: Mendocino Healthcare District		INVOICE DATE: 4/28/2022 INVOICE AMOUNT: \$1,650.00	
Description	Qty	Unit Price	Amount
Commercial Services (Hourly)	5h 30m	\$300.00	\$1,650.00
Valuation: Basic			\$0.00
		Subtotal	\$1,650.00
		Tax 8.88 %	\$0.00
		Tips	\$0.00
		Payments	--
		Balance	\$1,650.00
Payment methods accepted: <u>Cash, Debit, Credit, Check</u> .			
Payments No payments yet.			

Approve payment to Alder (moving company) TAB 4

Accept proposal for D&O and HCL insurance TAB 5



BETA
HEALTHCARE GROUP
BETA RISK MANAGEMENT
AUTHORITY

Home Office
1443 Danville Boulevard
Alamo, CA 94507
925-838-6070 MAIN
800-838-4111 TOLL FREE

Glendale Office
330 North Brand Boulevard
Suite 1090
Glendale, CA 91203
818-242-0123 MAIN
800-838-4111 TOLL FREE

Granite Bay Office
P.O. Box 619084
Roseville, CA 95661
916-266-6100 MAIN
800-655-2667 TOLL FREE

San Diego Office
15373 Innovation Drive
Suite 120
San Diego, CA 92128
858-675-7400 MAIN
800-890-9305 TOLL FREE

www.betahg.com
A PUBLIC ENTITY

April 21, 2022

Jessica Grinberg
Chairperson of the Board of Directors
Mendocino Coast Healthcare District
700 River Drive
Fort Bragg, CA 95437

**RE: Mendocino Coast Healthcare District
BETA Risk Management Authority
July 1, 2022 Liability and Workers' Compensation
Renewal Rates and Dividends**

Dear Ms. Grinberg:

BETA Risk Management Authority(BETARMA) recently finalized base rates and dividends for the upcoming renewal of the Healthcare Entity Comprehensive Liability (HCL), Excess Healthcare Entity Comprehensive Liability (XHCL), Directors and Officers/Employment Practices Liability (D&O/EPL), Automobile Coverage, Workers' Compensation (WC) and Excess Workers' Compensation (XWC) Contracts for the July 1, 2022 renewal.

Liability Rates:
The BETA Council approved a base rate increase of 2% for the HCL/XHCL Coverage Contracts. The HCL/XHCL rate increases follow a period, prior to the most recent two years, of over a decade where HCL rates were flat to down, despite rising costs, due to a very competitive market. Base rates for the D&O/EPL Coverage Contracts will increase by 5%, and Auto Coverage Contracts will increase by 5%. While base rates for these coverages are increasing, it should be emphasized that experience rating will continue to play an important role in determining renewal pricing and could result in a total rate change for the HCL/XHCL, Auto and D&O/EPL contracts that is greater or less than the member's expiring rates.

WC Rates:
The BETA Council also approved a base rate decrease for the WC/XWC Coverage Contracts of -2% this year due to the continued soft market. We believe that an overall base rate decrease will position BETA to retain our renewals in this very competitive market. Although base rates are decreasing on average, it should be emphasized that individual class code rates will fluctuate based on overall claims experience. In addition to individual class code rate changes, the experience rating which includes the Ex-Mod factor, will continue to play an important role in determining renewal pricing and could result in a total rate change for the WC coverage contracts that is greater or less than the member's expiring rates. Ex-Mod reports for the upcoming renewal have been distributed and will be released again with the WC renewal quotes.

Dividends:
In addition to approving rates for this year's renewal, the BETA Council recently approved a total of \$11.6 million in annual dividends; \$7.3 million for liability lines of coverage and \$4.3 million for WC. Similar to past years, these dividends will be distributed to eligible members renewing on July 1, 2022. The annual dividend is based on each member's contribution to the financial performance of BETARMA dating back to when the member joined the program. Years of membership and loss experience relative to paid contributions will determine the percentage allocation that

continued

each member receives from the total annual dividend. This year's dividend marks the 30th consecutive year that BETARMA will distribute dividends to its members.

As part of BETARMA's continued efforts to cross-sell the HCL/XHCL and WC/XWC product lines, the BETA Council approved the continuation of the multi-line dividend in the amount of \$2.7 million for distribution to members that purchase the HCL/XHCL and WC/XWC coverage contracts from BETARMA. The multi-line dividend is in addition to the annual dividend described above. This dividend is allocated based on the percentage of each member's written primary HCL/XHCL and WC/XWC contributions compared to the total written primary HCL/XHCL and WC/XWC contributions of all eligible multi-line members in the 2021/2022 contract year.

Both the annual dividend and multi-line dividend will be distributed to eligible members who are in good standing, in two installments, on October 1, 2022 and April 1, 2023.

Coverage Contract:

There are no coverage contract changes.

If you have any questions regarding these changes, please feel free to contact me at (916) 266-5235. Thank you for your continued trust and loyalty to BETA Healthcare Group.

Sincerely,



Michele D. Reager, CPCU
Senior Director of Underwriting

Approve payment to BB&K

TAB 6

Indian Wells
(760) 568-2611
Irvine
(949) 263-2600
Los Angeles
(213) 617-8100
Manhattan Beach
(310) 643-8448

BB&K
BEST BEST & KRIEGER
ATTORNEYS AT LAW

3390 University Avenue, 5th Floor, P.O. Box 1028, Riverside, CA 92502
Phone: (951) 686-1450 | Fax: (951) 686-3083 | www.bbklaw.com
Tax ID # 95-2157337

Ontario
(909) 989-8584
Sacramento
(916) 325-4000
San Diego
(619) 525-1300
Walnut Creek
(925) 977-3300
Washington DC
(202) 785-0600

MENDOCINO COAST DISTRICT HOSPITAL
ATTN: AMY MCCOLLEY
700 RIVER DRIVE
FORT BRAGG, CA 95437

Outstanding Invoice Notification As of Wednesday, May 11, 2022

Our records indicate your balance is 60 days past due. If you have any questions about this invoice or the balance due on your account, please call our Accounts Receivable team at (951) 686-1450 or e-mail accounts.receivable@bbklaw.com.

38128.00001 - GENERAL LEGAL
Billing Attorney: NOEL M. CAUGHMAN

Date	Invoice	Total	Credits	Balance
3/10/2022	929349	\$15,392.80	\$0.00	\$15,392.80
4/11/2022	931785	\$19,093.50	\$0.00	\$19,093.50
Balance Due				\$34,486.30

Payments for Best Best & Krieger legal services may be sent to our lockbox:
Best Best & Krieger LLP | P.O. Box 743074 | Los Angeles, CA 90074-30074
Courier Delivery Address: Bank of America Lock Box Services | Lockbox 743074 | 2706 Media Center Drive | Los Angeles, CA 90065

Credit Card or Electronic Payment: Contact accounts.receivable@bbklaw.com

Wire Instructions: Bank of America Corporate Center | 100 North Tryon Street, Charlotte, NC 28255
ABA Number: 026009593 | Swift Code: BOFAUS3N | Account # 14961-50991
ACH Number: 122000661
(Please Reference Invoice Number)

Please mail 1099 form to: Best Best & Krieger LLP | 3390 University Avenue, 5th Floor | P.O. Box 1028 | Riverside, CA 92502



BEST BEST & KRIEGER
ATTORNEYS AT LAW

2001 N. Main Street, Suite 390, Walnut Creek, CA 94596
Phone: (925) 977-3300 | Fax: (925) 977-1870 | www.bbklaw.com

Indian Wells
(760) 568-2611
Irvine
(949) 263-2600
Los Angeles
(213) 617-8100
Manhattan Beach
(310) 643-8448

Ontario
(909) 989-8584
Riverside
(951) 686-1450
Sacramento
(916) 325-4000
San Diego
(619) 625-1300
Washington, DC
(202) 785-0800

MENDOCINO COAST DISTRICT HOSPITAL
ATTN: AMY MCCOLLEY, CHAIR
700 RIVER DRIVE
FORT BRAGG, CA 95437

2022 RATE SCHEDULE (CURRENT)

Below please find the following below rate schedule that is effective as of March 1, 2022:

MENDOCINO COAST DISTRICT HOSPITAL (38128)

<u>38128.00001 General Legal</u>	<u>Rate</u>
Partner/ Noel Caughman	\$390.00
Partner/ Alison Bassett	\$385.00
Partners	\$385.00
Of Counsel	\$385.00
Associates	\$350.00
Paralegal	\$160.00

Should other Specialists be called upon to provide additional services, such as but not limited to Employee Benefits, Retirement and/or Executive Plan Review, PERS, and Bond/Public Financing, we will discuss those rates if different from above. Upon your approval, those Partners and Of Counsel rates will range between \$385-\$650.

2021 RATE SCHEDULE (PREVIOUS)

MENDOCINO COAST DISTRICT HOSPITAL (38128)

<u>38128.00001 General Legal</u>	<u>Rate</u>
Partner/ Noel Caughman	\$375.00
Of Counsel/ Alison Bassett	\$280.00
Partners	\$375.00
Of Counsel	\$280.00
Associates	\$280.00
Paralegal	\$150.00

If you have any questions, please do not hesitate to contact our office.

Approve monthly payment for HELP II loan TAB 7



CALIFORNIA HEALTH FACILITIES FINANCING AUTHORITY

915 Capitol Mall, Suite 435
Sacramento, CA 95814
p (916) 653-2799
f (916) 654-5362
chffa@treasurer.ca.gov
www.treasurer.ca.gov/chffa

June 1, 2022

Amy McColley
Chair of the District's Board
Mendocino Coast Health Care District
700 River Drive
Fort Bragg, CA 95437

**Re: CALIFORNIA HEALTH FACILITIES FINANCING AUTHORITY (CHFFA)
HELP II Loan Program: 30 Days Late Payment Notification**

Dear Ms. McColley:

This letter is to inform you that our office has not yet received your May 2022 payment and has assessed a late fee. It is now more than 30 days overdue.

As you are aware, your loan payment is due on or before the 1st of each month, with a late fee being assessed if the payment is postmarked after the 15th of the month. Please consider this letter a gentle reminder to remit the following payments:

➤ May 2022 Payment	\$13,802.02
➤ May 2022 Late Payment Fee	<u>690.10</u>

Total Due: \$15,182.22

Please make the check payable to the California Health Facilities Financing Authority or make payment via CHFFA's Electronic Payment Service at <https://www.govone.com/PAYCAL/CHFFA>, using the one-time payment option located on the top of the page, no later than 14 days from the date of this letter. If you have any questions or require additional information regarding this letter, please contact Erica Rodriguez, Compliance Officer at 916-653-3841 or erica.rodriguez@treasurer.ca.gov.

Thank you in advance for remitting the payments identified above. We at CHFFA are pleased to have the continued opportunity to work with your organization.

Sincerely,

Carolyn Aboubechara
Deputy Executive Director

MEMBERS

FIONA MA, CPA, CHAIR
California State Treasurer

BETTY T. YEE
State Controller

KEELY MARTIN BOSLER
Director of Finance

ANTONIO BENJAMIN

FRANCISCO SILVA

ROBERT CHERRY, M.D.

VACANT

KATRINA KALVODA

KERI KROPKE, M.A., M.A., CCC-SLP

EXECUTIVE DIRECTOR
FRANK MOORE

Draft policy: Paying authorized expenses

John Redding, Treasurer

TAB 8

Board Policy _____
Payment of Previously Authorized Expenses

FIRST READING

1. Legal Agreements

- 1.1. The Mendocino Coast Health Care District by the vote of current or past Boards of Directors have entered into legally binding agreements. Examples are the loan agreements (HELP II) and bonds (2016 Refunding Bonds).
- 1.2. These require periodic payments of known amounts. It is the will of the Board to delegate the authority to make these payments to the Treasurer.
- 1.3. Each annual budget will include each of these payments as a line item.

2. Ancillary mandated payments

- 2.1. The bonds require an annual disclosure of the District's financial status. Willdan Financial Services has been appointed by the Bond Trustee to provide an annual disclosure service.
- 2.2. BNY Mellon (Bank of New York) collects re-payments of the 2016 Refunding Bonds from the District on a monthly basis. BNY Mellon distributes these funds to the Bond Holders. BNY Mellon charges the District a fee for this service.
- 2.3. The County of Mendocino charges an annual fee for its role in collecting and disbursing property and parcel tax receipts.
- 2.4. It is the will of the Board to delegate the authority to make these payments to the Treasurer Each annual budget will include each of these payments as a line item.

3. Contracted Services

- 3.1. The Board of Directors routinely enters into service agreements. When such agreements have been authorized, finalized, and signed by the Chair, payment is delegated to the Treasurer.
- 3.2. The Board of Directors also hires independent contractors to provide professional services. When such agreements have been authorized, finalized and signed by the Chair, payment is delegated to the Treasurer.
- 3.3. When the Board of Directors hires a District employee, the Treasurer is authorized to instruct the District's book keeper to put such employee on the District's payroll.
- 3.4. All payments for Contracted Services will be included in the monthly Financial Report prepared by the Treasurer.

4. Transfers of Funds

- 4.1. Property and parcel tax receipts from the County are deposited three times a year into the District's Deposit Account held at Tri-County Bank. The parcel tax receipts are required by law to be placed in a

restricted account. The Treasurer is authorized to transfer parcel tax receipts to such account and to transfer property tax receipts to the Tax Revenue account.

4.2. By the terms of the Lease Agreement with Adventist Health, the District is required to make specified payments into a restricted account named Improvements Fund. These payments are due each year on July 1 and January 1. The Treasurer is authorized to transfer funds from a combination of the Tax Revenue and Measure C account into the Improvements fund.

4.3. Under the terms of the Lease Agreement, the District and Adventist Health share a Deposit Account held at Tri-County Bank. AH uses this account for billing purposes and will until such time as it has its own National Provider Identification (done) and is able therefore to establish a separate account. The District, to the extent that it has revenue, has funds comingled with those of AH in this account. From time to time, a shared employee prepares a list of receipts that belong to the District and to AH and sends this to the Treasurer for review and approval to transfer the money belonging to AH. The Treasurer is authorized to transfer those funds, after finding the list of transactions to be accurate.

4.4. All Transfers of Funds shall be included in the month Financial Report prepared by the Treasurer.

5. Miscellaneous Payments

5.1. The Treasurer is authorized to pay for any miscellaneous expenses either budgeted or not, provided such payments are \$1,000 or less. An example would be for office expenses or utilities.

6. Credit Card

6.1. A credit card shall be issued in the name of the Chair. This shall be used to pay for routine expenses. The Treasurer is authorized to instruct its book keeper pay the credit card on a monthly basis.

7. Two Signatures

7.1. All payments described in this policy will require the signature of both the Chair and the Treasurer.

7.2. This requirement will be implemented via the use of the Melio software which the District's book keeper uses to schedule payments and issue a request for approval to disburse these.

Prepared by John Redding
May 20, 2022

Resolution Identifying the Number of Open Seats for Election

Mendocino Coast Health Care District

RESOLUTION NUMBER 2022-_____

WHEREAS, the Mendocino Coast Health Care District (hereinafter "District") has a five-member Board of Directors elected by eligible voters who reside in the District; and

WHEREAS, all members so elected serve four-year terms; and

WHEREAS, three members will be elected in November of 2022; and

WHEREAS, one member was elected in November of 2020; and

WHEREAS, one member was appointed to an uncontested seat in 2020; and

WHEREAS, by law a member so appointed must stand for election at the next general election, that is, November 2022.

NOW, THEREFORE, IT IS ORDERED AND RESOLVED that the Board Chair shall notify *at once* the office of Assessor-County Clerk-Recorder for Mendocino County that the following seats will be up for election:

- Three seats, each with a four-year term
- One seat with a two-year term

The Board of Directors of the Mendocino Coast Health Care District at a special meeting of the Board passed this Resolution on June 6, 2022 by the following vote.

	Aye	Nay	Abstain	Absent
de Vall				
Spring				
Redding				
Grinberg				
McColley				

The motion was approved _____.

Signed:

Attest:

Norman de Vall, Chair

NOTICE AND AGENDA OF A REGULAR
MEETING OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE
DISTRICT

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: Mendocino Coast Health Care District Board of Director's Regular Meeting

Time: May 26, 2022 05:00 PM Closed Session Pacific Time (US and Canada)

Time: May 26, 2022 06:00 PM Open Session Pacific Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/85095650741?pwd=TksvN0VDdHFvWEJlV1paVjZxSE9nQT09>

Meeting ID: 850 9565 0741

Passcode: 563797

One tap mobile

+13462487799,,85095650741#,,,,*563797# US (Houston)

+17207072699,,85095650741#,,,,*563797# US (Denver)

Dial by your location

+1 346 248 7799 US (Houston)

+1 720 707 2699 US (Denver)

+1 253 215 8782 US (Tacoma)

+1 312 626 6799 US (Chicago)

+1 646 558 8656 US (New York)

+1 301 715 8592 US (Washington DC)

Meeting ID: 850 9565 0741

Passcode: 563797

Find your local number: <https://us06web.zoom.us/j/85095650741?pwd=TksvN0VDdHFvWEJlV1paVjZxSE9nQT09>

PLEASE TAKE NOTICE a Regular Board of Directors meeting has been called for Thursday May 26, 2022 at 5:00 pm. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID- 19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.**

1. 5:00 P.M. OPEN SESSION CALL TO ORDER AND ROLL CALL

1.1 Call to order and roll call

1.2 The Chair will verbally identify the agenda items to be considered during closed session as listed below.

2. PUBLIC HEARING FOR CLOSED SESSION

Members of the public may take this opportunity to comment on closed session agenda items. Under the requirements of the Brown Act open meeting law, members of the community wishing to address an item on the closed session agenda may do so at this time. Items not on the agenda cannot be addressed at this time. At three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes. (Government Code 54954.3).

3. CLOSED SESSION

The Board will adjourn to closed session pursuant to Government Code 54957

3.1 Information/Action: Public Employment: Independent Contractors:

- o Office Staff

3.2 Information/Action: Public Employment: Independent Contractors:

- o District Legal Counsel

4. 6:00 P.M. RECONVENE TO OPEN SESSION

4.1 Call to order and roll call

4.2 Closed session disclosure

- o Any reportable action taken during closed session will be disclosed at this time.

4.3 Approval of Agenda

- o Items to be removed from the agenda or changed should be done at this time.

5. PUBLIC COMMENTS

This portion of the meeting is reserved for persons desiring to address the Board of Directors on non-agenda issues. Please state your name for the record. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes (Government Code 54952). The Brown Act does not permit the Board to take action on any item that is not on the agenda.

6. Consent Calendar

6.1 Approval of Regular Meeting January 27, 2022

TAB

6.2 Approval of Special Meeting Minutes February 17, 2022

TAB

6.3 Approval of Special Meeting Minutes March 23, 2022

TAB

6.4 Approval of Regular Meeting Minutes March 31, 2022

TAB

6.5 Approval of Special Meeting Minutes April 28, 2022

TAB

7. OLD BUSINESS

INFORMATION/DISCUSSION/POSSIBLE ACTION ITEMS

7.1 Discussion/Action: Treasurer Report from 3.31.22 – John Redding

- o Continuation of discussion of ledger

TAB

7.2 Discussion/Action Item: Streamline and MCHCD Website – Sara Spring

TAB

7.3 Discussion/Action Item: Payment of final invoice to Law Office of Jacob R. Patterson (final invoice; \$13,195.00) – Sara Spring and Jessica Grinberg

TAB

8. NEW BUSINESS

INFORMATION/DISCUSSION/POSSIBLE ACTION ITEMS

- 8.1 Discussion/Action: Approval of Retainer for General Counsel Legal Service (“Jones Mayer”) – Norman de Vall
- 8.2 Discussion/Action: California Special District Association (CSAS) – Norman de Vall/Sara Spring
 - o www.csda.net
- 8.3 Discussion/Action: Dissolution of District – Norman de Vall
- 8.4 Discussion/Action Reimbursement Norman de Vall (Pelican/Cook)
- 8.5 Election of Vice Chair
- 8.6 Adoption of Resolution May 2022

9. PUBLIC COMMENTS

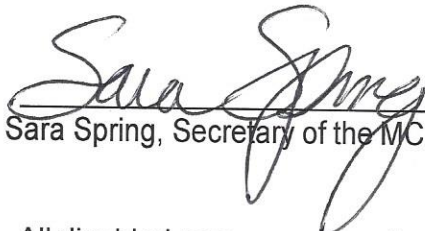
10. BOARD COMMENTS

11. ADJOURMENT

Dated: May 22, 2022

STATE OF CALIFORNIA
COUNTY OF MENDOCINO

I declare under penalty of perjury that I hold the position of Chair of the Mendocino Coast Health Care District Board of Directors; and that I caused this agenda to be posted on the District's notice board outside the Neva Canon Room and next to the entrance to the District's Offices at 775 River Drive, Fort Bragg, California on May 22, 2022.


Sara Spring, Secretary of the MCHCD BOD

All disabled persons requesting disability - related modifications or accommodations, including auxiliary aids or service may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Director at sspring@mcdh.org or 700 River Drive, Fort Bragg, CA 95437 no later than 1 working day prior to the special meeting that such matter be included on the agenda

**NOTICE AND AGENDA OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: Mendocino Coast Health Care District Special Board Meeting

Time: Apr 28, 2022 05:00 PM Closed Session

Time: Apr 28, 2022 06:00 PM Open Session

Join Zoom Meeting

<https://us06web.zoom.us/j/89999008928?pwd=UDg3emw5eUZOZ3l1bHVtZXRYeXJhZz09>

Meeting ID: 899 9900 8928

Passcode: 861035

One tap mobile

+13462487799,,89999008928#,,,,*861035# US (Houston)

+17207072699,,89999008928#,,,,*861035# US (Denver)

Dial by your location

+1 346 248 7799 US (Houston)

+1 720 707 2699 US (Denver)

+1 253 215 8782 US (Tacoma)

+1 312 626 6799 US (Chicago)

+1 646 558 8656 US (New York)

+1 301 715 8592 US (Washington DC)

Meeting ID: 899 9900 8928

Passcode: 861035

Find your local number: <https://us06web.zoom.us/j/89999008928?pwd=UDg3emw5eUZOZ3l1bHVtZXRYeXJhZz09>

PLEASE TAKE NOTICE a Regular Board of Directors meeting has been called for Thursday April 7, 2022 at 5:00 pm. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.**

1. 5:00 P.M. OPEN SESSION CALL TO ORDER AND ROLL CALL

1.1 Call to order and roll call

1.2 The Chair will verbally identify the agenda items to be considered during closed session as listed below.

2. PUBLIC HEARING FOR CLOSED SESSION

Members of the public may take this opportunity to comment on closed session agenda items. Under the requirements of the Brown Act open meeting law, members of the community wishing to address an item on the closed session agenda may do so at this time. Items not on the agenda cannot be addressed at this time. At three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes. (Government Code 54954.3).

3. CLOSED SESSION

The Board will adjourn to closed session pursuant to Government Code 54957

- 3.1 Information/Action: Public Employment: Independent Contractors:
 - District Legal Counsel
- 3.2 Information/Action: Public Employment: Independent Contractors:
 - Office Staff
- 3.3. Information/Action: Public Employment: Independent Contractors:
 - Special Legal Counsel

4. 6:00 P.M. RECONVENE TO OPEN SESSION

- 4.1 Call to order and roll call
- 4.2 Closed session disclosure
 - Any reportable action taken during closed session will be disclosed at this time.
- 4.3 Approval of Agenda
 - Items to be removed from the agenda or changed should be done at this time.

5. Consent Calendar

- 5.1 Approval of Special Meeting Minutes April 20, 2022

TAB 1

6. PUBLIC COMMENTS

This portion of the meeting is reserved for persons desiring to address the Board of Directors on non-agenda issues. Please state your name for the record. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes (Government Code 54952). The Brown Act does not permit the Board to take action on any item that is not on the agenda.

7. INFORMATION/DISCUSSION/POSSIBLE ACTION ITEMS

- 7.1 Discussion/Action: Reimbursement of Payment (\$2528.00) to Board of Director- Norman de Vall

TAB 2

- 7.2 Discussion/Action Item: Adoption of Resolution April – 2022 - Norman de Vall

TAB 3

8. PUBLIC COMMENTS

9. BOARD COMMENTS

10. ADJOURNMENT

Dated: April 27, 2022

STATE OF CALIFORNIA
COUNTY OF MENDOCINO

I declare under penalty of perjury that I hold the position of Chair of the Mendocino Coast Health Care District Board of Directors; and that I caused this agenda to be posted on the District's notice board outside the Neva Canon Room and next to the entrance to the District's Offices at 775 River Drive, Fort Bragg, California on April 27, 2022.

Norman De Vall, Chair of the MCHCD BOD All disabled persons requesting disability - related modifications or accommodations, including auxiliary aids or service may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Director at sspring@mcdh.org or 700 River Drive, Fort Bragg, CA 95437 no later than 1 working day prior to the special meeting that such matter be included on the agenda

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**MINUTES
SPECIAL MEETING
OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

**WEDNESDAY APRIL 20, 2022
6:00 P.M. Open Session**

1. Meeting called to order 6:01 PM

Roll Call by Norman de Vall

Present: John Redding, Jessica Grinberg, Norman de Vall

Absent: Sara Spring, Amy McColley

2. PUBLIC COMMENTS

3. INFORMATION/DISCUSSION/POSSIBLE ACTION ITEMS

3.1 Discussion/Action Item: Approval of Monthly Payments in the amount of \$46, 933.33 to BNY Western Trust

Discussion only. Board determined a vote would suggest the payment obligation can be considered optional by the district. It was decided the payment would be reflected on a Consent Calendar for disclosure when the payments are made.

3.2 Discussion/Action Item: Approval of Monthly Payments in the amount of \$720 to Pelican Storage.

Motion to approve the monthly payment of \$720 to Pelican Storage; to be disclosed on the monthly Consent Calendar. Moved by Jessica Grinberg. Seconded by John Redding

Discussion regarding having the Pelican Storage expense, included as part of a monthly tally of expenses, be included in the Financial Report. Treasurer Redding said he would do so for ease of review for community members.

Roll Call by Norman de Vall

Yeas: John Redding, Jessica Grinberg, Norman de Vall

Nays: None

Absent: Amy McColley, Sara Spring

4. PUBLIC COMMENTS

5. BOARD COMMENTS

John Redding: Requested taking up the daunting issues facing the BOD: The plan for seismic compliance; The strategic plan; A potential facility; Services desired by the community.

Jessica Grinberg: Requested community members reach out to the BOD with feedback regarding the potential dissolution of the district. She offered her district email, jgrinberg@mcdh.org, as the contact for the community to share thoughts, and requested community members share it with others. She also requested that the information be posted on the list serve.

Norman de Vall: Thanked Adventist Health for assistance in moving surplus items and a massive amount of old records from the facility to storage. The records include sensitive information. AH has offered to share in the process of proper destruction of the records. He asked to address in the future what the contract is between the District and Hubs & Routes. He also asked for volunteers participate on an ad hoc committee to work on the by-laws.

Director Grinberg offered to compile a list from the board comments and provide it for use in making the future agenda.

6. ADJOURNMENT

Motion to adjourn the meeting moved by John Redding. Seconded by Jessica Grinberg.

Roll Call by Norman de Vall

Yeas: John Redding, Jessica Grinberg, Norman de Vall

Nays: None

Absent: Amy McColley, Sara Spring

Meeting adjourned 6:40 PM


Respectfully submitted by,

A handwritten signature in black ink, consisting of a large, stylized initial 'J' followed by a horizontal line that extends to the right and ends with a small upward curve.

Jessica Grinberg, Member MCHCD BOD

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FW: Feb., March, April Invoice

 **Norman de Vall**
Tue 4/26/2022 7:37 PM
To: Amy McColley



From: Norman de Vall <ndevall@mcdh.org>
Date: Saturday, April 9, 2022 at 2:00 PM
To: John Redding <jredding@mcdh.org>
Subject: Feb., March, April Invoice

John,
Would you please start these through the process:

Jess Cook	ADA Assist.	\$202.00
Pelican Storage	NdV reimbursement	\$2,326.00
	TotalDue:	\$2,528.00

[Reply](#) | [Forward](#)

T A B 3

RESOLUTION NO. 2022 - _____

**RESOLUTION OF THE MENDOCINO COAST HEALTH CARE DISTRICT
MAKING THE LEGALLY REQUIRED FINDINGS TO CONTINUE TO
AUTHORIZE THE CONDUCT OF REMOTE “TELEPHONIC”
MEETINGS DURING THE STATE OF EMERGENCY**

WHEREAS, on March 4, 2020, pursuant to California Gov. Code Section 8625, the Governor declared a state of emergency; and

WHEREAS, on September 17, 2021, Governor Newsom signed AB 361, which bill went into immediate effect as urgency legislation; and

WHEREAS, AB 361 added subsection (e) to Gov. Code Section 54953 to authorize legislative bodies to conduct remote meetings provided the legislative body makes specified findings; and

WHEREAS, as of November 1, 2021, the COVID-19 pandemic has killed more than 72,140 Californians; and

WHEREAS, social distancing measures decrease the chance of spread of COVID-19; and

WHEREAS, this legislative body previously adopted a resolution to authorize this legislative body to conduct remote “telephonic” meetings; and

WHEREAS, Government Code 54953(e)(3) authorizes this legislative body to continue to conduct remote “telephonic” meetings provided that it has timely made the findings specified therein;

NOW, THEREFORE, IT IS RESOLVED by the Mendocino Coast Health Care District as follows:

1. This legislative body declares that it has reconsidered the circumstances of the state of emergency declared by the Governor and at least one of the following is true: (a) the state of emergency continues to directly impact the ability of the members of this legislative body to meet safely in person; and/or (2) state or local officials continue to impose or recommend measures to promote social distancing.

The above and foregoing Resolution was introduced by Board Member _____, seconded by Board member _____, and passed and adopted at a special meeting of the Mendocino Coast Health Care District held on the 28th day of April, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

RECUSED:

**NOTICE AND AGENDA OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

**Thursday March 31, 2022
6:00 P.M. Open Session**

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: Mendocino Coast Health Care District's March's Regular Board Meeting
Time: Mar 31, 2022 06:00 PM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/89555726091?pwd=bUpJR1VWYkl4T2tzeEtCbK11UUlzdz09>

Meeting ID: 895 5572 6091

Passcode: 438963

One tap mobile

+12532158782,,89555726091#,,,,*438963# US (Tacoma)

+13462487799,,89555726091#,,,,*438963# US (Houston)

Dial by your location

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 720 707 2699 US (Denver)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

+1 646 558 8656 US (New York)

Meeting ID: 895 5572 6091

Passcode: 438963

Find your local number: <https://us06web.zoom.us/j/kecoZn2mD7>

PLEASE TAKE NOTICE a Regular Board of Directors meeting has been called for Thursday March 31, 2022 at 6:00 pm. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.**

1. 6:00 P.M. OPEN SESSION CALL TO ORDER AND ROLL CALL

1.1 Call to order and roll call

1.2 Approval of the agenda

Items to be removed from the agenda or changed should be done at this time.

2. PUBLIC COMMENTS

2.1 This portion of the meeting is reserved for persons desiring to address the Board of Directors on non-agenda issues. Please state your name for the record. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes (Government Code 54952). The Brown Act does not permit the Board to act on any item that is not on the agenda.

3. Consent Calendar

3.1 Minutes for Special Meeting 3/23/22

TAB 1

3.2 Adoption of Resolution

TAB 2

3.3 Acceptance of BBK's resignation

TAB 3

3.4 Payment of final invoice to Law Office of Jacob R. Patterson (final invoice; \$13, 195.00)

TAB 4

3.5 First Read of Mendocino Coast Health Care District Amended Bylaws

TAB 5

3.6 First Read Social Media Policy

TAB 6

4. INFORMATION/DISCUSSION/POSSIBLE ACTION ITEMS

4.1 Open Letter to Public: Amy McColley and Norman de Vall

TAB 7

- An Open Letter to the Constituents and Public of the Mendocino Coast Health Care District Spring of 2022

4.2 Request of Treasurer to present proposed 2022-2023 draft budget for the April Regular Board Meeting: Norman de Vall

- Discussion and action

4.3 Treasurer Report: John Redding

TAB 8

- Discussion and action

4.4 Transfer of Chair: Amy McColley

- Discussion and action of current chair to transfer to Vice Chair role and responsibilities of Chair

4.5 Appointment of Vice Chair:

- Discussion and action to appoint a new Vice Chair

5. FUTURE AGENDA ITEMS

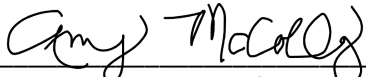
6. BOARD COOMENTS

7. ADJOURNMENT

Dated: March 28, 2022

STATE OF CALIFORNIA
COUNTY OF MENDOCINO

I declare under penalty of perjury that I hold the position of Chair of the Mendocino Coast Health Care District Board of Directors; and that I caused this agenda to be posted on the District's notice board outside the Neva Canon Room and next to the entrance to the District's Offices at 775 River Drive, Fort Bragg, California on March 28, 2022.



Amy McColley, Chair of the MCHCD BOD

All disabled persons requesting disability - related modifications or accommodations, including auxiliary aids or service may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Director at sspring@mcdh.org or 700 River Drive, Fort Bragg, CA 95437 no later than 1 working day prior to the special meeting that such matter be included on the agenda.

T A B 1

**MENDOCINO COAST HEALTH CARE DISTRICT
BOARD OF DIRECTORS
MINUETS OF SPECIAL SESSION
Wednesday March 23, 2022**

PLEASE TAKE NOTICE Special Board of Directors meeting was called for Wednesday March 23, 2022 at 6:15pm. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.**

1. 6:15 P.M. SESSION CALL TO ORDER AND ROLL CALL

1.1 Call to order and roll call: Call to Order at 6:15 P.M.

Roll Call: Grinberg, McColley, de Vall, Redding, Spring

Absent: None

-All Directors present

1.2 Approval of the agenda

Items to be removed from the agenda or changed should be done at this time.

Directors de Vall and Redding asked why items on the agenda were marked as closed session and McColley clarified she was acting under advice from council. Director Grinberg asked to be on the record that her objection that both items on the agenda should be in open session, she did not feel that these items should be shielded from the community. McColley restated the fact that BBK gave guidance to discuss both matters in closed session.

De Vall made a motion to approve the agenda with the understanding he felt the items should be in open. Spring 2nd the motion.

Vote: Grinberg and Redding No; McColley, Spring, de Vall: Yes

2. PUBLIC COMMENTS ON CLOSED SESSION ITEMS

2.1 Community members discussed issues regarding MCHCD

2.2 After public comment Director de Vall requested reconsideration of the motion that he made earlier.

Director Redding moved to reconsider the previous motion. Director Grinberg moved to reconsider.

Vote: de Vall, Redding and Grinberg voted no.

Mc Colley clarified that they had all voted no to reconsideration. de Vall then stated he made a mistake, he then stated that they move into closed. Director Redding stated he thought he was voting no to agreeing to going into closed session, requesting to change his vote. Director Spring stated we then have 3 votes to go to closed: McColley, Spring de Vall. At this time Director de Vall 2nd Director Redding motion that was not made. Directors Spring and McColley requested that Director de Vall clarify if there would be a closed session or not. Director de Vall stated no there would not be a closed session. Director Grinberg requested that Director de Vall remove his motion and Director Redding remove his 2nd, and she make a motion to not proceed into closed session at this time. Directors de Vall and Redding agreed to this request.

Director McColley stated the need for another meeting to deal with the items on the agenda. Director de Vall commented that there is a possibility of taking an off-agenda item on to the agenda. He then stated he felt there could be consideration of moving a closed session item form closed to open. Director McColley stated she did not agree, due to not notify the public correctly.

Director Grinberg asked for the items on the agenda be brought to the Board as Open session items.

Director Grinberg clarified her motion to state; Close the meeting and reconsidering if these are closed session items. Director Redding 2nd the motion. Director de Vall requested a 5-minute break to investigate changing the agenda.

Director McColley called for the vote: De Vall, Redding, Grinberg, Spring, McColley voted yes

Dated: March 28, 2022

STATE OF CALIFORNIA
COUNTY OF MENDOCINO

I declare under penalty of perjury that I hold the position of Secretary of the Mendocino Coast Health Care District Board of Directors.

Sara Spring, Secretary of the MCHCD BOD

All disabled persons requesting disability related modifications or accommodations, including auxiliary aids or service may make such request in order to be provided a copy of these minutes by contacting Sara Spring, Secretary of the Board of Directors, 775 River Drive, Fort Bragg, CA 95437.

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RESOLUTION NO. 2022 - _____

**RESOLUTION OF THE MENDOCINO COAST HEALTH CARE DISTRICT
MAKING THE LEGALLY REQUIRED FINDINGS TO CONTINUE TO
AUTHORIZE THE CONDUCT OF REMOTE “TELEPHONIC”
MEETINGS DURING THE STATE OF EMERGENCY**

WHEREAS, on March 4, 2020, pursuant to California Gov. Code Section 8625, the Governor declared a state of emergency; and

WHEREAS, on September 17, 2021, Governor Newsom signed AB 361, which bill went into immediate effect as urgency legislation; and

WHEREAS, AB 361 added subsection (e) to Gov. Code Section 54953 to authorize legislative bodies to conduct remote meetings provided the legislative body makes specified findings; and

WHEREAS, as of November 1, 2021, the COVID-19 pandemic has killed more than 72,140 Californians; and

WHEREAS, social distancing measures decrease the chance of spread of COVID-19; and

WHEREAS, this legislative body previously adopted a resolution to authorize this legislative body to conduct remote “telephonic” meetings; and

WHEREAS, Government Code 54953(e)(3) authorizes this legislative body to continue to conduct remote “telephonic” meetings provided that it has timely made the findings specified therein;

NOW, THEREFORE, IT IS RESOLVED by the Mendocino Coast Health Care District as follows:

1. This legislative body declares that it has reconsidered the circumstances of the state of emergency declared by the Governor and at least one of the following is true: (a) the state of emergency continues to directly impact the ability of the members of this legislative body to meet safely in person; and/or (2) state or local officials continue to impose or recommend measures to promote social distancing.

The above and foregoing Resolution was introduced by Board Member _____, seconded by Board member _____, and passed and adopted at a regular meeting of the Mendocino Coast Health Care District held on the 31st day of F, March, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

RECUSED:

T A B 3

Bend OR
(541) 382-3011
Indian Wells
(760) 568-2611
Irvine
(949) 263-2600
Los Angeles
(213) 617-8100
Ontario
(909) 989-8584



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Noel Caughman
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noel.caughman@bbklaw.com

March 18, 2022

**SENT VIA EMAIL: AMCCOLLEY@MCDH.ORG; JGRINBERG@MCDH.ORG; NDEVALL@MCDH.ORG;
SSPRING@MCDH.ORG; JREDDING@MCDH.ORG**

Board of Directors
Mendocino Coast Healthcare District
700 River Drive
Fort Bragg CA, 95437

Re: Withdrawal of Representation

Dear Board Members:

This letter is to notify you that Best Best & Krieger LLP (“BB&K”) hereby withdraws from representation of the Mendocino Coast Healthcare District (“District”). Based on recent events, it appears that our firm no longer has the confidence of the entire District Board and that the District either has, or will, seek representation from another law firm. These circumstances make it difficult for BB&K to represent the District effectively. Because of this we believe that withdrawal is in the best interest of the District.

If the District desires, we are willing to continue our representation to the limited extent of the current pending Public Records request from Mr. Macdonald dated March 2, 2022, for certain Zoom records of the District. My colleague Abe Galvan Sanchez sent a determination letter to Mr. Macdonald on March 14, 2022, regarding this and has proposed a rolling production starting March 28, 2022. **If you do not wish BB&K to continue providing assistance regarding this public records request, please notify me immediately.**

As set forth below, we understand that you have obtained other counsel to address certain public records requests, and you have responded to others on your own. Separate from those public records requests, we are prepared to provide general representation on a short-term, interim basis in order to allow the District to obtain new counsel, if the District has not already done so. *Please confirm in writing if you wish to discuss short-term, interim representation.*

In order to assist with the transition of the District to new counsel we hereby set forth below the other public records requests of which we are aware as of this date. They are as follows:

March 18, 2022

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- *John Allison dated 2/28/22.* On March 11, 2022, and March 12, 2022, Directors Spring and McColley, respectively, indicated that another law firm/attorney is assisting with this request and that BB&K should cease all work on this request. **BB&K will provide no services in relation to this public records request.**
- *Malcom Macdonald request dated 3/10/22* requesting the exact same records that Mr. Allison requested on 2/28/22. On March 11, 2022, and March 12, 2022, Directors Spring and McColley, respectively, indicated that another law firm/attorney is assisting with this request and that BB&K should cease all work on this request. **BB&K will provide no services in relation to this public records request.**
- *Malcom Macdonald request dated 3/17/22* requesting all electronic messages (including but not limited to texts, emails, voicemails, Facebook Messenger, etc.) received by or sent by Chair McColley during the March 16, 2022 MCHCD Board meeting (6 p.m. - 7:45 p.m. PDT). Specifically requesting all messages that could possibly relate to MCHCD Board matters or to the meeting itself and its participants. On 3/17/22 Director McColley indicated to us that she provided the requested information to Mr. Macdonald on 3/17/22. **BB&K will provide no services in relation to this public records request.**
- *Malcom Macdonald request dated 3/17/22* for a copy of the zoom recording of last night's, March 16, 2022 MCHCD Board meeting. On 3/17/22 Director McColley indicated to us that she provided the requested information to Mr. Macdonald on 3/17/22.
- *On 3/17/22 we received a request from Mr. Patterson via email directly to us.* As it looks like it was not copied to the Board, we hereby enclose a copy of the request for District's new counsel to handle. **BB&K will provide no services in relation to this request.**
- Finally, we received today from Director McColley a copy of a request dated *March 18, 2022 from Mr. Macdonald* seeking BB&K invoices from July 1, 2020 through March 17, 2022. This request was copied to the entire Board. As we have these invoices readily available, we would agree to assist the District with this request if so desires. **If the District is interested in having BB&K assist with this request, please let us know no later than close of business on Wednesday, March 23, 2022. If we do not hear from the District by this time, BB&K will do no work related to this request.** Otherwise, we would be happy to provide the requested invoices to new counsel.

BB&K
BEST BEST & KRIEGER 
ATTORNEYS AT LAW

March 18, 2022
Page 3

Thank you for giving BB&K the opportunity to serve the District over the last several years.

Sincerely,



Noel Caughman
of BEST BEST & KRIEGER LLP

Enclosure: Patterson 3.17.22 email to N. Caughman

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LAW OFFICE OF JACOB R. PATTERSON

PO Box 2814
FORT BRAGG, CA 95437
JACOB@LAWJRP.COM
(707) 964-2417

Submitted to:

Amy McColley, Board Chair
Mendocino Coast Health Care District
775 River Drive
Fort Bragg, California 95437

Invoice No. 00002215

March 7, 2022

February 1, 2022 – February 28, 2022

Professional Services

Legal Matters

Date	Description	Hours	Amount	Adjust	Total
02-01-22	Return call from A. McColley re District website; follow-up on compliance options	0.30	350.00	--	105.00
02-02-22	Call from A. McColley re District website; special meeting and Measure C compliance	0.10	350.00	--	035.00
02-04-22	Call from A. McColley and S. Spring re various legal topics, including District website	0.30	350.00	--	105.00
02-06-22	Calls from A. McColley re emergency meeting and District website	0.30	350.00	--	105.00
02-06-22	Review email from A. McColley with draft meeting agenda; revise drfat meeting descriptions; reply to A. McColley with revised agenda	0.50	350.00	--	175.00
02-07-22	Call from A. McColley and S. Spring re Neva Cannon Room projects	0.60	350.00	--	210.00
02-08-22	Call from A. McColley re adding agenda item about bylaws revision, ability to add emergency items to published agendas, and parliamentary procedures	0.10	350.00	--	035.00
02-08-22	Call from A. McColley re apparent deletion of meeting videos	0.10	350.00	--	035.00
02-08-22	Call from A. McColley and J. Grinberg re apparent deletion of meeting videos	1.10	350.00	--	385.00
02-09-22	Call from A. McColley re follow-up on her discussion with BB&K and J. Grinberg re special meeting and meeting videos	0.20	350.00	--	070.00
02-09-22	Call from J. Grinberg re follow-up about apparent deletion of meeting video and investigation of underlying facts	2.10	350.00	--	735.00
02-09-22	Text from A. McColley re AH finance concerns; reply to same	0.10	350.00	--	035.00
02-10-22	Review emails from A. McColley re Zoom videoconferencing and District meetings	0.20	350.00	--	070.00
02-10-22	Call from A. McColley re Zoom videoconferencing and District meetings	0.30	350.00	--	105.00

02-10-22	Review emails from A. McColley re Zoom videoconferencing support; review information from District's Zoom account	0.70	350.00	--	245.00
02-11-22	Email from A. McColley re Zoom videoconferencing support; reply re same; additional email from A. McColley re same	0.20	350.00	--	070.00
02-11-22	Texts from A. McColley re status of Zoom investigation	0.20	350.00	--	070.00
02-11-22	Review information from District's Zoom account, including open support request, submit additional status inquiry on behalf of A. McColley	0.30	350.00	--	105.00
02-14-22	Call from A. McColley re HR topics, District involvement in skilled nursing, construction of new or upgraded hospital facility	0.50	350.00	--	175.00
02-14-22	Draft suggested agenda descriptions; email same to A. McColley	0.30	350.00	--	105.00
02-14-22	Review email from BB&K; reply to A. McColley re same	0.10	350.00	--	035.00
02-14-22	Call from A. McColley re meeting agenda	0.30	350.00	--	105.00
02-14-22	Review texts and emails from A. McColley re special meeting	0.20	350.00	--	070.00
02-15-22	Email from A. McColley re Zoom videoconferencing; reply re same	0.10	350.00	--	035.00
02-15-22	Call from J. Grinberg re investigation of Zoom videoconferencing meeting video issue	0.20	350.00	--	070.00
02-15-22	Review email from A. McColley re evidence of Zoom account logins and access; reply re same	0.20	350.00	--	070.00
02-15-22	Call from A. McColley re District meetings and website; follow-up about prior texts	0.10	350.00	--	035.00
02-17-22	Email from A. McColley re legal memo about meeting video retention and deletion; reply re same	0.20	350.00	--	070.00
02-17-22	Texts with A. McColley re Zoom videoconferencing issues and BB&K opinion	0.10	350.00	--	035.00
02-17-22	Call from A. McColley re special meeting agenda	0.20	350.00	--	070.00
02-17-22	Review email from a. McColley re District financial statements	0.10	350.00	--	035.00
02-17-22	Call from A. McColley re upcoming District meetings	0.30	350.00	--	105.00
02-17-22	Call from A. McColley re emails and District accounting issues	0.10	350.00	--	035.00
02-18-22	Review email from A. McColley with list of agenda items; reply with clarifying questions	0.20	350.00	--	070.00
02-18-22	Call from A. McColley re agenda items and legal memo from BB&K	0.20	350.00	--	070.00
02-19-22	Email from A. McColley re meeting agenda; reply re same	0.10	350.00	--	035.00
02-19-22	Draft requested agenda descriptions; email same to A. McColley	1.10	350.00	--	385.00

02-19-22	Email from A. McColley with draft agenda; reply to same	0.20	350.00	--	070.00
02-20-22	Review and revise draft meeting agenda	0.50	350.00	--	175.00
02-20-22	Texts with A. McColley re meeting agenda	0.10	350.00	--	035.00
02-20-22	Email from A. McColley re questions about agenda review; reply to same	0.20	350.00	--	070.00
02-20-22	Texts with A. McColley re public comment procedures	0.10	350.00	--	035.00
02-20-22	Call from A. McColley re meeting packet and attachments, including legal memo	0.30	350.00	--	105.00
02-21-22	Review texts and emails from A. McColley re Zoom videoconferencing functionality	0.20	350.00	--	070.00
02-21-22	Review prior email messages from A. McColley re District financial transactions and oral California Public Records Act (CPRA) request	0.20	350.00	--	070.00
02-22-22	Call from a. McColley re Zoom videoconferencing	0.50	350.00	--	175.00
02-22-22	Review emails and texts from A. McColley re legal memo about District records	0.30	350.00	--	105.00
02-22-22	Call from A. McColley re 2/24/22 District meeting	0.40	350.00	--	140.00
02-23-22	Three calls (0.30, 0.90, 0.20) from A. McColley and/or S. Spring re retention of District records and meeting videos	1.40	350.00	--	490.00
02-23-22	Review emails from A. McColley re legal memo about meeting video deletion; reply re same	0.30	350.00	--	105.00
02-23-22	Review emails from A. McColley and J. Grinberg re Zoom meeting videos; reply to both re District records retention policy development	0.30	350.00	--	105.00
02-24-22	Review additional emails from A. McColley re Zoom meeting videos; reply to A. McColley and J. Grinberg re District records retention policy development; review response from J. Grinberg	0.30	350.00	--	105.00
02-24-22	Call from A. McColley and J. Grinberg re Zoom videoconferencing matter	0.40	350.00	--	140.00
	Professional Services	18.00	\$ 350.00	--	\$ 6,300.00
	Fee Adjustment (matter cap: 000.00)			--	
	Adjusted Professional Services	18.00	\$ 350.00	--	\$ 6,300.00

Non-Legal Matters

Date	Description	Hours	Amount	Adjust	Total
02-07-22	Post meeting agenda and copy at District office on behalf of and at the direction of A. McColley	0.30	150.00	--	045.00
02-14-22	Post meeting agenda and copy at District office on behalf of and at the direction of A. McColley	0.30	150.00	--	045.00
02-20-22	Post meeting agenda and copy at District office on behalf of and at the direction of A. McColley	0.30	150.00	--	045.00
	Professional Services	0.90	\$ 150.00	--	\$ 135.00
	Fee Adjustment (matter cap: 000.00)			--	
	Adjusted Professional Services	0.90	\$ 150.00	--	\$ 135.00

Reimbursable Costs	Amount
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All Matters:	\$ 000.00
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Total Fees & Costs	Hours	Amount	Adjust	Total
Legal Matters	18.00	350.00	--	6,300.00
Non-Legal Matters	0.90	150.00	--	135.00
Reimbursable Costs		000.00	--	000.00

All Matters:	\$ 6,435.00
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Charges and Receipts:	
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Prior Balance	\$ 19,346.82
Payments Received	(19,346.82)
Outstanding Balance	000.00
Current Charges	6,435.00
Total Amount Due:	\$ 6,435.00

LAW OFFICE OF JACOB R. PATTERSON

PO Box 2814
FORT BRAGG, CA 95437
JACOB@LAWJRP.COM
(707) 964-2417

Submitted to:

Amy McColley, Board Chair
Mendocino Coast Health Care District
775 River Drive
Fort Bragg, California 95437

Invoice No. 00002220

March 20, 2022

March 1, 2022 – March 16, 2022

Professional Services

Legal Matters

Date	Description	Hours	Amount	Adjust	Total
03-03-22	Text exchange with A. McColley re legal counsel's component of pending CPRA request from community member	0.10	350.00	--	035.00
03-07-22	Call with A. McColley and S. Spring re District's response to CPRA request from community member	0.50	350.00	--	175.00
03-07-22	Call with S. Spring to follow-up to joint call with A. McColley re pending CPRA request; follow-up text to S. Spring	0.20	350.00	--	070.00
03-07-22	Email to S. Spring re pending CPRA requests	0.10	350.00	--	035.00
03-08-22	Review Government Code and draft email response to CPRA request from community member and send to S. Spring for her consideration	0.30	350.00	--	105.00
03-10-22	Meeting with S. Spring at Patterson's office re District's review process and pending response to CPRA requests	1.30	350.00	--	455.00
03-11-22	Review email chain from S. Spring re Feb 28 CPRA request	0.20	350.00	--	070.00
03-11-22	Call from S. Spring re District's pending responses to open CPRA requests	0.30	350.00	--	105.00
03-11-22	Draft email to entire District Board re District's review and response process to CPRA request	0.20	350.00	--	070.00
03-11-22	Call to S. Spring re District's review and response process to CPRA requests and seeking her approval for draft email to entire District board re same; email approved language to District Board	0.50	350.00	--	175.00
03-12-22	Email from A. McColley re pending CPRA requests	0.10	350.00	--	035.00
03-12-22	Email from A. McColley re additional CPRA request	0.10	350.00	--	035.00
03-12-22	Emails from A. McColley re procedure to call special meetings; reply to same with applicable Government Code	0.20	350.00	--	070.00
03-12-22	Review and reply to 3/11 email from J. Redding re District's process for pending CPRA requests	0.10	350.00	--	035.00

03-12-22	Text exchange with A. McColley re conflicts and special legal counsel	0.10	350.00	--	035.00
03-13-22	Email to District Board clarifying CPRA request process and roles	0.10	350.00	--	035.00
03-13-22	Text exchange with A. McColley re prior clarifying email to District Board clarifying CPRA request process	0.10	350.00	--	035.00
03-13-22	Email from A. McColley re inquiry about pending CPRA request and District's response thereto	0.20	350.00	--	070.00
03-13-22	Emails from A. McColley re sourcing conflicts counsel or special legal counsel for CPRA requests and related matters; research special legal counsel options; replies to A. McColley re same	0.30	350.00	--	105.00
03-13-22	Text exchange with A. McColley re inquiry about pending CPRA request and District's response thereto	0.20	350.00	--	070.00
03-13-22	Text to S. Spring re potential response to inquiry about pending CPRA request	0.10	350.00	--	035.00
03-14-22	Follow-up email to A. McColley re 3/13 email chain re special counsel	0.20	350.00	--	070.00
03-14-22	Email to S. Spring re follow-up to CPRA requests	0.10	350.00	--	035.00
03-14-22	Email to S. Spring re responsive records in my possession for the District's response to 2/28 CPRA request from J. Allison	0.10	350.00	--	035.00
03-14-22	Email to S. Spring re CPRA request review and response process	0.10	350.00	--	035.00
03-14-22	Follow-up call to S. Spring re District's review and response process for pending CPRA request and other District matters, including confirming direction	0.50	350.00	--	175.00
03-15-22	Collect, review, and categorize responsive communications between J. Patterson and members of the District Board per direction of S. Spring as part of review process for 2/28 CPRA request from J. Allison; text exchanges with A. McColley and S. Spring during review re same; email to S. Spring during review re same	6.70	350.00	--	2,345.00
03-16-22	Continue to review and categorize responsive communications between J. Patterson and members of the District Board as part of review process for 2/28 CPRA request from J. Allison; redact partially-privileged or otherwise exempt content from disclosable communications and attachments based on review and relevant notes	6.10	350.00	--	2,135.00
Professional Services		19.10	\$ 350.00	--	\$ 6,685.00
Fee Adjustment (matter cap: 000.00)				--	
Adjusted Professional Services		19.10	\$ 350.00	--	\$ 6,685.00

Non-Legal Matters

Date	Description	Hours	Amount	Adjust	Total
03-10-22	Meeting with S. Spring at District Office to search District's physical records concerning CPRA request and generally as Secretary and custodian of District records	0.50	150.00	--	075.00
	Professional Services	0.50	\$ 150.00	--	\$ 075.00
	Fee Adjustment (matter cap: 000.00)			--	
	Adjusted Professional Services	0.50	\$ 150.00	--	\$ 075.00

Reimbursable Costs**Amount**

All Matters: **\$ 000.00**

Total Fees & Costs	Hours	Amount	Adjust	Total
Legal Matters	19.10	350.00	--	6,685.00
Non-Legal Matters	0.50	150.00	--	075.00
Reimbursable Costs		000.00	--	000.00

All Matters: **\$ 6,760.00****Charges and Receipts:**

Prior Balance	\$ 6,435.00
Payments Received	(000.00)
Outstanding Balance	6,435.00
Current Charges	6,760.00
Total Amount Due:	\$ 13,195.00

T A B 5

**BYLAWS OF THE BOARD OF DIRECTORS OF
MENDOCINO COAST HEALTH CARE DISTRICT**

775 -RIVER DRIVE
FORT BRAGG, CA 94537

~~Adopted~~Draft: ~~NOVEMBER~~March, ~~2022~~20

ARTICLE I. GENERAL

Section 1. _____ Title

These Bylaws shall be known as the "Bylaws of the Board of Directors of Mendocino Coast Health Care District," and may be referenced as the "Bylaws."

Section 2. _____ The District

- a. Mendocino Coast Health Care District (the "District") is a local healthcare district organized on March 6, 1967, under the provisions of the Local Healthcare District Law, Health & Safety Code section 32000, et seq., (the "District Law"). Under the terms of the District Law, as amended from time to time, the District owns and leases a hospital (the "Hospital") and rural health clinics (collectively, "District Facilities")
b. The District is governed by an elected or appointed five-member Board of Directors (the "Board"), The Board is responsible for oversight of all District Facilities, and shall make all rules and regulations necessary for the administration of the District Facilities.

Section 3. _____ Bylaws and Policy Manual.

These Bylaws govern the conduct of the Board and implementation and compliance with the District Law and other applicable federal and state statutes and regulations. In addition to the Bylaws, the Board shall adopt a Policy Manual governing specific matters of the Board to augment the Bylaws (the "Policy Manual"), including, at a minimum, a Conflict of Interest Code and policies for ethics standards, Board and committee meetings, investments, legal claims, contracts and purchasing, environmental review of District projects and public records and retention. See Attachment A: Conflict of Interest

Section 4. _____ Effect of Bylaws on Past Actions and Obligations.

The adoption of these Bylaws or the repeal of a resolution by the Bylaws shall not affect: (awkward)

- a. Vested rights and obligations pertaining to any prior resolution; or
b. Other matters of record referring to resolutions and not included within the Bylaws.
All previous legal agreements will continue.

b-c. All previous legal agreements will continue.

Section 5. _____ Maintenance of Bylaws.

- a. At least three signed copies of the Bylaws shall be maintained on file in the District office and a current copy maintained on the district website. Each director shall be given a copy of the Board Bylaws and Policy Manual. Additional copies of the Bylaws shall be distributed as directed by the President Chair.
b. Each resolution making a change in the Bylaws shall be filed by the Secretary and digitally stored.

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ARTICLE II. BOARD OF DIRECTORS

Section 1. Mission of Board of Directors

The mission of the Board is to

- a. Ensure that the resources of the Health Care District are used in the best interests of the public.
- b. Meet its financial, contractual and regulatory obligations.
- c. Implement and support programs providing they are congruent with regulations and existing contracts.
 - 1. Ensure that the District maintain its fiscal solvency with its limited resources.
 - 2. The bylaws and the mission should be reviewed annually for continued relevance

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Section 2. Memberships

- a. Assuming office: A person may assume the office of Director by election or appointment.
- b. Election: Directors shall be elected in accordance with the District Law, except the date of election shall be the same date as the statewide general election. The dates of any notices, canvass of voters, certification of election, and all other procedural requirements shall comply with those for the statewide general election. Directors shall take office at noon on the first Friday following certification of the election results by the Mendocino County Registrar of Voters, as provided by Elections Code section 10554.
- c. Appointment:
 - 1. The office of a director may become vacant before the end of the term because of death, resignation or other event causing vacancy. A resignation is effective when accepted by the Board and is irrevocable.
 - 2. The position shall be filled in accordance with Health Care District regulations. Regulations are as follows:
 - a. Notwithstanding any other provision of law, a vacancy in any elective office on the Governing Board of a Special District, other than those specified in Section 1781, shall be filled pursuant to this section.
 - b. The district shall notify the county elections official of the vacancy no later than 15 days after either the date on which the District Board is notified of the vacancy or the effective date of the vacancy, whichever is later.
 - c. The remaining members of the District Board may fill the vacancy either by appointment pursuant to subdivision (d) or by calling an election pursuant to subdivision (e).

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ARTICLE II. BOARD OF DIRECTORS (Continued)

Section 2. Memberships (Continued)

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d. Remaining members:

1. The remaining members of the District Board shall make the appointment pursuant to this subdivision within 60 days after either the date on which the District Board is notified of the vacancy or the effective date of the vacancy, whichever is later. The district shall post a notice of the vacancy in three or more conspicuous places in the district at least 15 days before the District Board makes the appointment. The district shall notify the county elections official of the appointment no later than 15 days after the appointment.
2. If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold office until the next general district election that is scheduled 130 or more days after the date the District Board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office. If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second half of a term of office, the person appointed to fill the vacancy shall fill the balance of the unexpired term of office.

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e. In lieu of making an appointment the remaining members of the Board may within 60 days of the date the District Board is notified of the vacancy or the effective date of the vacancy, whichever is later, call an election to fill the vacancy. The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the District Board calls the election.

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f. If the vacancy is not filled by the District Board by appointment, or if the District Board has not called for an election within 60 days of the date the District Board is notified of the vacancy or the effective date of the vacancy, whichever is later, then the ~~city council of the city in which the district is wholly located, or if the district is not wholly located within a city, the~~ Board of Supervisors of the county representing the larger portion of the district area in which the election to fill the vacancy will be held, may appoint a person to fill the vacancy within 90 days of the date the District Board is notified of the vacancy or the effective date of the vacancy, whichever is later, ~~or the city council or~~ Board of Supervisors may order the district to call an election to fill the vacancy. The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the ~~city council or~~ Board of Supervisors calls the election.

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g. If within 90 days of the date the District Board is notified of the vacancy or the effective date of the vacancy, whichever is later, the remaining members of the District Board or the appropriate Board of Supervisors ~~or city council~~ have not filled the vacancy and no election has been called for, then the District Board shall call an election to fill the vacancy. The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the District Board calls the election.

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ARTICLE II. BOARD OF DIRECTORS (Continued)

Section 2. Memberships (Continued)

- h. Notwithstanding any other provision of this section, if the number of remaining members of the ~~District Board~~ falls below a quorum, then at the request of the district secretary or a remaining member of the ~~District Board~~, the appropriate ~~Board of Supervisors or the city council~~ shall promptly appoint a person to fill the vacancy, or may call an election to fill the vacancy. The ~~Board of Supervisors or the city council~~ shall only fill enough vacancies by appointment or by election to provide the ~~District Board~~ with a quorum. If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold the office until the next general district election that is scheduled 130 or more days after the date the ~~District Board~~ is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office. If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second half of a term of office, the person appointed to fill the vacancy shall fill the balance of the unexpired term of office. The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of the Elections Code that is held 130 or more days after the date the ~~city council or Board of Supervisors~~ calls the election.
- i. Oath of Office. Persons elected or appointed to the Board shall take the oath of office prior to assuming office in the manner and at the time prescribed by law. The Secretary or other person authorized by law shall administer the oath.
(Amended by Stats. 2007, Ch. 343, Sec. 4. Effective January 1, 2008.)

Section 3. Ethics and Conflict of Interest Code.

It is the intent of the Board to act in the highest ethical standard in carrying out its duties to the public. It is also the intent of the Board to protect the District's interests when entering in to a transaction or agreement, and not the private interests of any director, officer, or employee. To that end, the Board has adopted an "Ethics Policy" and a "Conflict of Interest Code" contained in the Board Policy Manual.

Section 4. Organization.

- a. Officers of the Board. The officers of the Board shall be Chair, Vice-Chair, Treasurer, and Secretary. Officers shall be elected at the Board's regular December meeting for the ~~next calendar~~ next calendar year, and year and shall serve until the successor assumes office. A Board Member cannot hold more than one office at a time.
- b. Chair. The Chair shall:
 1. Preside over all the meetings of the Board
 2. Be responsible for coordination and liaison with community groups, public agencies, and residents served by the District.

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3. Be responsible for the ongoing administrative affairs of the Board, including without limitation, supervision of financial matters, correspondence, and administrative activities of the Board.
4. Sign as Chair: contracts, conveyances, and other instruments in writing, and checks on the funds of the District as the Board shall authorize or direct the President Chair to sign.

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ARTICLE II. BOARD OF DIRECTORS (Continued)

Section 4. Organization. (Continued)

5. Be responsible for coordination and liaison with District legal counsel, auditors, and consultants.

- a. Receive all requests from Board members for the preparation of legal opinions, legal memoranda, contracts, corporate documents or other legal work for legal counsel so as to eliminate duplication of same before submitting to legal counsel.
- b. Prepare Board agendas with the assistance of the District Manager and legal counsel, and if necessary, instruct legal counsel to prepare memoranda which are necessary to hold closed session meetings, Board Resolutions and other material pertinent to Board meetings as required.
- c. Serve as an alternate member, if able, upon the excused absence of a Committee member, and
- d. Invite legal counsel to attend Committee meetings, as desired.

~~5.~~

6. Designate members of the Board to undertake special responsibilities and to report to the President Chair on those activities.

- ~~7. Coordinate with the District's legal counsel:~~

- ~~a. Receive all requests from Board members for the preparation of legal opinions, legal memoranda, contracts, corporate documents, or other legal work for legal counsel so as to eliminate duplication of same before submitting to legal counsel;~~
- ~~b. Prepare Board agendas with the assistance of the District Manager and legal counsel, and if necessary, instruct legal counsel to prepare memoranda which are necessary to hold closed session meetings, Board Resolutions, and other material pertinent to Board meetings as required;~~
- ~~c. Serve as an alternate meeting, if able, upon the excused absence of a Committee member, and~~
- ~~d. Invite legal counsel to attend Committee meetings, as desired.~~

- ~~8.~~7. Perform other duties as pertain to the office as prescribed by the Board.

- ~~9.~~8. Appoint, with the concurrence of the Board, members of standing and ad hoc committees.

- ~~10.~~9. Represent the Board at official functions and digital media platforms when necessary. Ensure that postings meet the requirement of the digital media policy, serves as a

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spokesperson for the Board regarding Board actions, and keep the Board promptly informed of these occasions.

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c. Vice-Chair. In the absence or inability of the President-Chair to serve, the Vice-President-Chair shall perform the

d. duties of the President-Chair, and shall perform other duties as are prescribed by the Board.

d. Treasurer. The Treasurer or designee shall:

1. Keep, or cause to be kept, correct and accurate accounts of the properties and financial transactions of the District;
2. In conjunction with the District Manager, present an annual fiscal year budget to the Board;
3. Cause an annual independent audit of the District to be performed in accordance with law; and
4. Perform all duties incident to the office and such other duties as prescribed by the Board.
5. Monitor the financial activities that result from the Agreements and ensure these are in compliance with such Agreements.

6. Will act as Board liaison with the Oversight Committee.

ARTICLE II. BOARD OF DIRECTORS (Continued)

Section 4. Organization. (Continued)

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d.e. Secretary. The Secretary or designee shall ensure:

1. That Minutes of all meetings of the Board occur, and assure such Minutes are filed in the official records of the District. Minutes shall include any digital, handwritten or taped records of meeting;
2. That the official record of resolutions, actions and orders passed or adopted by the Board are maintained
3. All correspondence, financial records and reports are in the records of the District;
4. Appropriate notices in accordance with these Bylaws or as required by law;

5. Act as custodian of records of the District's records;

5.

6. Certify the official status, capacity and signature of directors, officers and employees;

6.

7. Assure the District Seal is affixed, when required by law, to documents executed on behalf of the District;

8. Perform all duties incident to the office and such other duties as prescribed by the Board; and

9. Oversee all official and communications to the media to ensure propriety and posts are in accordance with Board policy.

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Section 5. Powers.

The powers of the District are set forth in the District Law and other applicable law. The powers of the District are vested in the Board, which may delegate one or more of its powers in its sole discretion. Specifically, the Board shall:

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a. Establish by Resolution substantive and procedural policies regarding the affairs of the District in accordance with the best interests of the communities served by the District.

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b. Monitor the activities of the District Manager (or other designee) as administrator of the District.

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c. Enter into contracts and agreements with respect to the affairs of the District, including contracts for management services and for other activities approved by the Board.

d. Effectuate the purpose of the District to enhance the provision of quality healthcare in the communities served by the District by, among other efforts, working with public and private entities (including the provision of financial assistance where feasible).

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ARTICLE II. BOARD OF DIRECTORS (Continued)

Section 5. Powers. (Continued)

d.

e. The District and Adventist Health Mendocino Coast shall collaborate, define collaborate to develop and agree proactively on a comprehensive community needs assessment and plan. Both parties will abide by the lease provisions as stated in Section 25.8 Restrictive Covenant. See Attachment B: Lease Agreement.

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f. Exercise all other powers now or hereinafter set forth in and given to it by the District Law and other public agency laws applicable to the District.

Section 6. Meetings.

a. The board will be schedule meetings based on Bboard need. The Board will meet at minimum once per quarter. All meetings of the Board and its committees shall be conducted in accordance with the Ralph M. Brown Act, Government Code section 54950, et seq. (the "Brown Act"), and any other applicable law or regulation. Regular meetings of the Board shall be held on the last Thursday of the month at 6:00 p.m. at the District's administrative office. November and December meetings will be held on the second Thursday of the month

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b. Meetings of the Board shall be open and public, except as allowed by law. Persons shall be permitted to attend any portion of a meeting, except a Closed Session.

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b.

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c. A quorum of the Board shall not discuss the business of the District directly, serially or through an intermediary, except at a properly noticed public meeting. A quorum of the Board may discuss the time, place and agenda for a meeting at any time. Two members of the Board (but not a standing committee) may discuss District business at any time.

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d. To maintain decorum the Board adopts Roberts Rules of Order or Rosenberg Rules of Order. See Attachment C: Rules of Order

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Section 7. Compensation, Benefits and Expense

a. Members of the Board of Directors shall serve without compensation.

b. Benefits. Directors are entitled to the following benefits on the same terms as other officers:

1. A Flexible spending account funded by the District to be used towards health care costs.

2. Expenses.

a. If previously approved by the Board, a Director shall receive actual, reasonable and necessary reimbursement for travel, meals, lodging, registration and similar expenses incurred on District business. The rate for reimbursement shall not exceed the rate published by the IRS for deduction from taxes. However, if the expenses are incurred in connection with a trade conference, the reimbursement rates shall not exceed the posted rates for the conference and if the posted rates are not available, the reimbursement rate shall be comparable to the IRS rates.

ARTICLE II. BOARD OF DIRECTORS (Continued)

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Section 7. Compensation, Benefits and Expense (Continued)

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b. Directors must be authorized in advance to incur expenses for District purposes and shall submit a written request with supporting documents for reimbursement.

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c. During July of each year the District Manager, or if no District Manager, then the Treasure shall prepare a list of amounts paid during the prior fiscal year to reimburse a director or employee for individual expenses of \$100.00 or more. To determine the value of an item, the total charges for the item for the day shall be considered. For example, several transportation bills each less than \$100.00, but totaling more than \$100, requires a report. During August of each year, each person receiving expense reimbursement shall review the list. The District Manager shall consider suggested corrections and post the final list at the District by September.

Section 8. Appointment of District Manager

a. The Board shall be solely responsible for selecting a District Manager, who shall be responsible for managing the District's facilities and property. The Board shall adopt a written statement setting forth the qualifications, authority and duties of the District Manager. The Board shall set the District Manager's compensation.

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Section 7. Compensation, Benefits and Expense

~~a. Members of the Board of Directors shall serve without compensation.~~

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~~b. Benefits. Directors are entitled to the following benefits on the same terms as other officers:~~

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- ~~1. A Flexible spending account funded by the district to be used towards health care costs.~~
- ~~2. Expenses.~~

~~a. If previously approved by the Board, a Director shall receive actual, reasonable and necessary reimbursement for travel, meals, lodging, registration and similar expenses incurred on District business. The rate for reimbursement shall not exceed the rate published by the IRS for deduction from taxes. However, if the expenses are incurred in connection with a trade conference, the reimbursement rates shall not exceed the posted rates for the conference and if the posted rates are not available, the reimbursement rate shall be comparable to the IRS rates.~~

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~~b. Directors must be authorized in advance to incur expenses for District purposes, and shall submit a written request with supporting documents for reimbursement.~~

~~c. During July of each year the District Manager shall prepare a list of amounts paid during the prior fiscal year to reimburse a director or employee for individual expenses of \$100.00 or more. To determine the value of an item, the total charges for the item for the day shall be considered. For example, several transportation bills each less than \$100.00, but totaling more than \$100, requires a report. During August of each year, each person receiving expense reimbursement shall review the list. The District Manager shall consider suggested corrections and post the final list at the District by September.~~

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Section 8. Appointment of District Manager

~~a. The Board shall be solely responsible for selecting a District Manager, who shall be responsible for managing the District's operations, facilities, and property. The Board shall adopt a written statement setting forth the qualifications, authority, and duties of the District Manager. The Board shall set the District Manager compensation.~~

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~~b. The Board shall at least annually conduct a review of the performance and compensation of the District Manager~~

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~~c. The District Manager may recommend and shall implement policies adopted by the Board. The Board is not responsible for day-to-day management or operations of the District.~~

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~~d. The Board and individual Directors may question the District Manager with respect to the development and implementation of District policy. The Board, but not the individual Directors, may direct the District Manager with respect to the development and implementation of District policy.~~

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~~e. Individual Directors shall not direct employees in the performance of their duties.~~

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~~f. Any such direction shall be reported to the Board and District Manager~~

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g. The District Manager may discuss District business with Directors outside a public meeting, but the District Manager shall not communicate the views of Directors to one another, except at a Board meeting. ~~The Board shall not discuss or act on the District Manager's recommendations, except at a public meeting.~~

ARTICLE II. BOARD OF DIRECTORS (Continued)

Section 9. _____ —Duties of the District Manager

The Board of Directors, unless otherwise stated, shall delegate to the District Manager, full charge and control of the affairs of the District consistent with the policies established by the Board. The District Manager shall work with the Board or any of its committees in a highly professional manner. The District Manager also shall:

- a. Present to, and upon Board approval, implement a District strategic plan.
- b. Develop and implement a plan, along with the appropriate budget and schedule, that will meet the state of California's seismic upgrade requirement
- c. Administer the Agreements.
- d. Serve as liaison between the Board and District employees.
- e. If an emergency arises and there is insufficient time to notify the Board, the District Manager may take appropriate and reasonable action otherwise within the Board's jurisdiction. The District Manager shall report such action to the Board as soon as possible.
- f. The District Manager shall hire, with the concurrence of the Board, other District officers as the District may require, each of whom shall perform such duties as the Board may determine from time-to-time. Officers shall serve at-will.
- g. The District Manager may engage professional consultants to provide specialized service with the approval of the Board.
- h. The District Manager may engage an engineer to assist in the planning and design of District facilities with the approval of the Board.

Section 10. _____ —Other Officers.

- a. Other officers and employees shall assist the District Manager in the implementation of policy.

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b. Directors may discuss District business with officers. The officers shall, if possible, supply information requested by Directors in writing, and shall inform the District Manager when information is supplied.

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Section 11. _____ –Employees.

The District Manager shall serve as head of Human Resources. Directors are not encouraged to discuss District business with employees. If a Director inquires of an employee about District business, the employee shall respond to the Director and inform the District Manager.

ARTICLE II. BOARD OF DIRECTORS (Continued)

Section 12. _____ –Legal Counsel.

a. An attorney shall be retained by the Board to act as General Counsel. The Board may appoint special counsel. The Board will set the compensation of General Counsel and Special Counsel. General and Special Counsel serve at the pleasure of the Board.

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b. The General Counsel is directly accountable to the Board. General Counsel shall provide legal advice and services as requested by the Board, and shall work with the District Manager on the District's legal matters.

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c. General Counsel represents the District. General Counsel shall not represent individual directors, officers or employees, unless authorized in writing by the Board.

d. General Counsel will recommend appointment of special counsel when conflicts arise or if necessary to deal with matters requiring specialized knowledge.

ARTICLE III. BOARD COMMITTEES

Section 1. _____ –General

a. Committees of the Board shall be standing or ad hoc. The committee members shall be appointed by the ~~President Chair~~ at the January regular Board meeting and as otherwise needed. The ~~President's Chair's~~ action shall be final unless a majority of director's object. Two directors shall be appointed to each committee, one of whom shall be the committee chair, and both of whom shall be voting members. Any director not appointed to a committee may serve as an alternate to that committee. Regular meetings of committees shall be set at the same time at which committee members are appointed.

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b. All committees shall be advisory to the Board, except as otherwise expressly specified by the Board.

Section 2. _____ Standing Committees.

- a. Standing committees are managed by the entire **B**board.
- b. Every quarter at a **B**board meeting there will be a planning and finance agenda **item**.
- c. Finance will be represented by the Treasurer and Planning will be represented by Vice-**C**chair.

Section 3. _____ Planning

- a. Recommending and overseeing Human Resources policies and procedures;
- b. Reviewing and recommending employee compensation and benefits;
- c. Quality control and performance improvement; and
- d. Overseeing short- and long- term facility planning and maintenance

ARTICLE III. BOARD COMMITTEES (Continued)

Section 4. _____ Finance

- a. Recommending and overseeing fiscal and **0**business policies and **procedures;procedures**.
- b. Overseeing financial management and budgeting;
- c. Recommending and overseeing fiscal controls;
- d. Recommending and overseeing Investments;
- e. Overseeing internal audits and ensuring an annual independent audit; and
- f. Reviewing and presenting to the Board financial statements and reports. Monitoring the financial activities that arise from the Agreements to ensure compliance with the terms and conditions of such Agreement.
- g. The Treasurer and one other **B**board member will review the spending of the Measure C funds

Section 5. _____ Ad Hoc Committees.

Ad hoc committees, including not more than two directors, may be established by the **PresidentChair**, subject to approval of the Board, for defined tasks of a limited duration (for instance, not to exceed six months). An ad hoc committee shall only perform those duties assigned by the **PresidentChair**, and upon their completion be discharged. The **PresidentChair**, in consultation with the Board, shall determine the members of the committee.

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ARTICLE IV. MISCELLANEOUS

Section 1. _____—Review of Bylaws.

At least annually the Board shall review these Bylaws and the Policy Manual to ensure they comply with the District Law and all other applicable federal and state laws and regulations in keeping with the functions of the Board.

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Section 2. _____—Amendment of Bylaws.

These Bylaws may be amended by a majority of the Board at a duly noticed Board meeting, provided a full statement of each proposed amendment has been sent to each director along with the meeting agenda and packet.

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ARTICLE IV. MISCELLANEOUS (Continued)

Section 3. _____—Indemnification.

a. Civil proceedings. The District shall, to the full extent of the law, defend and indemnify each of its employees against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any civil claim arising out of the scope of his or her employment for the District. For purposes of this section, the term "employee" shall have the same meaning set for in Government Code section 810.2, or any successor statute thereof, and includes without limitation any person who was or is a director, officer, employee or servant of the District.

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~~b.~~ Criminal and administrative proceedings. The District may but is not obligated to defend and indemnify its employees (as defined above). If an employee seeks defense and indemnification in any such ~~proceeding~~proceeding, he or she shall submit a written request to the Board, which shall conduct a review of the request in accordance with Government Code sections 995.6 and 995.8, or any successor statutes.

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CERTIFICATION OF THE SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Mendocino Coast Healthcare District;
and
2. That the foregoing Bylaws comprised of twelve (142) pages constitute the Bylaws, as amended, of the District as duly adopted at a meeting of the Board of Directors thereof duly held on the _____ day in the month of _____, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this day
_____, 2022

Secretary
Mendocino Coast Healthcare District

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Mendocino Coast Health Care District (MCHCD) Policy for Social Media

PURPOSE:

The purpose of this policy governs the publication of any commentary on social media by employees and elected officials of Mendocino Health Care District (MCHCD). This policy is in addition to and complements any existing or future policies regarding the use of technology, computers, e-mail, and the internet. MCHCD employees and elected officials are free to publish or comment via social media in accordance with this policy.

DEFINITIONS:

Social media means any facility for online publication and commentary, including without limitation blogs, wiki's, social networking sites such as Facebook, LinkedIn, Twitter, Flickr, and YouTube.

Work is defined by those who provide service to MCDHC.

POLICY:

MCHCD employees and officials are subject to this policy to the extent they identify themselves as a MCHCD employee and officials (other than as an incidental mention of place of employment in a personal blog on topics unrelated to MCHCD). Notwithstanding the previous section, this policy applies to all uses of social media, including personal, by MCHCD employees and officials who are (describe employees who this applies to outside of work as well by title or job responsibilities), as their position with MCHCD would be well known within the community. Publication and commentary on social media carry similar obligations to any other kind of

publication or commentary. All uses of social media must follow the same ethical standards that MCHCD employees and officials must otherwise follow. Don't Tell Secrets! It's perfectly acceptable to talk about your work and have a dialog with the community, but it's not okay to publish confidential information. Confidential information includes things such as unpublished details about our software, details of current projects, future product ship dates, financial information, research, and trade secrets. We must respect the wishes of our corporate customers regarding the confidentiality of current projects. We must also be mindful of the competitiveness of our industry. Protect your own privacy settings on social media platforms should be set to allow anyone to see profile information like what would be on the MCHCD website. Other privacy settings that might allow others to post information or see information that is personal should be set to limit access. Be mindful of posting information that you would not want the public to see. Be Honest Do not blog anonymously, using pseudonyms or false screen names. We believe in transparency and honesty. Use your real name, be clear who you are, and identify that you work for MCHCD or an elected official of MCHCD. Nothing gains you notice in social media more than honesty - or dishonesty. Do not say anything that is dishonest, untrue, or misleading. If you have a vested interest in something you are discussing, point it out. But also, be smart about protecting yourself and your privacy. What you publish will be around for a long time, so consider the content carefully and be cautious about disclosing personal details. Respect copyright laws It is critical that you show proper respect for the laws governing copyright and fair use or fair dealing of copyrighted material owned by others, including MCHCD own copyrights and brands. You should never quote more than short excerpts of someone else's work, and always attribute such work to the original author/source. It is good general practice to link to others' work rather than reproduce it. Respect your audience, MCHCD, and your coworkers. The public in general, and MCHCD's employees and customers, reflect a diverse set of customs, values, and points of view. Don't say anything contradictory or in conflict with the MCHCD website. Don't be afraid to be yourself but do so respectfully. This includes not only the obvious (no ethnic slurs, offensive comments, defamatory comments, personal insults, obscenity, etc.) but also proper consideration of privacy and of topics that may be considered objectionable or inflammatory - such as politics and

religion. Use your best judgment and be sure to make it clear that the views and opinions expressed are yours alone and do not represent the official views of MCHCD. Protect MCHCD customers, business partners and suppliers Customers, partners or suppliers should not be cited or obviously referenced without their approval. Never identify a customer, partner, or supplier by name without permission and never discuss confidential details of a customer engagement. It is acceptable to discuss general details about kinds of projects and to use non-identifying pseudonyms for a customer (e.g., Customer 123) so long as the information provided does not violate any non-disclosure agreements that may be in place with the customer or make it easy for someone to identify the customer. Your blog is not the place to "conduct business" with a customer.

Controversial Issues If you see misrepresentations made about MCHCD in the media, you may point that out. Always do so with respect and with the facts. If you speak about others, make sure what you say is factual and that it does not disparage that party. Avoid arguments. Brawls may earn traffic, but nobody wins in the end. Don't try to settle scores or goad competitors or others into inflammatory debates. Make sure what you are saying is factually correct. Be the first to respond to your own mistakes If you make an error, be up front about your mistake and correct it quickly. If you choose to modify an earlier post, make it clear that you have done so. If someone accuses you of posting something improper (such as their copyrighted material or a defamatory comment about them), deal with it quickly - better to remove it immediately to lessen the possibility of a legal action.

Think About Consequences For example, consider what might happen if a MCHCD employee is in a meeting with a customer or prospect, and someone on the customer's side pulls out a print-out of your blog and says, "This person at MCHCD says that product sucks." Saying "Product X needs to have an easier learning curve for the first-time user" is fine; saying "Product X sucks" is risky, unsubtle, and amateurish. Once again, it's all about judgment: using your blog to trash or embarrass MCHCD, our customers, or your co-workers, is dangerous and ill-advised.

Disclaimers Many social media users include a prominent disclaimer saying who they work for, but that they're not speaking officially. This is good practice and is encouraged, but don't count on it to avoid trouble - it may not have much legal effect.

Enforcement Policy violations will be subject to disciplinary action, up to and including termination for cause.

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An Open Letter
to the
Constituents and Public
of the
Mendocino Coast Health Care District
Spring 2022

WE, the Board of Directors of the District, cannot go forward if we stay in the quagmire of the past. Our primary objective, as described in Measure C, gave direction to both the Board and the Oversight Committee. Debating as we have the slips, trips and errors of the near and distant past cannot resolve our inability to move forward.

Organizations do not change by time alone. The errors and omissions of the past tend to linger into the present day and influence the future.

The Chair and Vice Chair of the District, in recognition of their present and future responsibility, are asking the Board and the Public to participate seeking answers and resolutions to our past and current objectives so we can move into the future.

Our Bylaws, undergoing updating, are available on our website: www.mchcd.org but even without ratification of any of the recommended changes the basics of Parliamentary procedures should be followed. We suggest that speakers under Public Expression stay to the three minute limit; We ask that our fellow Board members take their time under “Board Member Comments” to suggest changes to defining and meeting our objectives as mandated in Measure C, the Strategic Plan, Lease Agreement and Policy Manual.

And we are suggesting that Committee Assignments, ad hoc and Standing, be recorded in the Minutes with a report due at each future meeting until accomplished. In addition it is requested that Board members share with their colleagues and the Public what communication they have had with 3rd parties since the last meeting. And as stated in the Policy Manual the Board adhere to Robert’s Rules of Order.

WE ask you to join us in this endeavor to move forward,
Thank you,,

Amy McColley, Chair

Norman L. de Vall, Vice Chair

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	11650201	Expenditure	No		DDA ACH WITHDRAWAL MBI SETL MED-1-BANK	District AP -Checking (7244)	87.64	87.64
	11080201	Deposit	No		ACH DEBIT REVERSAL R29 Corp Cust Ach No Auth MED-1-BANK 0000000071007244	District AP -Checking (7244)	<u>87.64</u>	0.00
Total for Other Fees							\$	0.00
Payroll Expenses								
Taxes								
	08020201	Expenditure	No		DDA ACH WITHDRAWAL EMPLOYMENT DEVEL EEO EFFTRMT MENDOCINO COAST HSPT	Deposit Account	4,932.00	4,932.00
	06020201	Expenditure	No		DDA ACH WITHDRAWAL EMPLOYMENT DEVEL EEO EFFTRMT MENDOCINO COAST HSPT	Deposit Account	87.31	5,019.31
	10220201	Payroll Check	1209	No	*Megan F. Callison	District AP -Checking (7244)	229.39	5,248.70
	12150201	Payroll Check	DD	No	*Debra A. Hamilton-Meier	Direct Deposit Payable	253.23	5,501.93
	12230201	Expenditure	No	No	IRS	District AP -Checking (7244)	641.77	6,143.70
	12240201	Expenditure	No	No	IRS	District AP -Checking (7244)	196.84	6,340.54
	12310201	Payroll Check	DD	No	*Debra A. Hamilton-Meier	Direct Deposit Payable	116.86	6,457.40
	01310202	Bl	L066444860	No	CA EEO	Accounts Payable (A/P)	<u>2,223.11</u>	8,680.52
Total for Taxes							\$	8,296.52
Wages								
	07270201	Check	861	No	McMillan, Michella	District AP -Checking (7244)	1,605.00	1,605.00
	10220201	Payroll Check	1209	No	*Megan F. Callison	District AP -Checking (7244)	2,598.53	4,003.50
	11620201	Expenditure	No	CA EEO	Settlement with Ms. Colson	District AP -Checking (7244)	2,949.13	7,552.63
	12150201	Payroll Check	DD	No	*Debra A. Hamilton-Meier	Gross Pay - This is not a legal pay stub	2,291.67	9,844.30
	12150201	Expenditure	No	CA EEO	DDA ACH WITHDRAWAL PAYROLL PAYROLL MENDOCINO COAST HEALTH	District AP -Checking (7244)	1,609.98	11,653.88
	12210201	Expenditure	No	CA EEO	DDA ACH WITHDRAWAL PAYROLL TAX MENDOCINO COAST HEALTH	District AP -Checking (7244)	115.63	11,769.51
	12230201	Expenditure	No	CA EEO	DDA ACH WITHDRAWAL PAYROLL TAX MENDOCINO COAST HEALTH	District AP -Checking (7244)	27.65	11,797.16
	12310201	Expenditure	No	CA EEO	DDA ACH WITHDRAWAL PAYROLL PAYROLL MENDOCINO COAST HEALTH	District AP -Checking (7244)	914.01	12,711.17
	12310201	Payroll Check	DD	No	*Debra A. Hamilton-Meier	Gross Pay - This is not a legal pay stub	1,657.60	13,768.77
	01180202	Expenditure	No	CA EEO	DDA ACH WITHDRAWAL PAYROLL TAX MENDOCINO COAST HEALTH	District AP -Checking (7244)	<u>113.88</u>	13,882.65
Total for Wages							\$	13,882.65
Total for Payroll Expenses							\$	22,483.17
Postage and Shipping								
	08030201	Check	863	No	FedEx	CHECK CHECK	<u>20.82</u>	20.82
Total for Postage and Shipping							\$	20.82
Repairs and Maintenance								
	08030201	Check	8674	No	Fort Bragg Plumbing	CHECK CHECK	95.00	95.00
	10210201	Bl	5780	No	North Coast Plumbing Heating & Sheet Metal	Accounts Payable (A/P)	585.87	680.87
	02150202	Bl	6345	No	The Floor Store	Accounts Payable (A/P)	<u>17,589.62</u>	18,261.49
Total for Repairs and Maintenance							\$	18,261.49
Storage Fees								
	07030201	Check	861	No	Coast Self Storage	CHECK CHECK	783.00	783.00
	08030201	Check	8665	No	Coast Self Storage	CHECK CHECK	783.00	1,566.00
	09010201	Check	8662	No	Coast Self Storage	CHECK CHECK	783.00	2,349.00
	10190201	Bl	460	No	Coast Self Storage	1011-1111	783.00	3,132.00
	10190201	Bl	460	No	Coast Self Storage	1111-1211	<u>780.00</u>	3,912.00
Total for Storage Fees							\$	3,912.00
Utilities								
	08030201	Check	8677	No	PG&E	CHECK CHECK	<u>4,010.99</u>	4,010.99
Total for Utilities							\$	4,010.99

**NOTICE AND AGENDA OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

Wednesday March 23, 2022

6:15 P.M.

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: SPECIAL MEETING

Time: Mar 23, 2022 06:15 PM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/85485236824?pwd=bisrdi8wM2M1TkgrVUpMYzE4UXluUT09>

Meeting ID: 854 8523 6824

Passcode: 246529

One tap mobile

+17207072699,,85485236824#,,,,*246529# US (Denver)

+12532158782,,85485236824#,,,,*246529# US (Tacoma)

Dial by your location

+1 720 707 2699 US (Denver)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 646 558 8656 US (New York)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

Meeting ID: 854 8523 6824

Passcode: 246529

Find your local number: <https://us06web.zoom.us/j/85485236824?pwd=bisrdi8wM2M1TkgrVUpMYzE4UXluUT09>

PLEASE TAKE NOTICE a Special Board of Directors meeting has been called for Wednesday March 23, 2022 at 6:15 pm. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.**

1. **6:15 P.M. SESSION CALL TO ORDER AND ROLL CALL**
 - 1.1 Call to order and roll call

1.2 Approval of the agenda

Items to be removed from the agenda or changed should be done at this time.

2. **PUBLIC COMMENTS ON CLOSED SESSION ITEMS**

2.1 This portion of the meeting is reserved for persons desiring to address the Board of Directors on closed session agenda items. A three-minute limit is set for each speaker.

3. **CLOSED SESSION ITEMS**

3.1 **Public Employment:** District Legal Counsel
Government Code § 54957

3.2 **Liability Claims.** Claimant: Law Office of Jacob R. Patterson (final invoice) Agency Claimed Against: Mendocino Coast Health Care District
Government Code § 54956.9(d)(2) and 54956.95

Dated: March 22, 2022

STATE OF CALIFORNIA
COUNTY OF MENDOCINO

I declare under penalty of perjury that I hold the position of Chair of the Mendocino Coast Health Care District Board of Directors; and that I caused this agenda to be posted on the District's notice board outside the Neva Canon Room and next to the entrance to the District's Offices at 775 River Drive, Fort Bragg, California on March 22, 2022.

Amy McColley, Chair of the MCHCD BOD

All disabled persons requesting disability related modifications or accommodations, including auxiliary aids or service may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Directors, 700 River Drive, Fort Bragg, CA 95437 no later than 1 working day prior to the meeting that such matter be included on that month's agenda.

**NOTICE AND AGENDA OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

**Wednesday March 16, 2022
6:00 P.M. Open Session**

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: Mendocino Coast Health Care District Special Board Meeting

Time: March 16, 2022 06:00 PM Pacific Time (US and Canada) Open Session

Join Zoom Meeting

<https://us06web.zoom.us/j/3453214116>

Meeting ID: 345 321 4116
One tap mobile
+12532158782,,3453214116# US (Tacoma)
+13462487799,,3453214116# US (Houston)

Dial by your location
+1 253 215 8782 US (Tacoma)
+1 346 248 7799 US (Houston)
+1 720 707 2699 US (Denver)
+1 301 715 8592 US (Washington DC)
+1 312 626 6799 US (Chicago)
+1 646 558 8656 US (New York)
Meeting ID: 345 321 4116

Find your local number: <https://us06web.zoom.us/u/kc9dN1ILLI>

PLEASE TAKE NOTICE a Board of Directors meeting has been called for Wednesday March 16, 2022 at 6:00 pm. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.**

1. 6:00 P.M. OPEN SESSION CALL TO ORDER AND ROLL CALL

- 1.1. Call to order and roll call
- 1.2. Approval of the agenda

Items to be removed from the agenda or changed should be done at this time.

2. PUBLIC COMMENTS

- 2.1. This portion of the meeting is reserved for persons desiring to address the Board of Directors on non-agenda issues. Please state your name for the record. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes (Government Code 54952). The Brown Act does not permit the Board to act on any item that is not on the agenda.

3. ACTION ITEMS

- 3.1. **DISCUSSION/ACTION:** Affirmation of Representation of District's legal counsel
- 3.2. **DISCUSSION/ACTION:** Assignment of counsel to assist District with PRA responses
- 3.3. **DISCUSSION/ACTION:** Clarification of Accuracy of Approved Minutes

4. BOARD COMMENTS

5. ADJOURNMENT

Dated: March 15, 2022

STATE OF CALIFORNIA
COUNTY OF MENDOCINO

I declare under penalty of perjury that I hold the position of Member of the Mendocino Coast Health Care District Board of Directors; and, with permission from Amy McColley, Chair of the MCHCD BOD, that I posted the original signed notice outside the Neva Canon Room and next to the entrance to the District's Offices at 775 River Dr. on March 15, 2022.

Jessica Grinberg, Member of the MCHCD BOD

All disabled persons requesting disability - related modifications or accommodations, including auxiliary aids or service may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Director at sspring@mcdh.org or 775 River Drive, Fort Bragg, CA 95437 no later than 1 working day prior to the special meeting that such matter be included on the agenda.

**NOTICE AND AGENDA OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

**Thursday February 24, 2022
5:00 P.M. Closed Session
6:00 P.M. Open Session**

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

**Topic: Mendocino Coast Health Care District Regular Board Meeting
Time: Feb 24, 2022 05:00 PM Pacific Time (US and Canada) Closed Session
Time: Feb 24, 2022 06:00 PM Pacific Time (US and Canada) Open Session**

Join Zoom Meeting

<https://us06web.zoom.us/j/82238573704?pwd=WG9ta2tTcnNnYjlxUUdjNXNzMjJGdz09>

Meeting ID: 822 3857 3704

Passcode: 978702

One tap mobile

+17207072699,,82238573704#,,,,*978702# US (Denver)

+12532158782,,82238573704#,,,,*978702# US (Tacoma)

Dial by your location

+1 720 707 2699 US (Denver)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 646 558 8656 US (New York)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

Meeting ID: 822 3857 3704

Passcode: 978702

Find your local number: <https://us06web.zoom.us/u/k1WoivDTF>

PLEASE TAKE NOTICE a Board of Directors meeting has been called for Thursday February 24, 2022 at 5:00 pm closed session and 6:00 p.m. open session. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.**

1. 5:00 P.M. CLOSED SESSION CALL TO ORDER AND ROLL CALL

1.1 Call to order and roll call

1.2 Approval of the agenda; Items to be removed from the agenda or changed should be done at this time.

2. PUBLIC COMMENTS ON CLOSED SESSION ITEMS

2.1 This portion of the meeting is reserved for persons desiring to address the Board of Directors on closed session agenda items. A three-minute limit is set for each speaker.

3. CLOSED SESSION ITEMS

3.1 Conference with Labor Negotiators. *Government Code § 54957.6*

Agency designated representative: Amy McColley, Chair.

Unrepresented employees: general and special legal counsel.

3.2 Public Employment. *Government Code § 54957*

Potential staff positions, including District Manager, Office Manager, Program Director, Special Projects Manager, Administrative Assistant, Clerk of the Board.

4. 6:00 P.M. OPEN SESSION CALL TO ORDER AND ROLL CALL

4.1 Call to order and roll call

4.2 Reporting out on closed session items

5. PUBLIC COMMENTS ON NON-AGENDA ITEMS

5.1 This portion of the meeting is reserved for persons desiring to address the Board of Directors on non-agenda issues. Please state your name for the record. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes (Government Code 54952). The Brown Act does not permit the Board to act on any item that is not on the agenda.

6. INFORMATION/DISCUSSION/POSSIBLE ACTION ITEMS

6.1 **INFORMATION / POTENTIAL ACTION:** Presentation by Streamline concerning District website design management, and compliance. Discussion of potential engagement of Streamline by the District to provide website-related services. Consider action to authorize Chair and/or her designee to negotiate services agreement with Streamline. Consider adopting budget amendment to account for costs of services from Streamline.

Amy McColley, Chair

6.2 **INFORMATION – DISCUSSION ONLY:** Discussion of District policies and procedures concerning records retention, including meeting videos. Review memo from BB&K concerning deletion of District meeting videos and apparent alteration of District website.

Amy McColley, Chair

TAB 1 – Memo from BB&K

6.3 **INFORMATION – DISCUSSION ONLY:** Discussion of projects to review and revise District bylaws and policies and procedures manual and to adopt rules of parliamentary procedure, including scheduling future work session.

Norman de Vall, Vice Chair

6.4 **INFORMATION / POTENTIAL ACTION:** Discussion of tax oversight committee required by Measure C. Consider appointing additional member to create tax oversight committee along with District Treasurer.

John Redding, Treasurer

6.5 **INFORMATION – DISCUSSION ONLY:** Discussion of status of audit of FY 2020/2021.

Amy McColley, Chair

6.6 **INFORMATION / POTENTIAL ACTION:** Receive draft finance report, discuss potential revisions, and consider approving finance report, as revised.

John Redding, Treasurer

TAB 2 – Draft finance report

6.7 **INFORMATION / POTENTIAL ACTION:** Discussion of District property identified as surplus and/or obsolete by Adventist Health previously used in the hospital. Receive update about reclamation of property and the District's efforts to coordinate with Adventist Health concerning the removal, storage, or disposition of that property. Consider declaring surplus additional property identified as non-functioning or obsolete by Adventist Health.

Norman de Vall, Vice Chair

TAB 3– List of items considered surplus and/or obsolete by Adventist Health previously used in the hospital.

6.8 **INFORMATION / POTENTIAL ACTION:** Consider adopting resolution pursuant to AB 361 to permit the District to continue to hold remote meetings.

Amy McColley, Chair.

TAB 4 – Draft resolution

7. **ADDITIONAL PUBLIC COMMENTS**

7.1 This portion of the meeting is reserved for persons desiring to address the Board of Directors on non-agenda issues. Please state your name for the record. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes (Government Code 54952). The Brown Act does not permit the Board to act on any item that is not on the agenda.

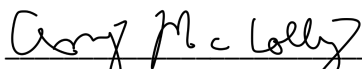
8. **BOARD COMMENTS**

9. **ADJOURNMENT**

Dated: February 20, 2022

STATE OF CALIFORNIA
COUNTY OF MENDOCINO

I declare under penalty of perjury that I hold the position of Chair of the Mendocino Coast Health Care District Board of Directors; and that I caused this agenda to be posted on the District's notice board outside the Neva Canon Room and next to the entrance to the District's Offices at 775 River Drive, Fort Bragg, California on February 20, 2022.



Amy McColley, Chair of the MCHCD BOD

All disabled persons requesting disability-related modifications or accommodations, including auxiliary aids or service, may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Directors, at sspring@mcdh.org or 700 River Drive, Fort Bragg, CA 95437 no later than one working day prior to the meeting that such matter is included on the agenda.

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**CONFIDENTIAL
ATTORNEY/CLIENT PRIVILEGE**

Memorandum

VIA E-MAIL

To: Chair of the Board
Mendocino Coast Health Care District
File No.: 38128.00001

From: Best Best & Krieger LLP

Date: February 16, 2022

Re: Records Retention – Liability Issues and Sanctions Following an Agency
Censure

We have been asked to provide advice on potential liability issues regarding an alleged, purposeful destruction of Mendocino Coast Health Care District’s (“District”) Zoom meeting recordings. Additionally, we have been asked to provide advice regarding potential sanctions on the individual Board Member alleged to be responsible for those deletions.

QUESTIONS PRESENTED

1. What liability issues arise for, either for the individual board member, or the agency, for destruction of the District’s Zoom meeting recordings?
2. What options does the District have to impose sanctions on the individual Board Member?

SHORT ANSWER

1. If the Zoom recording of the District’s meetings were being kept for the purpose of transcribing minutes, they most likely qualify as an official District record. The District may not be liable for the destruction of the meeting recordings, however purposeful and willful destruction of a record is a crime that may raise criminal liability against the individual Board Member.

2. Although the Bylaws of the Board of Directors are silent on the issues of sanctions, the District is allowed under law to sanction individual Board Members for unacceptable behavior.

ANALYSIS

1. Destruction of District’s Brown Act Meeting Recordings

The District is organized under the provisions of the Local Healthcare District Law, Health and Safety Code section 32000, et seq. The District’s record retention requirements follow that of other special districts, under Government Code section 60200, et. seq. (Health & Safety Code § 32107).

While there is a requirement to retain minutes of District board meetings (Gov. Code § 60201(d)(3)), there is no statutory requirement to have a Zoom recording of the meeting. However, if the District did keep Zoom recordings for purposes of transcribing minutes, we look to whether those recordings should be classified as a public record for purposes of required retention or not. The Brown Act provides that any audio or video recording of an open and public meeting made by or at the direction of the local agency shall be subject to inspection pursuant to the California Public Records Act (“CPRA”), but, notwithstanding the CPRA, may be erased or destroyed 30 days after the recording. (Gov. Code, § 54953.5(b).)

If the District did not have access to the third party platform Zoom, and only used Zoom to televise District meetings, and never accessed or used the recordings for any purpose, it would be possible to make the argument that the Zoom recordings were not a public record, as the District did not have control over the recording(s). This would allow destruction of that recording following 30-days, as set forth under Gov. Code, § 54953.5(b). However, since the District used Zoom as the repository for District videos, and if one intent was to provide a recording of the meeting until the Board Secretary could use them to prepare the minutes, the Zoom recordings would constitute an official District record. As an official District record, the destruction would then be governed by Government Code section 60201. This code section allows an agency to adopt a record retention schedule for the destruction of District records. (See accompanying memorandum of even date herewith which discusses an agency’s record retention obligations).

Accidental destructions outside of an adopted record retention schedule presents very little liability, particularly with regard to records that are not related to litigation in which the public agency may be involved. When this happens, most often the public agency enacts additional or revised policies to ensure it does not happen again. However purposeful and willful destruction of a record is a crime. Government Code section 6200 provides that “[e]very officer having the custody of any record...is punishable by imprisonment...for two, three, or four years if, as to the whole or any part of the record...willfully does or permits any person to do any of the following...[d]estroy...” (Gov. Code, § 6200(b).)

Government Code section 6201 provides that “[e]very person not an officer... who is guilty of any of the acts specified... [in section 6200] is punishable by imprisonment... not exceeding one year, or by a fine not exceeding one thousand dollars (\$1,000), or both that fine and imprisonment.” (Gov. Code, § 6201.) In this particular case, liability of a particular board member would depend on whether the destruction of records were negligent or willful, and whether the board member had official custody of the record in question. In this case, we do not have sufficient information to provide guidance on whether there would be any liability. Notwithstanding the foregoing, regardless of the liability of the individual board member, it is unlikely that the District itself would face liability as the action was not within its control.

2. Sanctions Arising from Destruction of Brown Act Recordings

A. General Authority to Censure; Due Process Required; Resulting Sanctions

A censure is generally understood to be “an official reprimand or condemnation; an authoritative expression of disapproval or blame.” (*Black's Law Dictionary* (10th ed. 2014).) A legislative body has authority to censure an individual elected Board member. (*Braun v. City of Taft* (1984) 154 Cal.App.3d 332, 347-348.) A censure is generally adopted by resolution and represents the opinion of the Board, but does not levy a fine, suspension, or other penalty. Further, “it is settled law that mere expression of opinion or severe criticism [i.e., censure] is not libelous, even though it adversely reflects on the fitness of an individual for public office.” (*Scott v. McDonnell Douglas Corp.* (1974) 37 Cal.App.3d 277, 290 (quoting *Yorty v. Chandler* (1970) 13 Cal.App.3d 467, 472-473).)

However, upon challenge, a court may remand a censure order back to the Board if the reasons supporting the censure are disproved. In *Braun*, the Taft City Council voted to censure a Councilmember for disclosing confidential employment documents to the press. The Councilmember challenged the censure, arguing that the disclosure was proper and within the public interest. The court agreed with the Councilmember, and since the censure was based in part on the Council’s determination that disclosure was improper, the Court sent the censure back to the Council for reconsideration. (*Braun*, 154 Cal.App.3d at 347-348.)

The subject of a proposed censure by the Board should always be afforded due process, including individual notice, a publicly noticed hearing, and an opportunity to respond on the record during that hearing. (*Little v. City of North Miami* (11th Cir. 1986) 805 F.2d 962, 969.) Thus, any recommendation made to consider censuring a Board member should be considered as part of a properly agendized discussion, and subsequent to that time, the terms of any resolution of censure should be publicly noticed before a formal vote, in line with the Brown Act. And in addition to those requirements, individual notice should be provided to the subject of the proposed motion.

Sanctions against an elected official are often enacted by a legislative body following a vote of censure. However, any sanctions against a Board member must not result in a constitutional abridgement of that individual’s role as an elected official. Specifically, elected Board members cannot be stripped of their rights to speak out during public meetings, and vote



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their conscience on items before the Board and within its jurisdiction. (*Blair v. Bethel Sch. Dist.* (2015) 608 F.3d 540, 545.) Any attempt to strip an elected Board member of their duly elected role on a legislative body would be “deleterious to democracy,” deemed to nullify a popular vote, and would raise First Amendment concerns. (*Id.*). However, a Board may take formal action via sanctions to, for example, remove a Board member from certain Board-approved leadership positions (such as serving as Board Vice President). (*Id.* at 544.) There are other recent examples of sanctions imposed that were found to be lawful against an elected official. A federal judge just recently dismissed a lawsuit by a school Board member who had sanctions imposed by the other members of the body. In *Jilanne Barto v. David Miyashiro, et al.*, Case No. 19-cv-2261-WQH-KSC, a federal judge dismissed a lawsuit by school Board member, Jill Barto who alleged that her fellow Board members and the school superintendent prevented her from directly contacting district employees, visiting district schools and events, attending conferences, setting the board agenda and serving on a board committee. The case is evidence that a wide array of sanctions are regularly used by local agencies in censure circumstances, and that they are lawful means for protecting the interests of the District and its employees.

C. District-specific Rules

The Bylaws of the Board of Directors of Mendocino Coast Health Care District adopted on November, 2020 do not provide any direction for censuring or sanctioning a Board Member. Therefore, the District would have to depend on applicable law.

CONCLUSION

The District likely has very little liability arising from the deletion of the Brown Act meeting recordings. However, the person that deleted the files may face criminal liability depending on the circumstances which gave rise to the deletion. The District is within its right to censure or sanction the person who intentionally deleted the files after the individual has been afforded the proper due process and opportunity to be heard. All such hearings must be held in a properly noticed and agendized open public meeting in accordance with the Brown Act.

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Highlighted items need to be discussed and reviewed with the board; clarity and revision maybe considered.

Amy McColley - Chair

Finance Report

January 2022

1. I have identified two irregularities that need to be fixed
 - a. There is no identifiable restricted Measure C account as required by the ballot language.
 - b. There is also no identifiable Restricted Capital Account as required by the Lease Agreement.
 - c. A listing of accounts at Tri County bank makes this clear.

Account Number	Current Balance
Number of Accounts: 8	\$14,318,684.08
*7207 Improvements Fund	\$2,060,000.00
*7219 Deposit Account	\$9,106,874.03
*7232 Hospital Payroll	\$0.00
*7244 Hospital AP	\$214,138.13
*7256 Home Health Payroll	\$0.00
*7888 Home Health AP	\$0.00
*3827 HELP II	\$0.00
*5861 TAX REVENUE ACCOUNT	\$2,937,671.92

- d. I set in motion an effort to create these accounts but am unable to complete it in the absence of the full cooperation of relevant Board members.
2. At its own request, AH is sharing the District's Deposit Account since July 1, 2020. Payments to AH from CMS and insurance companies are deposited here and comingled with previous District funds. The amounts due to AH are determined by the Comptroller and a transfer is approved by the Treasurer or Board Chair. This practice should now cease. The District could surrender the account to AH but only after it has been audited to see how much of the District's money is in it. My estimation is at least \$5.7M which is the amount of CARES funding the District has received.
3. I have been working with the Measure C committee to back-cast how much Measure C money has been expended and determine the current balance.
4. The District was not able to comply with bond covenants because AH would not release our financial data despite repeated requests. AH appears at last to be working on finding a solution but it is too late.
 - a. FY21 audit was not been completed as required on Sept. 1, 2021 (60 days after the close of the FY). This is the second year in a row this happened and for the same reason, failure of AH to disclose our financial data as required by the Lease Agreement.
 - b. Disclosure requirements for the HELP II and Revenue bonds were not met.
 - c. Consequences of these failures to comply are unknown but potentially serious.

Finance Report

5. Recent major expenditures and receipts

- a. At the end of December, I deposited \$1,030,000 into the Improvements Fund as required by the Lease Agreement. The current balance of that fund is \$2,060,000.
- b. *Pending:* AH owes the District \$875,000 per the Lease Agreement
- c. *Pending:* The County of Mendocino has not disbursed the District's share of property taxes and the Measure C parcel tax revenues. My estimate is that the Measure C receipts will be \$873,000 and the property tax receipts will be \$591,000.
- d. *Pending:* Repayment of \$1,300,000 of CARES funds
- e. *Pending:* Cost Report adjustment ~\$1,100,000
- f. *Pending:* Inter Governmental Transfer payment ~\$500,000

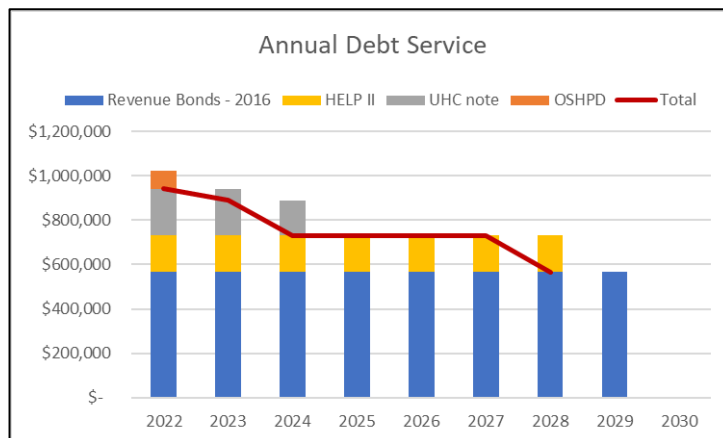
6. Information on the District's long-term debt

As of Jan. 1 2022				
Name of Loan	HELP II	OSHPD	UHC note	Revenue Bonds - 2016
Lender	CA Financing Authority	Cal Mortgage	United Health Care	Bond holders
Date of loan	9/1/2017	3/31/2015	4/25/2014	2/1/2017
Loan Amount	\$ 1,500,000	\$ 1,005,805	\$ 2,100,000	\$ 5,745,000
Interest rate	2.00%	5.00%	3.25%	3%, then 5% in 2025
Term in years	10	7	10	
Monthly Payment	\$ 13,802	\$ 27,672		
Annual Payment			\$ 210,000	\$ 565,000
Outstanding Balance 6/30/2021	\$ 1,091,667	\$ 154,345	\$ 630,000	\$ 3,705,000
Outstanding Balance 12/31/2021	\$ 1,019,471	\$ 51,451	\$ 630,000	\$ 3,705,000
Date of last payment	12/1/2028	3/1/2022	4/25/2024	6/30/2029

7. Repayment Schedule

Note: All long-term debt will be extinguished by 2030

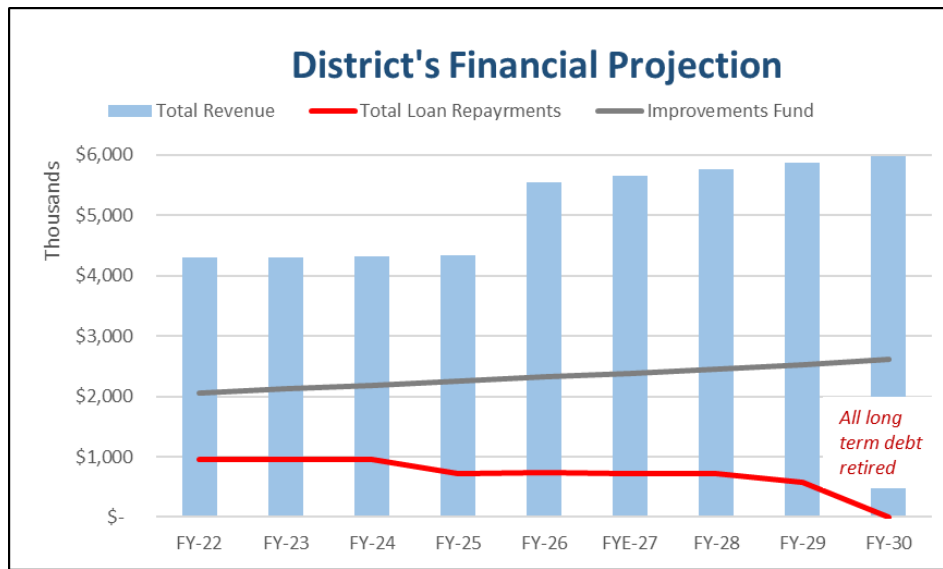
	Monthly	Annual	2022	2023	2024	2025	2026	2027	2028	2029	2030
OSHPD	\$ 27,672	\$ 83,016	\$ 83,016								
UHC note		\$ 210,000	\$ 210,000	\$ 210,000	\$ 157,500						
HELP II	\$ 13,802	\$ 165,624	\$ 165,624	\$ 165,624	\$ 165,624	\$ 165,624	\$ 165,624	\$ 165,624	\$ 165,624		
Revenue Bonds - 2016		\$ 565,000	\$ 565,000	\$ 565,000	\$ 565,000	\$ 565,000	\$ 565,000	\$ 565,000	\$ 565,000	\$ 565,000	
			\$1,023,640	\$940,624	\$888,124	\$730,624	\$730,624	\$730,624	\$730,624	\$565,000	



Finance Report

8. Long term receipts

The District has three revenue sources all of which are very predictable. These sources are the Measure C parcel tax (through 2030), a property tax approved by the voters when the District was formed (in perpetuity), and the Lease Payment from AH. This leads to the following financial projection.



9. Current Accounts Projection for the 2H FY22.

Current Assets		2H FY22	Current Liabilities	
Unrestricted Cash Assets				
LAIF	\$	3,473,565	Accounts Payable	
Tri-County (estimated)	\$	5,734,896	AH payable for ongoing maintenance	\$ 1,030,000
SBMC (estimated)	\$	353,168	Refund CARES funding	\$ 1,300,000
Bank of America (estimated)	\$	174,274	Current liabilities	
TOTAL	\$	9,735,903	Help II	\$ 82,812
Accounts Receivable				
CMS cost report adjustment	\$	1,100,000	Cal Mortgage	\$ 51,451
Inter Governmental Transfer (estimate)	\$	500,000	UHC note	\$ 105,000
Lease Payment	\$	875,000	Revenue Bonds - 2016	\$ 282,500
GO property tax receipts	\$	412,500	TOTAL CURRENT LIABILITIES	\$ 2,851,763
Measure C receipts	\$	800,000	NET CURRENT CASH POSITION	\$ 10,571,640
TOTAL	\$	3,687,500		
TOTAL CURRENT ASSETS	\$	13,423,403		
Restricted Funds				
Measure C (estimated)	\$	-		
Improvements Fund	\$	2,060,000		
Restricted Capital Fund (for future facilities)	\$	-		
TOTAL	\$	5,303,934		

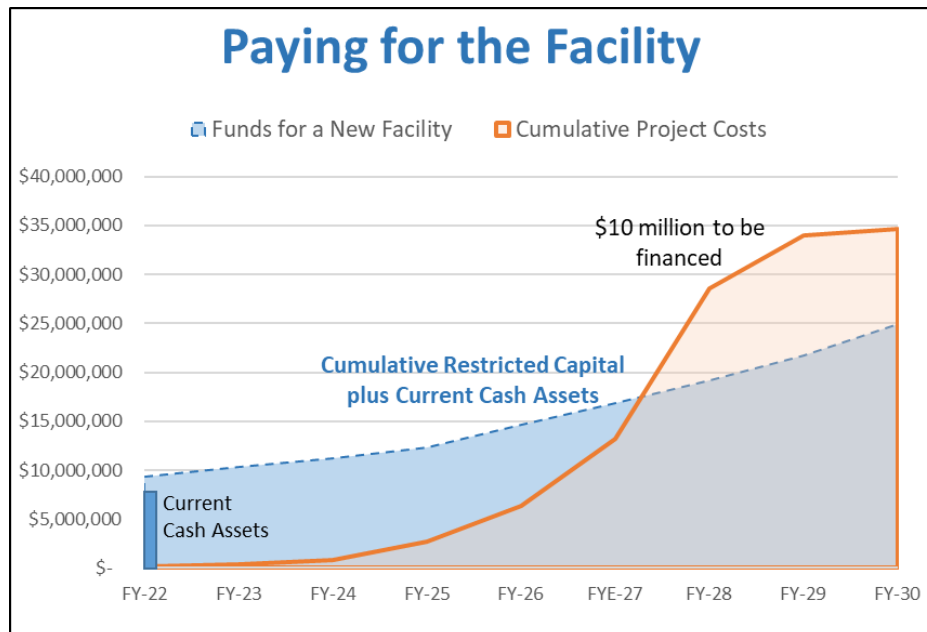
Notes: I calculate that the Measure C balance is \$230,000 but I need to get the agreement of the Oversight Committee. I calculate that the balance of the Restricted Capital Account is \$ \$1,533,087. As soon as these accounts are created, I would fund them with money from the Deposit Account at Tri-County bank.

Finance Report

10. Paying for a new facility

- a. A portion of the costs can be financed
- b. By the end of the decade, the District will have predictable revenues and no debt so a very good credit rating is likely.
- c. Repayment of a \$10.0M loan for construction of a 10-room hospital with a 10-year term at 3% would be \$1.1M a year compared to \$1.0M in property tax and a potential \$2.0M Lease Payment.
- d. Loan amounts and annual repayments for an Outpatient Pavilion and a 25-bed hospital are given in the table below. Please note we do not have an estimate for the cost of an Outpatient Pavilion so a conservative guess is made here.
- e. Extension of Measure C or replacement may be needed but otherwise no new taxes would be required.
- f. Community fundraising would provide valuable assistance
- g. Re-purposing of the existing hospital (e.g., to a Skilled Nursing Facility or medical residential community) should be part of the long-term plan. Cost estimates and a plan for a funding mechanism should be prepared.

Option	10 beds	Outpatient	25 beds
Cost	\$ 35,000,000	\$ 45,000,000	\$ 65,000,000
Loan amount	\$ 10,000,000	\$ 20,000,000	\$ 40,000,000
Annual payment	\$ (1,172,305)	\$ (2,344,610)	\$ (4,689,220)
Property Tax	\$ 1,000,000	\$ 1,000,000	\$ 1,000,000
Lease Payment	\$ 2,000,000	\$ 2,000,000	\$ 3,000,000
Measure C	\$ -	\$ -	\$ 1,600,000
Net	\$ 1,827,695	\$ 655,390	\$ 910,780



Finance Report



11. District Budget for FY22 – as adopted in June of 2021

Please see the table below. Note that this is not the same as the Board budget which is developed and tracked separately.

This budget does not need updating because actuals are tracking budget closely.

Jan. 17, 2022 Cash Flow by Month	CY 2021						CY 2022					
	FY2022											
	July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan.	Feb.	Mar.	Apr.	May	June
Receipts												
AH Lease Payment	\$ 875,000						\$ 875,000					
Measure C		\$ 111,678			\$ 873,091					\$ 603,127		
District Tax Receipts		\$ 70,361			\$ 590,813					\$ 295,406		
Tax Subsidies for GO Bonds												
LAIF Dividends	\$ 2,823	\$ 2,823	\$ 2,823	\$ 2,823	\$ 2,823	\$ 2,823	\$ 2,823	\$ 2,823	\$ 2,823	\$ 2,823	\$ 2,823	\$ 2,823
TOTAL PER MONTH	\$ 877,823	\$ 184,862	\$ 2,823	\$ 2,823	\$ 1,466,727	\$ 2,823	\$ 877,823	\$ 2,823	\$ 2,823	\$ 901,357	\$ 2,823	\$ 2,823
Outlays												
Improvements Fund	\$ 1,030,000						\$ 1,030,000					
Revenue Bonds- Refinanced 2016	\$ 47,125	\$ 47,125	\$ 47,125	\$ 47,125	\$ 47,125	\$ 47,125	\$ 47,125	\$ 47,125	\$ 47,125	\$ 47,125	\$ 47,125	\$ 47,125
Cal Mortgage Line of Credit	\$ 17,149	\$ 17,149	\$ 17,149	\$ 17,149	\$ 17,149	\$ 17,149	\$ 17,149	\$ 17,149	\$ 17,149	paid in full	\$ -	\$ -
HELP II Loan	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802	\$ 13,802
UHC of California	\$ 19,206	\$ 19,206	\$ 19,206	\$ 19,206	\$ 19,206	\$ 19,206	\$ 19,206	\$ 19,206	\$ 19,206	\$ 19,206	\$ 19,206	\$ 19,206
Board Budget Allocation	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833
TOTAL PER MONTH	\$ 1,148,116	\$ 118,116	\$ 118,116	\$ 118,116	\$ 118,116	\$ 118,116	\$ 1,148,116	\$ 118,116	\$ 118,116	\$ 100,967	\$ 100,967	\$ 100,967
NET CASH FLOW	\$ (270,293)	\$ 66,746	\$ (115,293)	\$ (115,293)	\$ 1,348,611	\$ (115,293)	\$ (270,293)	\$ (115,293)	\$ (115,293)	\$ 800,390	\$ (98,143)	\$ (98,143) ¹
Cumulative Restricted Capital Fund	\$ 360,383	\$ 427,129	\$ 311,837	\$ 196,544	\$ 1,545,155	\$ 1,429,862	\$ 1,159,569	\$ 1,044,276	\$ 928,984	\$ 1,729,374	\$ 1,631,230	\$ 1,533,087

Finance Report

12. Actual vs Budget for July 1 to Jan. 17

- a. To date actual costs are well under budget and it is likely to remain that way until the end of the fiscal year (June 30).
- b. Primary reason is legal and staff costs are much smaller.
- c. Unbudgeted items are \$20,500 but less than the contingency of \$26,000.
- d. The significant cost of the CARES audit preparation is non-recurring (\$23,500).
- e. The District will no longer need to submit a Cost Report to CMS (\$15,000)

	Budgeted	Actual	
	FY2022	FY2022	
Cash Flow by Month	July	July	
Receipts			
Allocation from District's Net Cash Flow	\$ 250,000	\$ 250,000	\$ -
Dividend from LAIF investments	\$ 5,445	\$ 5,000	\$ (445)
Total Receipts	\$ 255,445	\$ 255,000	\$ (445)
Expenses			
Open Management Position(s)	\$ 80,000	\$ 7,421	\$ (72,579)
Contributions to HSA	\$ 25,200	\$ 14,918	\$ (10,282)
Financial Services K. McKee & Co.	\$ 3,500	\$ 1,326	\$ (2,174)
Legal Services	\$ 63,000	\$ 38,598	\$ (24,402)
DZA audits	\$ 27,000	\$ 9,600	\$ (17,400)
Beta Insurance	\$ 22,871	\$ 27,966	\$ 5,095
Property Tax Administrative Services	\$ 16,680	\$ 16,680	\$ -
Utilities	\$ 7,000	\$ -	\$ (7,000)
Property Insurance for 775 River Drive	\$ 2,000	\$ -	\$ (2,000)
Office Expenses	\$ 350		\$ (350)
Phone and Internet	\$ 700		\$ (700)
Hospital Anniversary activities	\$ 5,000	\$ 4,677	\$ (323)
Refurbishment of Neva Canon Room	\$ 15,000	\$ 95	\$ (14,905)
Potential New Programs	\$ 20,000	\$ -	\$ (20,000)
CARES Audit	\$ 23,500	\$ 23,500	\$ -
Other (including memberships)	\$ -	\$ -	\$ -
Sum of Expenses	\$ 311,801	\$ 144,781	\$ (167,020)
Contingency	\$ 26,014	\$ -	\$ (26,014)
WorkTerra	\$ -	\$ 2,500	\$ 2,500
Cost Report	\$ -	\$ 14,918	\$ 14,918
BYN Mellon	\$ -	\$ 3,075	\$ 3,075
Net Operating Balance	\$ (82,370)	\$ 110,219	\$ 192,589
Cash Flow	\$ (56,356)	\$ 89,726	\$ 146,082

Note: Restoration of the Neva Cannon room was budgeted and approved. A new floor was ordered and the restroom was fixed. The installation of the floor is expected to take place in early February. I have tried unsuccessfully to reach the Floor Company to confirm this.

Finance Report

13. Proposed Board Budget for the rest of the year.

Cash Flow by Month	CY 2022					
	FY2022					
	Jan.	Feb.	Mar.	Apr.	May	June
Receipts						
Allocation from District's Net Cash Flow	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833	\$ 20,833
Dividend from LAIF investments	\$ 1,274	\$ 1,274	\$ 1,274	\$ 1,274	\$ 1,274	\$ 1,274
Total Receipts	\$ 22,107	\$ 22,107	\$ 22,107	\$ 22,107	\$ 22,107	\$ 22,107
Expenses						
Open Management Position(s)	\$ 6,667	\$ 6,667	\$ 6,667	\$ 6,667	\$ 6,667	\$ 6,667
Contributions to HSA	\$ 1,800	\$ 1,800	\$ 1,800	\$ 1,800	\$ 1,800	\$ 1,800
Financial Services K. McKee & Co.	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500
Legal Services	\$ 9,000	\$ 9,000	\$ 9,000	\$ 9,000	\$ 9,000	\$ 9,000
DZA audits		\$ 10,000				
D&O Insurance						
Healthcare Entity Comprehensive Liability						
Property Tax Administrative Services						
Utilities	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500	\$ 500
Property Insurance for 775 River Drive	\$ 2,000					
Office Expenses	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50	\$ 50
Phone and Internet	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100	\$ 100
Hospital Anniversary activities						
Refurbishment of Neva Canon Room		\$ 15,000				
Potential New Programs		\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000
CARES Audit						
Other (including memberships)						
Sum of Expenses	\$ 20,617	\$ 47,617	\$ 22,617	\$ 22,617	\$ 22,617	\$ 22,617
Contingency	\$ 2,062	\$ 4,762	\$ 2,262	\$ 2,262	\$ 2,262	\$ 2,262
Net Operating Balance	\$ (571)	\$ (30,271)	\$ (2,771)	\$ (2,771)	\$ (2,771)	\$ (2,771)
Cumulative Cash Flow	\$ 89,155	\$ 58,884	\$ 56,112	\$ 53,341	\$ 50,570	\$ 47,798

John Redding
Treasurer, Board of Directors
Mendocino Coast Health Care District

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MCHCD Equipment updated 2 15/22	# of Units	Dept.	Status
AMX 4 Plus (portable X-ray)	1	DI	Outdated
Carestream Laser Imager	1	DI	Non-functioning
Carestream CR975 VIDEO IMAGE PROCESSOR	1	DI	Non-functioning
OEC 9600ESP (FLUOROSCOPIC UNIT, PORTABLE) paired with old C arm (#5)	1	DI	Non-functioning
C arm	1	DI	Outdated
Various roll stands		DI	
1900RC Tables, Examination, SMITH & NEPHEW KINETEC SA DIV SMITH & NEPHEW PLC	1	Surgery	Outdated
SIEMENS HEALTHCARE USA SEQUOIA 512 (ULTRASOUND)	1	Di	Non-functioning
Medrad MRI patient monitor.		DI	EOS/EOL
Toshiba America Medical Systems Inc APLIO MX (Ultrasound System)	1	DI	
Philips HeartSmart AEDs	3	NCFHC	No longer needed
Craftsman Tool Chest (some w/ IV poles attached)	5		No longer needed
Striker XT Manual Gurneys	2	Ambulance	Outdated
Wireless microphones	8	MCDH BOD	Not needed
8 Channel receivers for wireless mic	2	MCDH BOD	Not needed
Receiver/Mixer	1	MCDH BOD	Not needed
Rubbermaid cart	1	MCDH BOD	Not needed
Polycome	1	MCDH BOD	Not needed
Dual handset wireless system (2 mics, 1 receiver)	1	MCDH BOD	Not needed
Microphone system in briefcase	1	MCDH BOD	Not needed
Wireless lapel mc,	1	MCDH BOD	Not needed
Valleylab Force 2 ESU	2	Surgery	End of life/can't get parts
Health-O-meter Pro Plus	1	Outpatient	Broken/Unfixable
Sechrist Infant Ventilator Model 100B	1	RT	End of life
Oxygen Concentrator	1	RT	End of life
Mini-Torr patient vital signs	4	MedSurg	End of life
Traction Unit	1	Physical Therapy	End of life
Gomco Model 300 - Portable Suctions	4		No longer needed/obsolete
File cabinets	7-10	HP	No longer needed
Automatic Transfer Switch and flatbed trailer	1	Facilities	No longer needed
Phones	200	IT	
Computers (hard drives removed)	170	IT	
Medical Carts	20	IT	

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RESOLUTION NO. 2021 - _____

**RESOLUTION OF THE MENDOCINO COAST HEALTH CARE DISTRICT
MAKING THE LEGALLY REQUIRED FINDINGS TO CONTINUE TO
AUTHORIZE THE CONDUCT OF REMOTE “TELEPHONIC”
MEETINGS DURING THE STATE OF EMERGENCY**

WHEREAS, on March 4, 2020, pursuant to California Gov. Code Section 8625, the Governor declared a state of emergency; and

WHEREAS, on September 17, 2021, Governor Newsom signed AB 361, which bill went into immediate effect as urgency legislation; and

WHEREAS, AB 361 added subsection (e) to Gov. Code Section 54953 to authorize legislative bodies to conduct remote meetings provided the legislative body makes specified findings; and

WHEREAS, as of November 1, 2021, the COVID-19 pandemic has killed more than 72,140 Californians; and

WHEREAS, social distancing measures decrease the chance of spread of COVID-19; and

WHEREAS, this legislative body previously adopted a resolution to authorize this legislative body to conduct remote “telephonic” meetings; and

WHEREAS, Government Code 54953(e)(3) authorizes this legislative body to continue to conduct remote “telephonic” meetings provided that it has timely made the findings specified therein;

NOW, THEREFORE, IT IS RESOLVED by the Mendocino Coast Health Care District as follows:

1. This legislative body declares that it has reconsidered the circumstances of the state of emergency declared by the Governor and at least one of the following is true: (a) the state of emergency continues to directly impact the ability of the members of this legislative body to meet safely in person; and/or (2) state or local officials continue to impose or recommend measures to promote social distancing.

The above and foregoing Resolution was introduced by Board Member _____, seconded by Board member _____, and passed and adopted at a regular meeting of the Mendocino Coast Health Care District held on the 24th day of February, 2022, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

RECUSED:

**NOTICE AND AGENDA OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

**Tuesday February 8, 2022
4:30 P.M. Open Session**

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: Special Board of Directors Meeting

Time: Tuesday February 8, 2022 04:30 PM Pacific Time (US and Canada)

Join Zoom Meeting

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: Mendocino Coast Health Care District Special Meeting

Time: Feb 8, 2022 04:30 PM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/82413765635?pwd=UGxJaDFzTTB4MWphL2ErMEVRZDR4UT09>

Meeting ID: 824 1376 5635

Passcode: 801555

One tap mobile

+13462487799,,82413765635#,,,,*801555# US (Houston)

+17207072699,,82413765635#,,,,*801555# US (Denver)

Dial by your location

+1 346 248 7799 US (Houston)

+1 720 707 2699 US (Denver)

+1 253 215 8782 US (Tacoma)

+1 312 626 6799 US (Chicago)

+1 646 558 8656 US (New York)

+1 301 715 8592 US (Washington DC)

Meeting ID: 824 1376 5635

Passcode: 801555

Find your local number: <https://us06web.zoom.us/j/82413765635?pwd=UGxJaDFzTTB4MWphL2ErMEVRZDR4UT09>

PLEASE TAKE NOTICE a Special Board of Directors meeting has been called for Tuesday February 8, 2022 at 4:30 pm. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.**

1. 4:30 P.M. OPEN SESSION CALL TO ORDER AND ROLL CALL

1.1 Call to order and roll call

1.2 Approval of the agenda

Items to be removed from the agenda or changed should be done at this time.

2. PUBLIC COMMENTS ON NON-AGENDA ITEMS

2.1 This portion of the meeting is reserved for persons desiring to address the Board of Directors on non-agenda issues. Please state your name for the record. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes (Government Code 54952). The Brown Act does not permit the Board to act on any item that is not on the agenda.

3. INFORMATION/DISCUSSION/POSSIBLE ACTION ITEMS

3.1 District Website: Amy McColley

- Discussion & Potential Action will concern confirming the District’s Website URL, posting protocols, and administrator access. Additional discussion of compliance issues concerning the District website, including future consideration of website and agenda management services for special districts provided by companies like Streamline or Granicus.

3.2 Treasurer Roles and Responsibilities: Amy McColley

- Discussion of current bylaws and review the roles and responsibilities of the District Treasurer
TAB 1

3.3 Secretary Roles and Responsibilities: Amy McColley

- Discussion of current bylaws and review the roles and responsibilities of the District Secretary
TAB 1

4. FUTURE AGENDA ITEMS

5. BOARD COMMENTS

6. ADDITIONAL PUBLIC COMMENTS

6.1 This portion of the meeting is reserved for persons desiring to address the Board of Directors on non-agenda issues. Please state your name for the record. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes (Government Code 54952). The Brown Act does not permit the Board to act on any item that is not on the agenda.

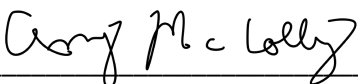
7. ADJOURNMENT

Dated: February 7, 2022

Type text here

STATE OF CALIFORNIA
COUNTY OF MENDOCINO

I declare under penalty of perjury that I hold the position of Chair of the Mendocino Coast Health Care District Board of Directors; and that I posted the original signed notice outside the Neva Canon Room and next to the entrance to the District’s Offices at 775 River Dr. on February 7, 2022.



Amy McColley, Chair of the MCHCD BOD

All disabled persons requesting disability - related modifications or accommodations, including auxiliary aids or service may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Director at sspring@mcdh.org or 700 River Drive, Fort Bragg, CA 95437 no later than 1 working day prior to the special meeting that such matter be included on the agenda.

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**BYLAWS OF THE
BOARD OF DIRECTORS OF
MENDOCINO COAST HEALTHCARE DISTRICT
755 RIVER DRIVE
FORT BRAGG, CA 94537**

Adopted: NOVEMBER, 2020

ARTICLE I. GENERAL

Section 1. Title.

These Bylaws shall be known as the "Bylaws of the Board of Directors of Mendocino Coast Healthcare District," and may be referenced as the "Bylaws."

Section 2. The District.

(a) Mendocino Coast Healthcare District (the "District") is a local healthcare district organized on March 6, 1967, under the provisions of the Local Healthcare District Law, Health & Safety Code section 32000, et seq., (the "District Law"). Under the terms of the District Law, as amended from time to time, the District owns and leases a hospital (the "Hospital") and rural health clinics (collectively, "District Facilities").

(b) The District is governed by an elected five-member Board of Directors (the "Board"). The Board is responsible for oversight of all District Facilities, and shall make all rules and regulations necessary for the administration of the District Facilities.

Section 3. Bylaws and Policy Manual.

These Bylaws govern the conduct of the Board and implementation and compliance with the District Law and other applicable federal and state statutes and regulations. In addition to the Bylaws, the Board shall adopt a policy manual governing specific matters of the Board to augment the Bylaws (the "Policy Manual"), including, at a minimum, a Conflict of Interest Code and policies for ethics standards, Board and committee meetings, investments, legal claims, contracts and purchasing, environmental review of District projects and public records and retention.

Section 4. Effect of Bylaws on Past Actions and Obligations.

The adoption of these Bylaws or the repeal of a resolution by the Bylaws shall not affect:

- (1) Vested rights and obligations pertaining to any prior resolution; or
- (2) Other matters of record referring to resolutions and not included within the Bylaws.

All previous legal agreements will continue.

Section 5. Maintenance of Bylaws.

(a) At least three signed copies of the Bylaws shall be maintained on file in the District office and a current copy maintained on the district website. Each director shall be given a copy of the Board Bylaws and Policy Manual. Additional copies of the Bylaws shall be distributed as directed by the President.

(b) Each resolution making a change in the Bylaws shall be filed by the Secretary and digitally stored.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Mission of Board of Directors

The mission of the Board is to

- a) Ensure that the resources of the Health Care District are used in the best interests of the public.
- b) Meet its financial, contractual and regulatory obligations.
- c) Implement and support programs providing they are congruent with regulations and

- existing contracts.
- d) Ensure that the district maintain its fiscal solvency with its limited resources.
- e) The bylaws and the mission should be reviewed annually for continued relevance

Section 2. Membership.

(a) Assuming office: A person may assume the office of Director by election or appointment.

(b) Election: Directors shall be elected in accordance with the District Law, except the date of election shall be the same date as the statewide general election. The dates of any notices, canvass of voters, certification of election, and all other procedural requirements shall comply with those for the statewide general election. Directors shall take office at noon on the first Friday following certification of the election results by the Mendocino County Registrar of Voters, as provided by Elections Code section 10554.

(c) Appointment.

- (1) The office of director may become vacant before the end of the term because of death, resignation or other event causing vacancy. A resignation is effective when accepted by the Board and is irrevocable.
- (2) The position shall be filled in accordance health care district regulations. Regulations are as follows:

“(a) Notwithstanding any other provision of law, a vacancy in any elective office on the governing board of a special district, other than those specified in Section 1781, shall be filled pursuant to this section.

(b) The district shall notify the county elections official of the vacancy no later than 15 days after either the date on which the district board is notified of the vacancy or the effective date of the vacancy, whichever is later.

(c) The remaining members of the district board may fill the vacancy either by appointment pursuant to subdivision (d) or by calling an election pursuant to subdivision (e).

(d). (1) The remaining members of the district board shall make the appointment pursuant to this subdivision within 60 days after either the date on which the district board is notified of the vacancy or the effective date of the vacancy, whichever is later. The district shall post a notice of the vacancy in three or more conspicuous places in the district at least 15 days before the district board makes the appointment. The district shall notify the county elections official of the appointment no later than 15 days after the appointment.

(2) If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold office until the next general district election that is scheduled 130 or more days after the date the district board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office.

(3) If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second

half of a term of office, the person appointed to fill the vacancy shall fill the balance of the unexpired term

of office.

(e) (1) In lieu of making an appointment the remaining members of the board may within 60 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the district board calls the election.

(f) (1) If the vacancy is not filled by the district board by appointment, or if the district board has not called for an election within 60 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, then the city council of the city in which the district is wholly located, or if the district is not wholly located within a city, the board of supervisors of the county representing the larger portion of the district area in which the election to fill the vacancy will be held, may appoint a person to fill the vacancy within 90 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, or the city council or board of supervisors may order the district to call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the city council or board of supervisors calls the election.

(g) (1) If within 90 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, the remaining members of the district board or the appropriate board of supervisors or city council have not filled the vacancy and no election has been called for, then the district board shall call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the district board calls the election.

(h) (1) Notwithstanding any other provision of this section, if the number of remaining members of the district board falls below a quorum, then at the request of the district secretary or a remaining member of the district board, the appropriate board of supervisors or the city council shall promptly appoint a person to fill the vacancy, or may call an election to fill the vacancy.

(2) The board of supervisors or the city council shall only fill enough vacancies by appointment or by election to provide the district board with a quorum.

(3) If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold the office until the next general district election that is scheduled 130 or more days after the date the district board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office.

(4) If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second half of a term of

office, the person appointed to fill the vacancy shall fill the balance of the unexpired term of office.

(5) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is held 130 or more days after the date the city council or board of supervisors calls the election.

(Amended by Stats. 2007, Ch. 343, Sec. 4. Effective January 1, 2008.)

Oath of Office. Persons elected or appointed to the Board shall take the oath of office prior to assuming office in the manner and at the time prescribed by law. The Secretary or other person authorized by law shall administer the oath.

Section 3. Ethics and Conflict of Interest Code.

It is the intent of the Board to act in the highest ethical standard in carrying out its duties to the public. It is also the intent of the Board to protect the District's interests when entering in to a transaction or agreement, and not the private interests of any director, officer, or employee. To that end, the Board has adopted an "Ethics Policy" and a "Conflict of Interest Code" contained in the Board Policy Manual.

Section 4. Organization.

(a) Officers of the board. The officers of the Board shall be Chair, Vice-Chair, Treasurer, and Secretary. Officers shall be elected at the Board's regular December meeting for the next calendar year, and shall serve until the successor assumes office.

(b) Chair. The Chair shall:

- (1) Preside over all the meetings of the Board.
- (2) Be responsible for coordination and liaison with community groups, public agencies, and residents served by the District.
- (3) Be responsible for the ongoing administrative affairs of the Board, including without limitation, supervision of financial matters, correspondence, and administrative activities of the Board.
- (4) Sign as Chair: contracts, conveyances, and other instruments in writing, and checks on the funds of the District as the Board shall authorize or direct the President to sign.
- (5) Be responsible for coordination and liaison with District legal counsel, auditors, and consultants.
- (6) Designate members of the Board to undertake special responsibilities and to report to the President on those activities.
- (7) Coordinate with the District's legal counsel:
 - a. Receive all requests from Board members for the preparation of legal opinions, legal memoranda, contracts, corporate documents, or other legal

- work for legal counsel so as to eliminate duplication of same before submitting to legal counsel;
- b. Prepare Board agendas with the assistance of the District Manager and legal counsel, and if necessary, instruct legal counsel to prepare memoranda which are necessary to hold closed session meetings, Board Resolutions, and other material pertinent to Board meetings as required;
- c. Serve as an alternate meeting, if able, upon the excused absence of a Committee member, and
- d. Invite legal counsel to attend Committee meetings, as desired.
- (8) Perform other duties as pertain to the office as prescribed by the Board.
- (9) Appoint, with the concurrence of the Board, members of standing and ad hoc committees.
- (10) Represent the Board at official functions and digital media platforms when necessary. Ensure that postings meet the requirement of the digital media policy, serves as a spokesperson for the Board regarding board actions, and keep the Board promptly informed of these occasions.

(c) Vice-Chair. In the absence or inability of the President to serve, the Vice-President shall perform the duties of the President, and shall perform other duties as are prescribed by the Board.

(d) Treasurer. The Treasurer or designee shall:

- (1) Keep, or cause to be kept, correct and accurate accounts of the properties and financial transactions of the District;
- (2) In conjunction with the District Manager, present an annual budget to the Board;
- (3) Cause an annual independent audit of the District to be performed in accordance with law; and
- (4) Perform all duties incident to the office and such other duties as prescribed by the Board.
- (5) Monitor the financial activities that result from the Agreements and ensure these are in compliance with such Agreements

(e) Secretary. The Secretary or designee shall ensure:

- (1) that minutes of all meetings of the Board occur, and assure such minutes are filed in the official records of the District;
- (2) that the official record of resolutions, actions and orders passed or adopted by the Board are maintained
- (3) all correspondence, financial records and reports in the records of the District;
- (4) appropriate notices in accordance with these Bylaws or as required by law;
- (5) Act as custodian of records of the District's records;
- (6) Certify the official status, capacity and signature of directors, officers and employees;
- (7) Assure the District Seal is affixed, when required by law, to documents executed on behalf of the District; and

- (8) Perform all duties incident to the office and such other duties as prescribed by the Board.
- (9) Oversee all official and communications on media to ensure propriety and posts in accordance

Section 5. Powers.

The powers of the District are set forth in the District Law and other applicable law. The powers of the District are vested in the Board, which may delegate one or more of its powers in its sole discretion. Specifically, the Board shall:

- (1) Establish by Resolution substantive and procedural policies regarding the affairs of the District in accordance with the best interests of the communities served by the District.
- (2) Monitor the activities of the District Manager (or other designee) as administrator of the District.
- (3) Enter into contracts and agreements with respect to the affairs of the District, including contracts for management services and for other activities approved by the Board.
- (4) Effectuate the purpose of the District to enhance the provision of quality healthcare in the communities served by the District by, among other efforts, working with public and private entities (including the provision of financial assistance where feasible).
- (5) The District and Adventist Health Mendocino Coast shall collaborate to develop and agree proactively on a comprehensive community needs assessment and plan. Both parties will abide by the lease provisions as stated in Section 25.8 Restrictive Covenant.
- (6) Exercise all other powers now or hereinafter set forth in and given to it by the District Law and other public agency laws applicable to the District.

Section 6. Meetings.

- (a) The board will be schedule meetings based on board need. The Board will meet at minimum once per quarter. All meetings of the Board and its committees shall be conducted in accordance with the Ralph M. Brown Act, Government Code section 54950, et seq. (the "Brown Act"), and any other applicable law or regulation. Regular meetings of the Board shall be held on the last Thursday of the month at 6:00 p.m. at the District's administrative office. November and December meetings will be held on the second Thursday of the month
- (b) Meetings of the Board shall be open and public, except as allowed by law. Persons shall be permitted to attend any portion of a meeting, except a closed session.
- (c) A quorum of the Board shall not discuss the business of the District directly, serially or through an intermediary, except at a properly noticed public meeting. A quorum of the Board may discuss the time, place and agenda for a meeting at any time. Two members of the Board (but not a standing committee) may discuss District business at any time.

Section 7. Compensation, Benefits and Expenses.

(a) Compensation.

(1) The members of the Board of Directors shall serve without compensation.

(b) Benefits.

Directors are entitled to the following benefits on the same terms as other officers:

(1) A Flexible spending account funded by the district to be used towards health care costs.

(c) Expenses.

(1) If previously approved by the Board, a Director shall receive actual, reasonable and necessary reimbursement for travel, meals, lodging, registration and similar expenses incurred on District business. The rate for reimbursement shall not exceed the rate published by the IRS for deduction from taxes. However, if the expenses are incurred in connection with a trade conference, the reimbursement rates shall not exceed the posted rates for the conference and if the posted rates are not available, the reimbursement rate shall be comparable to the IRS rates.

(2) Directors must be authorized in advance to incur expenses for District purposes, and shall submit a written request with supporting documents for reimbursement.

(3) During July of each year the District Manager shall prepare a list of amounts paid during the prior fiscal year to reimburse a director or employee for individual expenses of \$100.00 or more. To determine the value of an item, the total charges for the item for the day shall be considered. For example, several transportation bills each less than \$100.00, but totaling more than \$100, requires a report. During August of each year, each person receiving expense reimbursement shall review the list. The District Manager shall consider suggested corrections and post the final list at the District by September.

Section 8. Appointment of District Manager

(a) The Board shall be solely responsible for selecting a District Manager, who shall be responsible for managing the District's operations, facilities, and property. The Board shall adopt a written statement setting forth the qualifications, authority, and duties of the District Manager. The Board shall set the District Manager compensation.

(b) The Board shall at least annually conduct a review of the performance and compensation of the District Manager

(c) The District Manager may recommend and shall implement policies adopted by the Board. The Board is not responsible for day-to-day management or operations of the District.

(d) The Board and individual Directors may question the District Manager with respect to the development and implementation of District policy. The Board, but not the individual Directors, may direct the District Manager with respect to the development and implementation of District policy.

(e) Individual Directors shall not direct employees in the performance of their duties. Any such direction shall be reported to the Board and District Manager

(f) The District Manager may discuss District business with Directors outside a public meeting, but the District Manager shall not communicate the views of Directors to one another, except at a Board meeting. The Board shall not discuss or act on the District Manager's recommendations, except at a public meeting.

Section 9. Duties of the District Manager

The Board of Directors, unless otherwise stated, shall delegate to District Manager full charge and control of the affairs of the District consistent with the policies established by the Board. The District Manager shall work with the Board or any of its committees in a highly professional manner. The District Manager also shall:

- (1) Present to, and upon Board approval, implement a District strategic plan.
- (2) Develop and implement a plan, along with the appropriate budget and schedule, that will meet the state of California's seismic upgrade requirement
- (3) Administer the Agreements.
- (4) Serve as liaison between the Board and District employees.
- (5) If an emergency arises and there is insufficient time to notify the Board, the District Manager may take appropriate and reasonable action otherwise within the Board's jurisdiction. The District Manager shall report such action to the Board as soon as possible.
- (6) The District Manager shall hire, with the concurrence of the Board, other District officers as the District may require, each of whom shall perform such duties as the Board may determine from time-to-time. Officers shall serve at-will.
- (7) The District Manager may engage professional consultants to provide specialized service with the approval of the Board.
- (8) The District Manager may engage an engineer to assist in the planning and design of District facilities with the approval of the Board.

Section 10. Other Officers.

- (a) Other officers and employees shall assist the District Manager in the implementation of policy.
- (b) Directors may discuss District business with officers. The officers shall, if possible, supply information requested by Directors in writing, and shall inform the District Manager when information is supplied.

Section 11. Employees.

The District Manager shall serve as head of Human Resources. Directors are not encouraged to discuss District business with employees. If a Director inquires of an employee about District business, the employee shall respond to the Director and inform the District Manager

Section 13. Legal Counsel.

(a) An attorney shall be retained by the Board to act as General Counsel. The Board may appoint special counsel. The Board will set the compensation of General Counsel and Special Counsel. General and Special Counsel serve at the pleasure of the Board.

(b) The General Counsel is directly accountable to the Board. General Counsel shall provide legal advice and services as requested by the Board, and shall work with the District Manager on the District's legal matters.

(c) General Counsel represents the District. General Counsel shall not represent individual directors, officers or employees, unless authorized in writing by the Board.

(d) General Counsel will recommend appointment of special counsel when conflicts arise or if necessary to deal with matters requiring specialized knowledge.

ARTICLE III. BOARD COMMITTEES

Section 1. General

(a) Committees of the Board shall be standing or ad hoc. The committee members shall be appointed by the President at the January regular Board meeting and as otherwise needed. The President's action shall be final unless a majority of director's object. Two directors shall be appointed to each committee, one of whom shall be the committee chair, and both of whom shall be voting members. Any director not appointed to a committee may serve as an alternate to that committee. Regular meetings of committees shall be set at the same time at which committee members are appointed.

(b) All committees shall be advisory to the Board, except as otherwise expressly specified by the Board.

Section 2. Standing Committees.

(a) Standing committees are managed by the entire board.

(b) Every quarter at a board meeting there will be a planning and finance agenda item

(c) Finance will be represented by the Treasurer and Planning will be represented by Vice-chair.

Section 3. Planning

- (1) Recommending and overseeing Human Resources policies and procedures;
- (2) Reviewing and recommending employee compensation and benefits;
- (3) Quality control and performance improvement; and
- (4) Overseeing short and long term facility planning and maintenance

Section 4. Finance

- (1) Recommending and overseeing fiscal and 0business policies and procedures;
- (2) Overseeing financial management and budgeting;
- (3) Recommending and overseeing fiscal controls;
- (4) Recommending and overseeing Investments;
- (5) Overseeing internal audits and ensuring an annual independent audit; and
- (6) Reviewing and presenting to the Board financial statements and reports. Monitoring the financial activities that arise from the Agreements to ensure compliance with the terms and conditions of such Agreement.

- The Treasure and one other board member will review the spending of the Measure c funds

Section 5. Ad Hoc Committees.

Ad hoc committees, including not more than two directors, may be established by the President, subject to approval of the Board, for defined tasks of a limited duration (for instance, not to exceed six months). An ad hoc committee shall only perform those duties assigned by the President, and upon their completion be discharged. The President, in consultation with the Board, shall determine the members of the committee.

ARTICLE IV. MISCELLANEOUS

Section 1. Review of Bylaws.

At least annually the Board shall review these Bylaws and the Policy Manual to ensure they comply with the District Law and all other applicable federal and state laws and regulations in keeping with the functions of the Board.

Section 2. Amendment of Bylaws.

These Bylaws may be amended by a majority of the Board at a duly noticed Board meeting, provided a full statement of each proposed amendment has been sent to each director along with the meeting agenda and packet.

Section 3. Indemnification.

(a) Civil proceedings. The District shall, to the full extent of the law, defend and indemnify each of its employees against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any civil claim arising out of the scope of his or her employment for the District. For purposes of this section, the term "employee" shall have the same meaning set for in Government Code section 810.2, or any successor statute thereof, and includes without limitation any person who was or is a director, officer, employee or servant of the District.

(b) Criminal and administrative proceedings. The District may but is not obligated to defend and indemnify its employees (as defined above). If an employee seeks defense and indemnification in any such proceeding he or she shall submit a written request to the Board, which shall conduct a review of the request in accordance with Government Code sections 995.6 and 995.8, or any successor statutes.

CERTIFICATION OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Mendocino Coast Healthcare District; and

2. That the foregoing Bylaws comprised of nine (9) pages constitute the Bylaws, as amended, of the District as duly adopted at a meeting of the Board of Directors thereof duly held on __, 20 .

IN WITNESS WHEREOF, I have hereunto subscribed my name on this ___ day of ____, 20 .

Secretary
Mendocino Coast Healthcare District

**NOTICE AND AGENDA OF A MEETING
OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT**

Thursday January 27, 2022

6:00 P.M. Open Session

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: Special Board of Directors Meeting

Time: Pacific Time (US and Canada)

Join Zoom Meeting

Mendocino Coast Health Care District is inviting you to a scheduled Zoom meeting.

Topic: January 2022 MCHCD Schedule BOD

Time: Jan 27, 2022 06:00 PM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us06web.zoom.us/j/82306112839?pwd=ZVFhVjN2OS9ZUERKaEkrYzB5L3pvdz09>

Meeting ID: 823 0611 2839

Passcode: 553231

One tap mobile

+17207072699,,82306112839#,,,,*553231# US (Denver)

+12532158782,,82306112839#,,,,*553231# US (Tacoma)

Dial by your location

+1 720 707 2699 US (Denver)

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 646 558 8656 US (New York)

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

Meeting ID: 823 0611 2839

Passcode: 553231

Find your local number: <https://us06web.zoom.us/j/82306112839>

PLEASE TAKE NOTICE a Board of Directors meeting has been called for Thursdays January 27, 2022 at 6:00 pm. **This meeting will be held via Zoom Conference only in order to reduce the risk of spreading coronavirus (COVID-19) and pursuant to the Governor's Executive Orders N-25-20 and N-29-20.**

1. 6:00 P.M. OPEN SESSION CALL TO ORDER AND ROLL CALL

1.1 Call to order and roll call

1.2 Approval of the agenda

Items to be removed from the agenda or changed should be done at this time.

2. PUBLIC COMMENTS ON NON-AGENDA ITEMS AND ISSUES

2.1 This portion of the meeting is reserved for persons desiring to address the Board of Directors on non-agenda issues. Please state your name for the record. A three-minute limit is set for each speaker on all items. The total time for public input on each item is limited to 20 minutes (Government Code 54952). The Brown Act does not permit the Board to act on any item that is not on the agenda.

3. INFORMATION/DISCUSSION/POSSIBLE ACTION ITEMS

3.1 AB 361 Resolution Continuing Remote Meetings: Amy McColley

TAB 1

3.2 Consideration of Adoption of Parliamentary Procedures: Norm de Vall /Amy McColley

TAB 2 (a & b)

3.3 Measure C Accounting Compliance: Amy McColley

TAB 3

3.4 District Health Care Benefit: Amy McColley

3.5 District Meeting Minutes: Sara Spring

3.6 Appointment of Treasurer: Amy McColley

TAB 4

3.7 Savings Bank of Mendocino County Resolution: Amy McColley

TAB 5

3.8 Tri Counties Resolution: Amy McColley

TAB 6

3.9 Bank of America Resolution: Amy McColley

TAB 7

3.10 Authorizing Investment of Monies in the Local Agency Investment
Fund Resolution: Amy McColley

TAB 8

4. FUTURE AGENDA ITEMS

5. BOARD COMMENTS

6. ADJOURNMENT

Dated: January 24, 2022

STATE OF CALIFORNIA
COUNTY OF MENDOCINO

I declare under penalty of perjury that I hold the position of Chair of the Mendocino Coast Health Care District Board of Directors; and that I posted the original signed notice outside the Neva Canon Room and next to the entrance to the District's Offices at 775 River Dr. on January 24, 2022.

Sara Spring, Secretary of the MCHCD BOD

All disabled persons requesting disability - related modifications or accommodations, including auxiliary aids or service may make such request in order to participate in a public meeting to Sara Spring, Secretary of the Board of Director at sspring@mcdh.org or 700 River Drive, Fort Bragg, CA 95437 no later than 1 working day prior to the meeting that such matter be included on that month's agenda.

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RESOLUTION NO. 2021 - _____

**RESOLUTION OF THE MENDOCINO COAST HEALTH CARE DISTRICT
MAKING THE LEGALLY REQUIRED FINDINGS TO CONTINUE TO
AUTHORIZE THE CONDUCT OF REMOTE “TELEPHONIC”
MEETINGS DURING THE STATE OF EMERGENCY**

WHEREAS, on March 4, 2020, pursuant to California Gov. Code Section 8625, the Governor declared a state of emergency; and

WHEREAS, on September 17, 2021, Governor Newsom signed AB 361, which bill went into immediate effect as urgency legislation; and

WHEREAS, AB 361 added subsection (e) to Gov. Code Section 54953 to authorize legislative bodies to conduct remote meetings provided the legislative body makes specified findings; and

WHEREAS, as of November 1, 2021, the COVID-19 pandemic has killed more than 72,140 Californians; and

WHEREAS, social distancing measures decrease the chance of spread of COVID-19; and

WHEREAS, this legislative body previously adopted a resolution to authorize this legislative body to conduct remote “telephonic” meetings; and

WHEREAS, Government Code 54953(e)(3) authorizes this legislative body to continue to conduct remote “telephonic” meetings provided that it has timely made the findings specified therein;

NOW, THEREFORE, IT IS RESOLVED by the Mendocino Coast Health Care District as follows:

1. This legislative body declares that it has reconsidered the circumstances of the state of emergency declared by the Governor and at least one of the following is true: (a) the state of emergency continues to directly impact the ability of the members of this legislative body to meet safely in person; and/or (2) state or local officials continue to impose or recommend measures to promote social distancing.

The above and foregoing Resolution was introduced by Board Member _____, seconded by Board member _____, and passed and adopted at a regular meeting of the Mendocino Coast Health Care District held on the 27th day of January, 2022, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

RECUSED:

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RULES OF PROCEDURE

**BOARD OF SUPERVISORS
COUNTY OF MENDOCINO
STATE OF CALIFORNIA**

**ADOPTED: January, 2022
(Resolution No. 22-)**

FORWARD

TO THE CITIZENS OF MENDOCINO COUNTY:

This booklet containing the Rules of Procedure of the Board of Supervisors of the County of Mendocino has been prepared upon direction of the Board of Supervisors. It attempts to outline the working procedures of the Board meetings and legislative activities.

We hope that it will be of value to all citizens to better participate in the important work of local government, and assist citizens in better understanding the procedural aspects of County legislative enactments.

BOARD OF SUPERVISORS

Glenn McGourty
1st District

Maureen Mulheren
2nd District

John Haschak
3rd District

Dan Gjerde
4th District

Ted Williams
5th District

Carmel J. Angelo
Chief Executive Officer
Clerk of the Board

Christian M. Curtis
County Counsel

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REVISED RULES OF ORDER AND PROCEDURE
OF THE BOARD OF SUPERVISORS
MENDOCINO COUNTY, CALIFORNIA

I. ORGANIZATION AND MEETINGS

Rule 1. Applicability of Rules

These rules shall apply to the Board of Supervisors of the County of Mendocino, whether sitting as the Board of Supervisors of the County or as the governing board of any other governmental agency.

Rule 2. Organizational Meeting

The organizational meeting of the Board of Supervisors shall be held on the first Tuesday succeeding the first Monday after the first day of January of each year, at which time there shall be an election of officers of the Board. No meeting shall be held the day of, or the day after, a state holiday.

Rule 3. Election of Officers

The Clerk of the Board shall call the meeting to order and the first order of business shall be the election of a Chair and Vice-Chair for the ensuing calendar year. The Board observes a tradition of numerical rotation by District for the election of Chair and Vice-Chair, but a member shall not be elected to serve as Chair unless he or she has been a member of the Board for the preceding calendar year. The Chair may be referred to as ~~Mr. Chair or Madam Chair~~ or Chairperson, as the case may be. The Vice-Chair may be referred to as ~~Mr. Vice-Chair or Vice-Chairperson or Madam Vice-Chair, as the case may be.~~

Rule 4. Chair and Vice-Chair

The Chair shall serve as presiding officer of the Board, rule on questions of procedure, appoint annual standing committees and all special assignments, attend agenda review meetings, execute official Board records and documents presented by the Clerk of the Board, and shall also represent the Board at ceremonial and official functions. The Chair may be considered first among equals, but has no power to set policy or direct staff except as may be approved by the Board. Rulings on questions of procedure and appointments by the Chair shall be subject to appeal to the Board.

The Vice-Chair shall have and exercise all powers and duties of the Chair at the meetings over which ~~he or she is~~ they are called to preside and at ceremonial and official functions, which the Chair cannot attend. In the absence of the Chair, the Vice-Chair shall call the meeting to order and serve as presiding officer. In the absence of the Chair and Vice-Chair, the senior member present shall preside until either the Chair or Vice-Chair appears.

Rule 5. Regular Meetings

Regular monthly meetings will be conducted pursuant to the master calendar adopted at the beginning of each calendar year, with the exception that a scheduled meeting may be canceled if deemed appropriate by a majority vote the Board.

Regular meetings and continuances thereof shall commence at 9:00 a.m. and shall be held at the Supervisors Chambers at 501 Low Gap Road, Ukiah, California, unless the time, date and location is changed by a majority vote of the Board. For both Regular and Special Meetings, ~~n~~Notice of any continuance must be posted within 24 hours of adjournment, at or near the place where the meeting was held. At each regular meeting, or any continuance thereof, the Board may transact any and all business which it is authorized or permitted by law to transact.

Business shall normally be conducted between 9:00 a.m. and 5:30 p.m., but may continue past that time without objection from the members present. At any time from 5:30 p.m. onward, the "5:30 rule" may be invoked, at which time all business shall be adjourned except: (1) motions on the floor shall be voted upon; (2) closed session items may be considered by consent of a majority of the Board; (3) time sensitive items may be considered by unanimous consent of the members present. All items agendized for that meeting and not concluded shall be continued to the next regular meeting of the Board.

All open sessions of the Board shall be recorded by audio or visual means or both and may also be recorded and broadcast by any member of the public or media so long as it does not disrupt the proceedings.

Rule 6. Special Meetings, Final Budget Hearings, Workshops, and Planning Meetings

Special Meetings, Final Budget Hearings, Workshops, and Planning Meetings may be called by the Chair or by a majority of the Board at times and locations other than the above in accordance with the law and specified notice provisions set forth in Government Code §54956. In all cases the Board may transact any and all business which it is authorized or permitted by law to transact.

Rule 7. Clerk of the Board

The Clerk of the Board or Deputy Clerk of the Board shall be present during all meetings for the purpose of taking and maintaining the minutes of the meeting; presenting and receiving correspondence, records, documents, claims, reports, or petitions; preserving all records; marking or attesting all resolutions and ordinances; imparting information on Board documents of public record; and otherwise fulfilling all duties imposed by law or required by the Board or by the presiding officer.

Rule 8. County Counsel

County Counsel or Deputy County Counsel shall be present during all meetings for the purpose of advising the Board on legal questions unless excused by the presiding officer.

Rule 9. Chief Executive Officer

The Chief Executive Officer ~~or~~, Assistant Chief Executive Officer, or a Deputy Chief Executive Officer shall be present during all meetings for the purpose of advising the Board unless excused by the presiding officer.

Rule 10. Quorum and Action

A majority of the members of the Board shall constitute a quorum for the transaction of business and no act of the Board shall be valid or binding unless a majority of all members are present and concur therein (unless a 4/5th vote is required). (See Appendix B for 4/5th vote requirements)

A Board directive may be given by informal action of a majority of the Board and shall be recorded in the minutes, including the names of any Board members who state their opposition to the action.

[Insert clearly stated definition of what a directive is and how it is validated]

Rule 11. Order of Business

The Board shall conduct business in the order specified in the posted agenda or as modified at the discretion of the Chair. Without amending these rules, the Board may modify or amend the Order of Business, which shall be attached to these rules as Appendix A.

Rule 12. Roll Call

The Clerk shall call the roll at the commencement of each meeting and shall record each member as being present or absent. The Clerk shall further record, during the course of each meeting, the arrival of any member listed as absent and the departure of any member listed as present.

Planned absences shall be communicated to the ~~Chief Executive Officer~~/Clerk of the Board at least one week in advance. Unanticipated absences shall be reported as soon as possible. If a member is absent, he or she may have entered into the record the reason why.

Rule 13. Minutes of Previous Meetings

The minutes of previous meetings shall be submitted to the Board for additions, corrections, and approval by majority vote of the Board.

Rule 14. Agenda Procedure

With the exception of items sponsored by Board members, all items to be placed on the agenda shall be presented to the Executive Office not later than 12:00 noon on the Monday two weeks preceding the regular meeting for which the agenda is prepared and shall include a complete agenda summary, all supporting documentation, and a fiscal analysis if necessary. The Chief Executive Officer/Clerk of the Board may authorize limited exceptions to the above procedure on a case by case basis to accommodate time sensitive items.

All Closed Session agenda items shall be submitted to County Counsel either prior to or simultaneously with submission to the ~~Chief Executive Officer~~/Clerk of the Board. County Counsel shall submit to the ~~Chief Executive Officer~~/Clerk of the Board a written agenda summary language for all Closed Session matters no later than eight-seven days prior to the intended meeting date.

Late agenda items may be included as "Modifications to Agenda" provided Brown Act noticing requirements are met.

Prior to agenda publication the Chair and ~~Chief Executive Officer~~/Clerk of the Board (or their designees) shall hold an agenda summary meeting to review the order and timing of agenda items.

The Chair, in collaboration with the Clerk of the Board, shall determine the appropriate scheduling of agenda items. Any Supervisor may seek to change a scheduling decision by appealing to the full Board of Supervisors.

Rule 15. Matters Not on the Agenda

No action shall be taken on any item not appearing on the posted agenda except: (1) upon a majority vote of the Board that an emergency situation exists as defined in Government Code §54956.5; (2) upon a determination by a 4/5^{ths} vote of the Board, or if less than 4/5^{ths} of the members are present, a unanimous vote of those members present, that the need to take immediate action arose subsequent to the agenda being posted; (3) when the item was posted for a prior meeting of the Board occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken. *(Also see Appendix B)*

Requests for Off-Agenda items shall be communicated to the Executive Office/Clerk of the Board and County Counsel.

Rule 16. Public Expression

Public expression on any item not appearing on the Board of Supervisors agenda, but which is within, or reasonably related to, the subject matter jurisdiction of the Board is permitted. The Board limits testimony on matters not on the agenda to 2-3 minutes per person and not more than 10 minutes for a particular subject at the discretion of the Chair. The Chair may also direct

comments left via voicemail be forwarded to the full Board in lieu of being played back during the meeting.

II. PROCEDURE AND VOTING

Rule 17. Order and Decorum

The Chair shall preserve order and decorum and shall decide all questions of order and procedure subject to an appeal to the Board.

The nature of any appeal shall be briefly stated and the Chair shall have the right to state the reason for his or her decision. The Board shall decide the case without debate, and the question shall be stated as follows: "Shall the ruling of the Chair be sustained?"

A point of order may only be raised by a member of the Board.

No member wishing to speak or debate shall proceed until he or she shall have addressed the Chair and been recognized thereby. When two or more members speak at the same time, the Chair shall determine who is entitled to the floor.

While a member is speaking, no member shall engage in or entertain a private discussion. Members shall refrain from using cellular phones or email while the Board of Supervisors are in Open Session.

All members shall use a formal style, including appropriate titles, in addressing the public, staff and each other. All members shall refrain from the use of profanity, emotional outbursts, personal attacks or any speech or conduct which tends to bring the organization into disrepute.

Any member desiring to leave the meeting room shall first obtain permission from the Chair. When a motion to adjourn is carried, the members shall remain seated until the Chair declares the meeting adjourned.

The Chair may determine when orderly conduct of a meeting is not feasible owing to disruptive behavior by persons in attendance. The Chair may order the removal of the person(s) disrupting the meeting. If order cannot be restored by removal of such person(s), the Chair may order the meeting room cleared and continue in session. Members of the news media, except those participating in the disturbance, shall be allowed to remain. The Chair may re-admit any person(s) provided their re-admission will not disrupt the continued orderly conduct of business.

Rule 18. Privilege of the Floor

Members of the public have the right to address the Board on any item within the subject matter jurisdiction of the Board pursuant to Government Code Section 54954.3.

At the invitation of the Chair, members of the public who wish to speak shall come to the podium and identify themselves by name. The Clerk shall enter into the minutes the names of all members of the public to whom the privilege of the floor has been granted.

Members of the public shall direct their comments and questions to the Chair who may, at his or her discretion, request a response from staff. The Chair may, in the interest of facilitating the business of the Board, limit the amount of time a citizen may use in addressing the Board.

Rule 19. Rules of Debate

When any member is about to speak in debate, ~~he or she~~they shall respectfully address ~~him/herself~~themselves to ~~"Mr. Chair" or "Madam Chair", as appropriate~~the Chair directly.

The member upon whose motion a subject is brought before the Board, or who reports a measure from Committee, is first entitled to the floor, even though another member has first addressed the Chair; and ~~he or she is~~they are also entitled to close the debate but not until every member choosing to speak has spoken. No member shall speak more than twice to the same question (unless entitled to close the debate) nor longer than five (5) minutes at one time, without leave of the Board, and the question upon granting the leave shall be decided by a majority vote of all the members of the Board without debate.

Rule 20. Motions – General

Any motion for action shall require a second before being acknowledged by the Chair. The Clerk shall enter into the minutes the motion and the names of the moving and seconding members. The Chair shall invite public comment for agenda items prior to a motion being presented, except as otherwise required by law. After a motion is stated by the Chair or read by the Clerk, it shall be open for debate, but may be withdrawn by the maker at any time before a decision is made or an amendment adopted. A motion may be amended with the consent of the moving and seconding members at any time before a decision is made or an amendment adopted unless another motion is pending. The Clerk shall enter into the minutes the vote of each member on each motion.

When a question is under debate, no motion shall be received except as stated with preference in the following order:

1. Adjournment of the Board
2. To lay on the table
3. The previous question
4. To postpone to a certain date
5. To refer to committee
6. To amend
7. To postpone indefinitely

The following motions are not amendable or debatable:

- To adjourn for the day
- To call the question (call the roll)
- The previous question
- To lay on the table

The motion to postpone indefinitely cannot be amended.

An amendment to an amendment cannot be amended.

Motions to adjourn or to take a recess shall always be in order, but may not be made while the Chair is acknowledging the question, or while a member has the floor, ~~or after the previous question has been ordered.~~

The Board observes a custom of granting the district supervisor the privilege of making the initial motion on planning applications and appeals that originate in his or her district. Should the initial motion fail, the floor is open for alternate motions.

Rule 21. Ordinances

Ordinances (other than zoning ordinances) are introduced at one meeting (first reading), then placed on the agenda for adoption at a subsequent meeting.

- The first reading will become the primary hearing at which: (1) the title of the ordinance will be read; (2) the Board will typically consider a motion to waive the reading of the text of the ordinance and to introduce the ordinance by title only; (3) members of the public shall have an opportunity to address the ordinance; (4) the ordinance shall be introduced by a motion and majority vote of the Board.
- At the second reading: (1) the ordinance may be placed on the Consent Calendar for adoption; (2) if pulled from the Consent Calendar for separate action, the title of the ordinance may be read; (3) a motion to adopt the ordinance may be made; (4) a majority vote by roll call or electronic voting will adopt the ordinance.
- Pursuant to Government Code §25123, ordinances shall generally become effective 30 days from the date of final passage.
- Zoning ordinances are publicly noticed and may be adopted by majority roll call or electronic vote at one hearing.

Urgency ordinances will take effect immediately upon adoption pursuant to Government Code §25123 and Elec. Code §9235. *(Must be supported by findings)*

Rule 22. Questions Continued by Rule

Any motion which by its terms calls for an appropriation or expenditure of money shall, upon request and without further action, be continued to the next regularly scheduled Board meeting.

Rule 23. Planning Matters – Request for Continuance

Any Board member may, at his or her sole discretion, continue a planning matter within his or her District from one agenda to the next regular meeting of the Board. More than one such continuance for a particular item shall require approval by a majority vote of the Board.

Rule 24. Rules of Voting

No act of the Board shall be valid or binding unless a majority of all the members concur therein, unless a 4/5^{ths} vote is required. *(See Appendix B for 4/5^{ths} vote requirements)*

The Chair shall use ~~his or her~~**their** discretion in deciding whether to call for an electronic or voice vote. When utilizing the electronic voting system all members shall cast their votes simultaneously.

As a matter of public policy, all members of the Board shall take a position and a vote on all issues brought before them. Any member who abstains shall state the reason why, either before or immediately following any abstention.

A member who has a disqualifying financial conflict of interest or is disqualified from voting for another legally compelling reason shall:

- Publicly identify the financial interest or other reason for being legally unable to vote in a manner sufficient to be understood by the public;
- Recuse him/herself from discussing and voting on the matter;
- Leave the room until after the discussion, vote, and other disposition of the matter is concluded, unless the matter has been placed on the Consent Calendar. However, the member, prior to leaving the room, may address the matter during the time that the general public is allowed to address the matter.

A supervisor who is absent from all or a part of: (1) a public hearing; (2) an item that requires findings; or (3) an item that is quasi judicial in nature, may subsequently vote on the matter heard if the supervisor states that he or she has reviewed all evidence received during his or her absence, and has also listened to the Clerk’s recording or read a true and complete transcript of the proceedings.

Rule 25. 4/5th Vote

Particular items which may come before the Board and which require a 4/5th vote are listed in Appendix B, which may be updated without amending these rules. *(Also see: Rule 10 – Quorum and Action; Rule 27 – Motion to Reconsider (only in certain circumstances); and Rule 33 – Suspension or Amendment of Rules)*

Rule 26. Motion to Rescind

A motion to rescind any action or motion shall require four-fifths vote unless notice has been given at the previous meeting, either verbally or in writing. If notice has been given, the motion requires only a majority vote of all the members of the Board. A motion to rescind is not in order if action has already been taken which cannot be undone.

Rule 27. Motion to Reconsider

Any member of the Board who votes in the majority on a question, as well as any member who was absent, is eligible to make a motion to reconsider. A motion to reconsider shall be in order during the meeting at which the action to be reconsidered took place, provided members of the public in attendance during the original action are still present in the Board chamber. In all other cases, motions for reconsideration must be placed on a future agenda for action. Unless a member was absent, a motion to reconsider must be placed on the agenda for the next regular Board meeting. A member who was absent must place a motion to reconsider on the agenda for the next regular Board meeting after the regular Board meeting at which that member is in attendance. A motion to reconsider shall require a majority vote. A motion to reconsider, if lost, shall not be renewed nor shall any subject be a second time reconsidered within twelve (12) months, except by a 4/5th vote of the Board.

Rule 28. Substitute Motion

A substitute motion is an amendment where an entire resolution or section, or one or more paragraphs, is struck out and another is inserted in its place. The motion to substitute, if adopted by majority vote, does away entirely with the original motion. The vote shall then be taken on the motion that was substituted. A substitute motion is appropriate if amendments become involved or a paragraph requires considerable changes. A substitute motion may not be made when an amendment is pending.

III. COMMITTEES

Rule 29. Committees in General

The Chair of each committee shall call meetings as needed, provided they are held in conformance with the law and do not conflict with the Board master calendar.

Any committee vacancy shall be filled by the Chair of the Board without delay. The Chair of the Board may serve as a member of any committee whenever a committee member is absent or unable to serve, except in those circumstances that would cause a violation of the Brown Act.

Each committee shall have the authority to investigate as it deems best the matters referred to it by the Board of Supervisors, but shall not authorize any funding.

No committee shall investigate any matter unless referred to it by the full Board by way of a motion or a clearly stated directive.

Upon a majority vote of all members of the Board, any matter referred to any committee may be withdrawn from the consideration of such committee and referred to another committee, unless said referral would cause a violation of the Brown Act.

All committees shall report to the Board following each committee meeting. Committee reports shall be given by the Chair thereof either orally or in writing, but no report shall be made in the absence of either member of such committee unless the majority of the Board so orders and

directs.

The Executive Office and County Counsel shall serve as support staff to all committees. Other department heads and/or staff shall be present as requested by the Committee Chairs.

Rule 30. Standing Committees

The Chair shall appoint two (2) members to each standing committee, naming one as Chair, within ten (10) days from the date of the organizational meeting in January. Standing committees are subject to the Brown Act and their regular meeting times and location will be set by separate resolution. The standing committees of the Mendocino County Board of Supervisors shall be:

1. Public Health, Safety, and Resources
2. General Government

All standing committees shall be appointed for the calendar year, and the members shall continue in office until their successors have been appointed.

The General Government Committee will have a “standing” agenda item to receive and consider legislative matters pursuant to the County Legislative Program.

Rule 31. Ad Hoc Committees

Ad hoc committees may be formed by Chair directive or Board action taken in open session and shall include prescribed duties and membership of the committee. Status reports from ad hoc committees shall be made to the Board at each regular meeting, and may be submitted to the Clerk of the Board in writing. Ad hoc committees are encouraged to conclude their business at the end of each calendar year but may be extended at the recommendation of the committee and approval of the Board. The ~~Chief Executive Officer~~/Clerk of the Board will maintain a current index of ad hoc committees and their purpose.

Rule 32. Board Assignments/Reporting Requirements

All members who are assigned to special projects, committees, CSAC committees, and separate boards or commissions shall provide regular reports to the full Board regarding their activity in connection with the special assignment, and may be submitted to the Clerk of the Board in writing

AB 1234 Reporting Requirements

Pursuant to Government Code §53234, et. seq., regular reports shall be provided pursuant to the provisions of AB 1234.

Rule 33. Suspension or Amendment of Rules

Any rule may be suspended or amended upon the consent of 4/5^{ths} of all the members of the Board of Supervisors. Suspension of any rule shall apply only to those matters before the Board at that time.

A proposal to amend the rules shall be filed in writing with the ~~Chief Executive Officer~~/Clerk of the Board, and shall be made a special item of business at the next regular meeting of the Board.

Rule 34. Parliamentary Questions

On all points of order or procedure not governed by these rules, the general rules of parliamentary practice as outlined in Robert's Rules of Order (latest revised edition) shall govern.

IV. Other

Appendix A. Order of Agenda

The order of business at each regular meeting, except for such times as may be set apart for consideration of special items, shall be as follows:

1. Open Session
 - (a) Roll Call
 - (b) Pledge of Allegiance
- ~~2. Proclamations~~
- ~~3.2. Public Expression~~
- ~~4.3. Consent Calendar~~
- ~~5.4. County Executive Office and Departmental Matters (Includes standing agenda items for CEO Report and Legislative Matters)~~
- ~~6.5. Board of Supervisors and Board of Directors Matters~~ ~~Miscellaneous (Includes standing agenda item for Supervisors' Reports. Reports shall be in writing, whenever possible)~~
- ~~7. Board of Directors Matters~~
- ~~8.6. Modifications to Agenda~~
- ~~9.7. Closed Session~~
- ~~10. Communications Received and Filed~~

Appendix B. 4/5th Vote Requirement

The following actions require a 4/5th vote of the Board.

- A. Appropriation (Budget) Transfers
 1. Changes to proposed budget after budget hearing but prior to final budget (Gov. Code §29088).
 2. Transfers from the Contingency Fund (Gov. Code §29125).
 3. Transfers of unanticipated revenue (Gov. Code §29130).
 4. Appropriations for an emergency (Gov. Code §29127).
 5. Exceeding budget in emergencies (Gov. Code §5379.2).
 6. Transfer from designated reserves excluding General Reserve (Gov. Code §29130).
- B. Off-Agenda Item
 1. To consider an item not on the Agenda, the Board must make findings that the need to take action arose after the Agenda was posted. The vote on the matter requires at least four votes of the Board if 2/3rds of the members of the Board are present. If less than 2/3rds of the Board is present, it requires a unanimous vote of those members present.
- C. Planning Matters
 1. Adoption of interim zoning ordinance as urgency measure (Gov. Code §65858).
 2. Adopt or amend a general plan element, zoning ordinance, building regulation, or airport master plan that has been found by the Airport Land Use Commission to be inconsistent with the adopted Airport Land Use Plan (Pub. Util. Code §21676).
- D. General Matters
 1. Contracts, changes, or alterations which increase costs over the maximum allowed without advertising but are less than 10% of the original contracts (Pub. Contract Code §20137).
 2. Plans and specifications, for public buildings or structures, when changes increase costs (Pub. Contract Code §20135).
 3. Bridge construction contracts, modifications of contracts or plans (Pub. Contract Code §20405).
 4. Cooperation with cities in road work (Sts. and Hwy. Code §1680).

5. City Streets – designation as a county highway (Sts. and Hwy. Code §1700).
6. County roads, improvement through use of the General Fund monies (Sts. and Hwy. Code §1070).
7. Private roads, improvement and repair with County funds (Sts. and Hwy. Code §969.5).
8. Leasing of Road equipment (Sts. and Hwy. Code §942).
9. Establishment of Rights of Way Revolving Fund (Sts. and Hwy. Code §1627).
10. Adoption of resolution of intention to sell or lease County property (Gov. Code §25526).
11. Leasing of certain County property for certain specified usage (Gov. Code §25536); Amendment of lease of contract (Gov. Code §25536.5).
12. Parks, resolution of intention to abandon all or part – 5 votes (Gov. Code §25583).
13. Condemnation proceedings, resolution of necessity (Code Civ. Proc. §1245.240).
14. County property, conveyance or exchange of to another governmental agency (Gov. Code §25365).
15. County property, conveyance to cities for park purposes without reimbursement – unanimous vote of members present (Gov. Code Sects. 25550 and 25550.5); County aid to cities for park purposes – 4/5^{ths} vote (Gov. Code §25553); Dedication of unused parklands – 4/5^{ths} vote of all its members (Gov. Code §25560.4).
16. Property acquisition for airport purposes by purchase, condemnation or lease; Resolution for County aid (Gov. Code §26021).
17. Airports, contribution of funds to U.S. Government (Gov. Code §26026).
18. Special Assessment District, exceptions to proceedings relating to sanitary projects (Sts. and Hwy. Code §2808).
19. 1911 Act, Majority Protest, over-ruling of protest (Sts. and Hwy. Code §5222).
20. County sanitation, maintenance and flood control district loans, establishment of revolving fund (Gov. Code §23014).
21. County Service Area Loans, establishment of revolving fund for making loans (Gov. Code §25210.9(c)).
22. County Service Area, extension of period for repayment of loans (Gov. Code §25210.9(b)).
23. Investment of Retirement Funds in real property sold or leased to County, requires unanimous vote of Board of Retirement and 4/5^{ths} vote of Board of Supervisors.
24. Records, destruction of original records which have not been microfilmed (Gov. Code §26202).
25. Delinquent Accounts – Assignment to a collection agency (Gov. Code §26220).
26. Urgency / Emergency Ordinance for preservation of public peace, health or safety – to become effective immediately (normally requires 30 days for ordinance to become effective) (Gov. Code §25123 and Elec. Code §9235).
27. Destruction of records exposed to asbestos (Gov. Code §26202.5).
28. Replacement of annual Special Audit with a biennial audit for Special Districts: Requires unanimous request of governing board, and unanimous approval of the Board of Supervisors (Gov. Code §26909(e)).
29. Employ counsel to assist District Attorney, County Counsel or other counsel for the County (Gov. Code §25203).
30. Cash sale or lease of any property, not required for public use, at a noticed public auction, 4/5^{ths} vote; sale or lease at an unadvertised, private sale can be authorized by simple majority, but only after the Board unanimously finds that the value of property does not exceed \$500, monthly rental value is less than \$75, or it is a product of a County farm (Gov. Code §25363).
31. Resolution negating public bidding (Pub Contract Code §20150.10)
32. Authorizing condemnation (Code Civ. Proc. §1241 Repealed 1975).
33. Delegation by majority vote to appropriate County Executive Officer of the power to declare a public emergency for purpose of permitting certain construction work subject to Board confirmation at its next meeting by 4/5^{ths} vote, for counties

electing to become subject to the Uniform Construction Cost Accounting Procedures (Pub. Contract Code §22035); hiring County employees to perform a project by “force account”, if the Board rejects bids for a public contract (Pub. Contract Code §22038).

[NOTE: This is a partial listing.]

Adopted: , 2022

B



Rosenberg's Rules of Order

REVISED 2011

Simple Rules of Parliamentary Procedure for the 21st Century

By Judge Dave Rosenberg



MISSION AND CORE BELIEFS

To expand and protect local control for cities through education and advocacy to enhance the quality of life for all Californians.

VISION

To be recognized and respected as the leading advocate for the common interests of California's cities.

About the League of California Cities

Established in 1898, the League of California Cities is a member organization that represents California's incorporated cities. The League strives to protect the local authority and autonomy of city government and help California's cities effectively serve their residents. In addition to advocating on cities' behalf at the state capitol, the League provides its members with professional development programs and information resources, conducts education conferences and research, and publishes Western City magazine.

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ABOUT THE AUTHOR

Dave Rosenberg is a Superior Court Judge in Yolo County. He has served as presiding judge of his court, and as presiding judge of the Superior Court Appellate Division. He also has served as chair of the Trial Court Presiding Judges Advisory Committee (the committee composed of all 58 California presiding judges) and as an advisory member of the California Judicial Council. Prior to his appointment to the bench, Rosenberg was member of the Yolo County Board of Supervisors, where he served two terms as chair. Rosenberg also served on the Davis City Council, including two terms as mayor. He has served on the senior staff of two governors, and worked for 19 years in private law practice. Rosenberg has served as a member and chair of numerous state, regional and local boards. Rosenberg chaired the California State Lottery Commission, the California Victim Compensation and Government Claims Board, the Yolo-Solano Air Quality Management District, the Yolo County Economic Development Commission, and the Yolo County Criminal Justice Cabinet. For many years, he has taught classes on parliamentary procedure and has served as parliamentarian for large and small bodies.

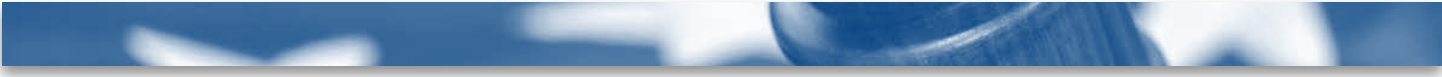


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INTRODUCTION

The rules of procedure at meetings should be simple enough for most people to understand. Unfortunately, that has not always been the case. Virtually all clubs, associations, boards, councils and bodies follow a set of rules — *Robert's Rules of Order* — which are embodied in a small, but complex, book. Virtually no one I know has actually read this book cover to cover. Worse yet, the book was written for another time and for another purpose. If one is chairing or running a parliament, then *Robert's Rules of Order* is a dandy and quite useful handbook for procedure in that complex setting. On the other hand, if one is running a meeting of say, a five-member body with a few members of the public in attendance, a simplified version of the rules of parliamentary procedure is in order.

Hence, the birth of *Rosenberg's Rules of Order*.

What follows is my version of the rules of parliamentary procedure, based on my decades of experience chairing meetings in state and local government. These rules have been simplified for the smaller bodies we chair or in which we participate, slimmed down for the 21st Century, yet retaining the basic tenets of order to which we have grown accustomed. Interestingly enough, *Rosenberg's Rules* has found a welcoming audience. Hundreds of cities, counties, special districts, committees, boards, commissions, neighborhood associations and private corporations and companies have adopted *Rosenberg's Rules* in lieu of *Robert's Rules* because they have found them practical, logical, simple, easy to learn and user friendly.

This treatise on modern parliamentary procedure is built on a foundation supported by the following four pillars:

1. **Rules should establish order.** The first purpose of rules of parliamentary procedure is to establish a framework for the orderly conduct of meetings.
2. **Rules should be clear.** Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate; and those who do not fully understand and do not fully participate.
3. **Rules should be user friendly.** That is, the rules must be simple enough that the public is invited into the body and feels that it has participated in the process.
4. **Rules should enforce the will of the majority while protecting the rights of the minority.** The ultimate purpose of rules of procedure is to encourage discussion and to facilitate decision making by the body. In a democracy, majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself, but not dominate, while fully participating in the process.

Establishing a Quorum

The starting point for a meeting is the establishment of a quorum. A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The default rule is that a quorum is one more than half the body. For example, in a five-member body a quorum is three. When the body has three members present, it can legally transact business. If the body has less than a quorum of members present, it cannot legally transact business. And even if the body has a quorum to begin the meeting, the body can lose the quorum during the meeting when a member departs (or even when a member leaves the dais). When that occurs the body loses its ability to transact business until and unless a quorum is reestablished.

The default rule, identified above, however, gives way to a specific rule of the body that establishes a quorum. For example, the rules of a particular five-member body may indicate that a quorum is four members for that particular body. The body must follow the rules it has established for its quorum. In the absence of such a specific rule, the quorum is one more than half the members of the body.


The Role of the Chair

While all members of the body should know and understand the rules of parliamentary procedure, it is the chair of the body who is charged with applying the rules of conduct of the meeting. The chair should be well versed in those rules. For all intents and purposes, the chair makes the final ruling on the rules every time the chair states an action. In fact, all decisions by the chair are final unless overruled by the body itself.

Since the chair runs the conduct of the meeting, it is usual courtesy for the chair to play a less active role in the debate and discussion than other members of the body. This does not mean that the chair should not participate in the debate or discussion. To the contrary, as a member of the body, the chair has the full right to participate in the debate, discussion and decision-making of the body. What the chair should do, however, is strive to be the last to speak at the discussion and debate stage. The chair should not make or second a motion unless the chair is convinced that no other member of the body will do so at that point in time.

The Basic Format for an Agenda Item Discussion

Formal meetings normally have a written, often published agenda. Informal meetings may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the body's agreed-upon roadmap for the meeting. Each agenda item can be handled by the chair in the following basic format:



First, the chair should clearly announce the agenda item number and should clearly state what the agenda item subject is. The chair should then announce the format (which follows) that will be followed in considering the agenda item.

Second, following that agenda format, the chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate person or persons may be the chair, a member of the body, a staff person, or a committee chair charged with providing input on the agenda item.

Third, the chair should ask members of the body if they have any technical questions of clarification. At this point, members of the body may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

Fourth, the chair should invite public comments, or if appropriate at a formal meeting, should open the public meeting for public input. If numerous members of the public indicate a desire to speak to the subject, the chair may limit the time of public speakers. At the conclusion of the public comments, the chair should announce that public input has concluded (or the public hearing, as the case may be, is closed).

Fifth, the chair should invite a motion. The chair should announce the name of the member of the body who makes the motion.

Sixth, the chair should determine if any member of the body wishes to second the motion. The chair should announce the name of the member of the body who seconds the motion. It is normally good practice for a motion to require a second before proceeding to ensure that it is not just one member of the body who is interested in a particular approach. However, a second is not an absolute requirement, and the chair can proceed with consideration and vote on a motion even when there is no second. This is a matter left to the discretion of the chair.

Seventh, if the motion is made and seconded, the chair should make sure everyone understands the motion.

This is done in one of three ways:

1. The chair can ask the maker of the motion to repeat it;
2. The chair can repeat the motion; or
3. The chair can ask the secretary or the clerk of the body to repeat the motion.

Eighth, the chair should now invite discussion of the motion by the body. If there is no desired discussion, or after the discussion has ended, the chair should announce that the body will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is no need to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

Ninth, the chair takes a vote. Simply asking for the “ayes” and then asking for the “nays” normally does this. If members of the body do not vote, then they “abstain.” Unless the rules of the body provide otherwise (or unless a super majority is required as delineated later in these rules), then a simple majority (as defined in law or the rules of the body as delineated later in these rules) determines whether the motion passes or is defeated.

Tenth, the chair should announce the result of the vote and what action (if any) the body has taken. In announcing the result, the chair should indicate the names of the members of the body, if any, who voted in the minority on the motion. This announcement might take the following form: “The motion passes by a vote of 3-2, with Smith and Jones dissenting. We have passed the motion requiring a 10-day notice for all future meetings of this body.”

Motions in General

Motions are the vehicles for decision making by a body. It is usually best to have a motion before the body prior to commencing discussion of an agenda item. This helps the body focus.

Motions are made in a simple two-step process. First, the chair should recognize the member of the body. Second, the member of the body makes a motion by preceding the member’s desired approach with the words “I move . . .”

A typical motion might be: “I move that we give a 10-day notice in the future for all our meetings.”

The chair usually initiates the motion in one of three ways:

1. **Inviting the members of the body to make a motion**, for example, “A motion at this time would be in order.”
2. **Suggesting a motion to the members of the body**, “A motion would be in order that we give a 10-day notice in the future for all our meetings.”
3. **Making the motion**. As noted, the chair has every right as a member of the body to make a motion, but should normally do so only if the chair wishes to make a motion on an item but is convinced that no other member of the body is willing to step forward to do so at a particular time.

The Three Basic Motions

There are three motions that are the most common and recur often at meetings:

The basic motion. The basic motion is the one that puts forward a decision for the body’s consideration. A basic motion might be: “I move that we create a five-member committee to plan and put on our annual fundraiser.”

The motion to amend. If a member wants to change a basic motion that is before the body, they would move to amend it. A motion to amend might be: “I move that we amend the motion to have a 10-member committee.” A motion to amend takes the basic motion that is before the body and seeks to change it in some way.

The substitute motion. If a member wants to completely do away with the basic motion that is before the body, and put a new motion before the body, they would move a substitute motion. A substitute motion might be: “I move a substitute motion that we cancel the annual fundraiser this year.”

“Motions to amend” and “substitute motions” are often confused, but they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor, but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor, and substitute a new and different motion for it. The decision as to whether a motion is really a “motion to amend” or a “substitute motion” is left to the chair. So if a member makes what that member calls a “motion to amend,” but the chair determines that it is really a “substitute motion,” then the chair’s designation governs.

A “friendly amendment” is a practical parliamentary tool that is simple, informal, saves time and avoids bogging a meeting down with numerous formal motions. It works in the following way: In the discussion on a pending motion, it may appear that a change to the motion is desirable or may win support for the motion from some members. When that happens, a member who has the floor may simply say, “I want to suggest a friendly amendment to the motion.” The member suggests the friendly amendment, and if the maker and the person who seconded the motion pending on the floor accepts the friendly amendment, that now becomes the pending motion on the floor. If either the maker or the person who seconded rejects the proposed friendly amendment, then the proposer can formally move to amend.

Multiple Motions Before the Body

There can be up to three motions on the floor at the same time. The chair can reject a fourth motion until the chair has dealt with the three that are on the floor and has resolved them. This rule has practical value. More than three motions on the floor at any given time is confusing and unwieldy for almost everyone, including the chair.

When there are two or three motions on the floor (after motions and seconds) at the same time, the vote should proceed *first* on the *last* motion that is made. For example, assume the first motion is a basic “motion to have a five-member committee to plan and put on our annual fundraiser.” During the discussion of this motion, a member might make a second motion to “amend the main motion to have a 10-member committee, not a five-member committee to plan and put on our annual fundraiser.” And perhaps, during that discussion, a member makes yet a third motion as a “substitute motion that we not have an annual fundraiser this year.” The proper procedure would be as follows:

First, the chair would deal with the *third* (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion *passed*, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be completed on the passage by the body of the third motion (the substitute motion). No vote would be taken on the first or second motions.

Second, if the substitute motion *failed*, the chair would then deal with the second (now the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment (should the committee be five or 10 members). If the motion to amend *passed*, the chair would then move to consider the main motion (the first motion) as *amended*. If the motion to amend *failed*, the chair would then move to consider the main motion (the first motion) in its original format, not amended.

Third, the chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format (five-member committee), or if *amended*, would be in its amended format (10-member committee). The question on the floor for discussion and decision would be whether a committee should plan and put on the annual fundraiser.

To Debate or Not to Debate

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the body. The debate can continue as long as members of the body wish to discuss an item, subject to the decision of the chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the body to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the chair must immediately call for a vote of the body without debate on the motion):

Motion to adjourn. This motion, if passed, requires the body to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.

Motion to recess. This motion, if passed, requires the body to immediately take a recess. Normally, the chair determines the length of the recess which may be a few minutes or an hour. It requires a simple majority vote.

Motion to fix the time to adjourn. This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: “I move we adjourn this meeting at midnight.” It requires a simple majority vote.

Motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on “hold.” The motion can contain a specific time in which the item can come back to the body. “I move we table this item until our regular meeting in October.” Or the motion can contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the body will have to be taken at a future meeting. A motion to table an item (or to bring it back to the body) requires a simple majority vote.

Motion to limit debate. The most common form of this motion is to say, “I move the previous question” or “I move the question” or “I call the question” or sometimes someone simply shouts out “question.” As a practical matter, when a member calls out one of these phrases, the chair can expedite matters by treating it as a “request” rather than as a formal motion. The chair can simply inquire of the body, “any further discussion?” If no one wishes to have further discussion, then the chair can go right to the pending motion that is on the floor. However, if even one person wishes to discuss the pending motion further, then at that point, the chair should treat the call for the “question” as a formal motion, and proceed to it.

When a member of the body makes such a motion (“I move the previous question”), the member is really saying: “I’ve had enough debate. Let’s get on with the vote.” When such a motion is made, the chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a two-thirds vote of the body.

NOTE: A motion to limit debate could include a time limit. For example: “I move we limit debate on this agenda item to 15 minutes.” Even in this format, the motion to limit debate requires a two-thirds vote of the body. A similar motion is a *motion to object to consideration of an item*. This motion is not debatable, and if passed, precludes the body from even considering an item on the agenda. It also requires a two-thirds vote.

Majority and Super Majority Votes

In a democracy, a simple majority vote determines a question. A tie vote means the motion fails. So in a seven-member body, a vote of 4-3 passes the motion. A vote of 3-3 with one abstention means the motion fails. If one member is absent and the vote is 3-3, the motion still fails.

All motions require a simple majority, but there are a few exceptions. The exceptions come up when the body is taking an action which effectively cuts off the ability of a minority of the body to take an action or discuss an item. These extraordinary motions require a two-thirds majority (a super majority) to pass:

Motion to limit debate. Whether a member says, “I move the previous question,” or “I move the question,” or “I call the question,” or “I move to limit debate,” it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a two-thirds vote to pass.

Motion to close nominations. When choosing officers of the body (such as the chair), nominations are in order either from a nominating committee or from the floor of the body. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.

Motion to object to the consideration of a question. Normally, such a motion is unnecessary since the objectionable item can be tabled or defeated straight up. However, when members of a body do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a two-thirds vote to pass.

Motion to suspend the rules. This motion is debatable, but requires a two-thirds vote to pass. If the body has its own rules of order, conduct or procedure, this motion allows the body to suspend the rules for a particular purpose. For example, the body (a private club) might have a rule prohibiting the attendance at meetings by non-club members. A motion to suspend the rules would be in order to allow a non-club member to attend a meeting of the club on a particular date or on a particular agenda item.

Counting Votes

The matter of counting votes starts simple, but can become complicated.

Usually, it’s pretty easy to determine whether a particular motion passed or whether it was defeated. If a simple majority vote is needed to pass a motion, then one vote more than 50 percent of the body is required. For example, in a five-member body, if the vote is three in favor and two opposed, the motion passes. If it is two in favor and three opposed, the motion is defeated.

If a two-thirds majority vote is needed to pass a motion, then how many affirmative votes are required? The simple rule of thumb is to count the “no” votes and double that count to determine how many “yes” votes are needed to pass a particular motion. For example, in a seven-member body, if two members vote “no” then the “yes” vote of at least four members is required to achieve a two-thirds majority vote to pass the motion.

What about tie votes? In the event of a tie, the motion always fails since an affirmative vote is required to pass any motion. For example, in a five-member body, if the vote is two in favor and two opposed, with one member absent, the motion is defeated.

Vote counting starts to become complicated when members vote “abstain” or in the case of a written ballot, cast a blank (or unreadable) ballot. Do these votes count, and if so, how does one count them? The starting point is always to check the statutes.

In California, for example, for an action of a board of supervisors to be valid and binding, the action must be approved by a majority of the board. (California Government Code Section 25005.) Typically, this means three of the five members of the board must vote affirmatively in favor of the action. A vote of 2-1 would not be sufficient. A vote of 3-0 with two abstentions would be sufficient. In general law cities in

California, as another example, resolutions or orders for the payment of money and all ordinances require a recorded vote of the total members of the city council. (California Government Code Section 36936.) Cities with charters may prescribe their own vote requirements. Local elected officials are always well-advised to consult with their local agency counsel on how state law may affect the vote count.

After consulting state statutes, step number two is to check the rules of the body. If the rules of the body say that you count votes of “those present” then you treat abstentions one way. However, if the rules of the body say that you count the votes of those “present and voting,” then you treat abstentions a different way. And if the rules of the body are silent on the subject, then the general rule of thumb (and default rule) is that you count all votes that are “present and voting.”

Accordingly, under the “present and voting” system, you would **NOT** count abstention votes on the motion. Members who abstain are counted for purposes of determining quorum (they are “present”), but you treat the abstention votes on the motion as if they did not exist (they are not “voting”). On the other hand, if the rules of the body specifically say that you count votes of those “present” then you **DO** count abstention votes both in establishing the quorum and on the motion. In this event, the abstention votes act just like “no” votes.

How does this work in practice?

Here are a few examples.

Assume that a five-member city council is voting on a motion that requires a simple majority vote to pass, and assume further that the body has no specific rule on counting votes. Accordingly, the default rule kicks in and we count all votes of members that are “present and voting.” If the vote on the motion is 3-2, the motion passes. If the motion is 2-2 with one abstention, the motion fails.

Assume a five-member city council voting on a motion that requires a two-thirds majority vote to pass, and further assume that the body has no specific rule on counting votes. Again, the default rule applies. If the vote is 3-2, the motion fails for lack of a two-thirds majority. If the vote is 4-1, the motion passes with a clear two-thirds majority. A vote of three “yes,” one “no” and one “abstain” also results in passage of the motion. Once again, the abstention is counted only for the purpose of determining quorum, but on the actual vote on the motion, it is as if the abstention vote never existed — so an effective 3-1 vote is clearly a two-thirds majority vote.

Now, change the scenario slightly. Assume the same five-member city council voting on a motion that requires a two-thirds majority vote to pass, but now assume that the body **DOES** have a specific rule requiring a two-thirds vote of members “present.” Under this specific rule, we must count the members present not only for quorum but also for the motion. In this scenario, any abstention has the same force and effect as if it were a “no” vote. Accordingly, if the votes were three “yes,” one “no” and one “abstain,” then the motion fails. The abstention in this case is treated like a “no” vote and effective vote of 3-2 is not enough to pass two-thirds majority muster.

Now, exactly how does a member cast an “abstention” vote?

Any time a member votes “abstain” or says, “I abstain,” that is an abstention. However, if a member votes “present” that is also treated as an abstention (the member is essentially saying, “Count me for purposes of a quorum, but my vote on the issue is abstain.”) In fact, any manifestation of intention not to vote either “yes” or “no” on the pending motion may be treated by the chair as an abstention. If written ballots are cast, a blank or unreadable ballot is counted as an abstention as well.

Can a member vote “absent” or “count me as absent?” Interesting question. The ruling on this is up to the chair. The better approach is for the chair to count this as if the member had left his/her chair and is actually “absent.” That, of course, affects the quorum. However, the chair may also treat this as a vote to abstain, particularly if the person does not actually leave the dais.

The Motion to Reconsider

There is a special and unique motion that requires a bit of explanation all by itself; the motion to reconsider. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and a vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to consider is made and passed.

A motion to reconsider requires a majority vote to pass like other garden-variety motions, but there are two special rules that apply only to the motion to reconsider.

First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon. A motion to reconsider made at a later time is untimely. (The body, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by certain members of the body. Accordingly, a motion to reconsider may be made only by a member who voted in the majority on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the body — including a member who voted in the minority on the original motion — may second the motion). If a member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of minority could make a motion to reconsider, then the item could be brought back to the body again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the body, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

Courtesy and Decorum

The rules of order are meant to create an atmosphere where the members of the body and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the chair and the members of the body to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be first recognized by the chair before proceeding to speak.

The chair should always ensure that debate and discussion of an agenda item focuses on the item and the policy in question, not the personalities of the members of the body. Debate on policy is healthy, debate on personalities is not. The chair has the right to cut off discussion that is too personal, is too loud, or is too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the chair may, however, limit the time allotted to speakers, including members of the body.

Can a member of the body interrupt the speaker? The general rule is “no.” There are, however, exceptions. A speaker may be interrupted for the following reasons:

Privilege. The proper interruption would be, “point of privilege.” The chair would then ask the interrupter to “state your point.” Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person’s ability to hear.

Order. The proper interruption would be, “point of order.” Again, the chair would ask the interrupter to “state your point.” Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the chair makes a ruling that a member of the body disagrees with, that member may appeal the ruling of the chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the chair is deemed reversed.

Call for orders of the day. This is simply another way of saying, “return to the agenda.” If a member believes that the body has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the chair discovers that the agenda has not been followed, the chair simply reminds the body to return to the agenda item properly before them. If the chair fails to do so, the chair’s determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

Special Notes About Public Input

The rules outlined above will help make meetings very public-friendly. But in addition, and particularly for the chair, it is wise to remember three special rules that apply to each agenda item:

Rule One: Tell the public what the body will be doing.

Rule Two: Keep the public informed while the body is doing it.

Rule Three: When the body has acted, tell the public what the body did.




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FULL TEXT OF MEASURE C

MENDOCINO COAST HEALTH CARE DISTRICT
HEALTHCARE FUNDING MEASURE C

INTRODUCTION AND PURPOSE

To provide funding for maintaining emergency room services, attracting and retaining high quality doctors and nurses, maintaining ambulance and related 911 services and providing essential healthcare to residents of Mendocino County, with no proceeds used for administrators' salaries, benefits and pensions, the Mendocino Coast Health Care District ("District") proposes a healthcare parcel tax for a period of twelve years starting on July 1, 2018 at a rate of \$144 per parcel per year, and to implement accountability measures, including independent taxpayer oversight, to ensure the funds are used to help:

- Maintain local emergency room services;
- Attract and retain high quality doctors and nurses;
- Maintain local ambulance and related 911 services;
- Make critical repairs and upgrades to medical equipment and facilities;
- Maintain local surgical services; and
- Maintain local obstetric services.

The proceeds of the healthcare parcel tax shall be deposited into a separate account created by the District.

DEFINITION OF "PARCEL"

For purposes for the healthcare parcel tax, the term "Parcel" means any parcel of land which lies wholly or partially within the boundaries of the Mendocino Coast Health Care District, that receives a separate tax bill for *ad valorem* property taxes from the Mendocino County Assessor/Tax Collector, as applicable. All property that is otherwise exempt from or upon which are levied no *ad valorem* property taxes in any year shall also be exempt from the healthcare parcel tax in such year.

For purposes of this healthcare parcel tax, any such "Parcels" which are (i) contiguous, and (ii) used solely for owner-occupied, single-family residential purposes, and (iii) held under identical ownership may, by submitting to the District an application of the owners thereof by June 15 of any year, be treated as a single "parcel" for purposes of the levy of the healthcare parcel tax.

REDUCTION IN TAX IF RESULT IS LESS OTHER GOVERNEMENT SUPPORT

The collection of the healthcare parcel tax is not intended to decrease or offset any increase in local, state or federal government revenue sources that would otherwise be available to the District during the period of the healthcare parcel tax. In the event that the levy and collection does have such an effect, the District may cease the levy or shall reduce the healthcare parcel tax to the extent that such action would restore the amount of the decrease or offset in other revenues.

ACCOUNTABILITY MEASURES

The following accountability measures, among others, shall apply to the healthcare parcel tax: (a) the specific purposes of the healthcare parcel tax shall be those purposes identified above; (b) the proceeds of the healthcare parcel tax shall be applied only to those specific purposes identified above; (c) a separate, special account shall be created into which the proceeds of the healthcare parcel tax must be deposited; and (d) an annual written report shall be made to the Board of Directors of the District showing (i) the amount of funds collected and expended from the proceeds of the healthcare parcel tax and (ii) the status of any projects or programs required or authorized to be funded from the proceeds of the healthcare parcel tax, as identified above. In addition to the accountability measures required by law, if any, the District will establish an independent

FULL TEXT OF MEASURE C – continued

taxpayer oversight committee to provide oversight as to the expenditure of healthcare parcel tax revenues.

s/Steve Lund
President, Board of Directors
Mendocino Coast Health Care District

ATTEST:
s/ Peter Glusker, MD, Ph.D
Secretary, Board of Directors
Mendocino Coast Health Care District

IMPARTIAL ANALYSIS
MEASURE C

A Measure by the Mendocino Coast Healthcare District to Levy a Healthcare Parcel Tax for Emergency Room and Other Health Care Services

This Measure was placed on the ballot by the Mendocino Coast Health Care District's ("District") Board of Directors to seek voter approval to create a special tax of \$144.00 per parcel for each parcel of taxable real property within the District each year for a period of twelve (12) years, beginning July 1, 2018. The District estimates that the annual parcel tax revenues will be \$1.7 million dollars.

"Parcel" means any parcel of land which lies wholly or partially within the boundaries of the District.

The purpose of the parcel tax is to provide funding to help maintain local emergency room services, attract and retain high quality doctors and nurses, maintain local ambulance and related 911 services, make critical repairs and upgrades to medical equipment and facilities, maintain local surgical services, and maintain local obstetric services. The revenue raised by the special tax may only be used for those purposes described in the full text of the measure ("Full Text") and cannot be used for administrators' salaries, benefits or pensions. These special tax revenues will be deposited in a separate account to be used only for the purposes described above.

The District is required by law to issue an annual report on the amount of funds collected, expenditure of the funds, and the status of any project or program to be funded as described in the Full Text. The District will establish an independent taxpayer oversight committee to oversee the expenditure of healthcare parcel tax revenues.

This measure was placed on the ballot by the District.

This measure must be adopted by two-thirds (2/3) of the voters.

A "YES" vote would authorize the levy of the parcel tax.

A "NO" vote would not authorize the levy of the parcel tax.

DATED: March 19, 2018

s/Katharine L. Elliott
County Counsel

ARGUMENT IN FAVOR OF

MEASURE C

Our community counts on a fully staffed, quality hospital that is minutes, not hours, away. Medical treatment far from home costs money, time, and convenience. Our rural, Critical Access hospital delivers an exceptionally wide-range of services. These include life-saving and life-giving Emergency, Ambulance, and Obstetric care. Like police, fire fighters, and educators, health care providers are part of the social and economic bedrock of our diverse North Coast.

Vote YES on Measure C – Allow our local hospital to continue providing the wide-ranging quality care the community wants and deserves.

We all know medical industry costs have skyrocketed. 80% of our hospital's patients are covered by Medicare and Medi-Cal. On average, the Hospital receives less than the cost of services from these programs. Despite belt-tightening, the District's financial hardships are an ongoing reality.

Vote YES on Measure C – No bailouts exist. Cuts to government health care payments remain unpredictable. A parcel tax is the District's only legal option to secure a stable source of local funding for the Hospital. Passing Measure C – stabilizes finances as the Hospital works to further improve operations, manage costs, and maintain the critical, community healthcare services.

Measure C asks District property owners to pay \$144 a year per parcel for 12 years. That's \$12 a month.

Measure C mandates important taxpayer protections. Funds cannot be spent on administrative salaries or pensions. An independent Taxpayers' Oversight Committee will ensure the money ONLY supports:

- local emergency room and ambulance services
- attracting and retaining quality doctors and nurses
- critical repairs/upgrades to medical equipment and facilities
- maintaining local surgical and obstetric services.

A healthy community needs a healthy hospital. That takes a 67% **YES** vote.

Join your neighbors, law enforcement, doctors, nurses, taxpayer advocates, and business leaders – **vote YES on Measure C**.

s/Jason Kirkman, MD
Medical Director, NCFHC

s/Shelley Ware
Emergency Department Nurse Manager

s/Lucresha Renteria
Executive Director

s/Paul Clark
Business Owner

s/Jim Hurst
Business Owner

NO ARGUMENT AGAINST MEASURE C WAS SUBMITTED.

TEXTO COMPLETO DE LA INICIATIVA DE LEY C

DISTRITO DE CUIDADOS DE LA SALUD DE LA COSTA DE MENDOCINO

INICIATIVA DE LEY C PARA EL FINANCIAMIENTO DEL CUIDADO DE LA SALUD

INTRODUCCIÓN Y PROPÓSITO

Para proporcionar financiamiento para mantener los servicios de salas de emergencia, atraer y conservar médicos y enfermeras de alta calidad, mantener las ambulancias y los servicios relacionados con el 911, y proporcionar cuidados de la salud esenciales para los residentes del Condado de Mendocino, sin usar los ingresos para pagar salarios, beneficios y pensiones del personal administrativo, el Distrito de Cuidados de la Salud de la Costa de Mendocino ("Distrito") propone un impuesto a las parcelas para los cuidados de la salud durante un periodo de doce años, a partir del 1.º de julio de 2018, a una tasa de \$144 por parcela al año, e implementar medidas de rendición de cuentas, incluida la supervisión de contribuyentes independiente para garantizar que los fondos se usen para ayudar a:

- mantener los servicios locales de sala de emergencias;
- atraer y retener médicos y enfermeras de alta calidad;
- mantener las ambulancias locales y los servicios relacionados con el 911;
- hacer reparaciones y mejoras importantes al equipo e instalaciones médicas;
- mantener servicios quirúrgicos locales; y
- mantener los servicios obstétricos locales.

Los ingresos del impuesto a las parcelas de cuidados de la salud se depositarán en una cuenta separada creada por el distrito.

DEFINICIÓN DE "PARCELA"

Para fines del impuesto a las parcelas para cuidados de la salud, el término "Parcela" significa cualquier parcela de tierra que se extienda total o parcialmente dentro de los límites del Distrito de Cuidados de la Salud de la Costa de Mendocino, que recibe una factura fiscal de impuestos de propiedad *ad valorem* por separado del asesor o recaudador de impuestos del Condado de Mendocino, según corresponda. Toda propiedad que, de otro modo, esté exenta o por la que no se cobre impuestos de propiedad *ad valorem* en cualquier año, también estará exenta del impuesto a las parcelas para cuidados de la salud durante ese año.

Para fines de este impuesto a las parcelas para cuidados de la salud, cualquiera de estas "Parcelas" que sean (i) contiguas, y (ii) usadas únicamente para fines residenciales unifamiliares, ocupadas por el propietario, y (iii) mantenidas bajo idéntica propiedad pueden, al presentar al distrito una solicitud de los dueños, a más tardar el 15 de junio de cada año, ser consideradas como una sola "parcela" con el fin de gravar el impuesto a las parcelas de cuidados de la salud.

REDUCCIÓN DE IMPUESTOS SI EL RESULTADO ES MENOR A OTROS APOYOS DEL GOBIERNO

La recaudación del impuesto a las parcelas para cuidados de la salud no pretende disminuir o compensar ningún aumento de las fuentes de ingresos gubernamentales locales, estatales o federales que, de otro modo, están disponibles para el distrito durante el periodo del impuesto a las parcelas para cuidados de la salud. En caso de que el gravamen y la recaudación no tengan dicho efecto, el distrito podrá suspender la imposición o reducir el impuesto a las parcelas para cuidados de la salud, en la medida en que dicha acción recupere la cantidad de la reducción o la compensación en otros ingresos.

MEDIDAS DE RENDICIÓN DE CUENTAS

Las siguientes medidas de rendición de cuentas, entre otras, se aplicarán al impuesto a las parcelas para cuidados de la salud: (a) los fines específicos del impuesto a las parcelas para cuidados de la salud serán aquellos fines que se identificaron anteriormente; (b) los ingresos del impuesto a las parcelas para cuidados de la salud se

TEXTO COMPLETO DE LA MEDIDA C, continuación

aplicarán solo a los fines especificados anteriormente; (c) se creará una cuenta especial, separada, en la que se deberá depositar el impuesto a las parcelas para cuidados de la salud; y (d) se realizará un reporte anual por escrito para la Junta Directiva del distrito, donde se muestre (i) la cantidad de los fondos recaudados y gastados de los ingresos del impuesto a las parcelas para cuidados de la salud y (ii) el estado de cualquier proyecto o programa necesario o autorizado para su financiamiento a partir de los ingresos del impuesto a las parcelas para cuidados de la salud, según se identificó anteriormente. Además de las medidas de rendición de cuentas requeridas por la ley, si las hay, el distrito establecerá un comité de supervisión de contribuyentes independiente para supervisar el gasto de los ingresos del impuesto a las parcelas para cuidados de la salud.

f/Steve Lund
Presidente, Junta Directiva
Distrito de Cuidados de la Salud de la Costa de Mendocino

DA FE:
f/Peter Glusker, M.D., Ph. D
Secretario, Junta Directiva
Distrito de Cuidados de la Salud de la Costa de Mendocino

ANÁLISIS IMPARCIAL DE LA INICIATIVA DE LEY C

Una iniciativa de ley del Distrito de Cuidados de la Salud de la Costa de Mendocino para gravar un impuesto a las parcelas para cuidados de la salud para salas de emergencia y otros servicios de cuidado de la salud.

La Junta Directiva del Distrito de Cuidados de la Salud de la Costa de Mendocino ("Distrito") incluyó esta iniciativa de ley en la boleta electoral para buscar la aprobación del votante para crear un impuesto especial de \$144.00 por parcela, para cada parcela de propiedad inmobiliaria gravable dentro del Distrito, cada año durante un periodo de doce (12) años a partir del 1.º de julio de 2018. El Distrito estima que los ingresos anuales del impuesto a las parcelas serán de \$1.7 millones de dólares.

"Parcela" significa cualquier parcela de tierra que se extiende total o parcialmente dentro de los límites del Distrito.

La finalidad del impuesto a las parcelas es proporcionar financiamiento para ayudar a mantener los servicios locales de salas de emergencia, atraer y conservar médicos y enfermeras de alta calidad, mantener las ambulancias y los servicios relacionados con el 911, hacer reparaciones y mejoras importantes al equipo e instalaciones médicas, mantener servicios quirúrgicos locales y mantener los servicios obstétricos locales. El ingreso recaudado por este impuesto especial sólo puede usarse para los fines descritos en el texto completo de la iniciativa de ley ("Texto completo"), y no se puede usar para el pago de salarios, beneficios ni pensiones del personal administrativo. Estos ingresos del impuesto especial se depositarán en una cuenta separada para uso exclusivo de los fines descritos anteriormente.

La ley requiere que el Distrito realice un reporte anual sobre la cantidad de fondos recaudados, el gasto de los fondos y el estado de cualquier proyecto o programa que se financia, según se describe en el Texto completo. El Distrito establecerá un comité de supervisión de contribuyentes independiente para supervisar el gasto de los ingresos del impuesto a las parcelas para cuidados de la salud.

El Distrito incluyó esta iniciativa de ley en la boleta electoral.

Esta iniciativa de ley debe ser adoptada por dos tercios (2/3) de los votantes.

Un voto "**SÍ**" autorizaría el gravamen al impuesto a las parcelas.

Un voto "**NO**" no autorizaría el gravamen al impuesto a las parcelas.

FECHADO: 19 de marzo de 2018

f/Katharine L. Elliott
Concejo del condado

ARGUMENTO A FAVOR

DE LA INICIATIVA DE LEY C

Nuestra comunidad cuenta con un hospital de calidad y todo el personal necesario que está a minutos, y no a horas, de distancia. El tratamiento médico que está lejos de los hogares cuesta dinero, tiempo y es poco conveniente. Nuestro hospital de acceso crítico rural proporciona una amplia variedad de servicios excepcionales. Estos incluyen cuidados de emergencia, ambulatorios y de obstetricia vitales y para la supervivencia. Así como la policía, los bomberos y los educadores, los proveedores de cuidados de la salud son parte de los cimientos sociales y económicos de nuestra diversa costa norte.

Vote Sí a la iniciativa de ley C: Permita que nuestro hospital local siga brindando la amplia gama de cuidados de calidad que la comunidad desea y se merece.

Todos sabemos que los costos de la industria médica se han disparado. El 80% de nuestros pacientes hospitalarios están cubiertos por Medicare y Medi-Cal. En promedio, el hospital recibe menos del costo de los servicios de estos programas. A pesar de las medidas restrictivas, las dificultades financieras que enfrenta el Distrito son una realidad continua.

Vote Sí a la iniciativa de ley C: No existe el rescate financiero. Los recortes a los pagos gubernamentales para el cuidado de la salud siguen siendo impredecibles. Un impuesto a las parcelas es la única opción legal del Distrito para asegurar una fuente estable de financiamiento local para el hospital. Aprobar la iniciativa de ley C: Estabiliza las finanzas mientras el hospital trabaja para mejorar sus operaciones, gestionar sus costos y mantener los servicios críticos y de cuidado de la salud de la comunidad.

La iniciativa de ley C solicita a los dueños de propiedades del Distrito que paguen \$144 al año por parcela, durante 12 años. Esto es \$12 al mes.

La iniciativa de ley C exige protecciones importantes para los contribuyentes. Los fondos no se pueden utilizar para pagar salarios ni pensiones del personal administrativo. Un comité de supervisión de contribuyentes independiente garantizará que el dinero ÚNICAMENTE apoye:

- servicios de sala de emergencias y ambulancias locales
- la contratación y retención de médicos y enfermeras de calidad
- las reparaciones y mejoras importantes al equipo e instalaciones médicas
- la conservación de los servicios obstétricos locales

Una comunidad sana necesita un hospital sano. Esto significa un 67% de un voto "**SÍ**".

Únase a sus vecinos, fuerzas del orden público, médicos, enfermeras, defensores de los contribuyentes y líderes empresariales: **vote SÍ a la iniciativa de ley C.**

f/Jason Kirkman, M.D.
Director médico, NCFHC

f/Shelley Ware
Jefa de enfermeras del Departamento de Urgencias

f/Lucresha Renteria
Directora ejecutiva

f/Paul Clark
Propietario de negocios

f/Jim Hurst
Propietario de negocios

NO SE PRESENTÓ NINGÚN ARGUMENTO EN CONTRA DE ESTA INICIATIVA DE LEY.

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**BYLAWS OF THE
BOARD OF DIRECTORS OF
MENDOCINO COAST HEALTHCARE DISTRICT
755 RIVER DRIVE
FORT BRAGG, CA 94537**

Adopted: NOVEMBER, 2020

ARTICLE I. GENERAL

Section 1. Title.

These Bylaws shall be known as the "Bylaws of the Board of Directors of Mendocino Coast Healthcare District," and may be referenced as the "Bylaws."

Section 2. The District.

(a) Mendocino Coast Healthcare District (the "District") is a local healthcare district organized on March 6, 1967, under the provisions of the Local Healthcare District Law, Health & Safety Code section 32000, et seq., (the "District Law"). Under the terms of the District Law, as amended from time to time, the District owns and leases a hospital (the "Hospital") and rural health clinics (collectively, "District Facilities").

(b) The District is governed by an elected five-member Board of Directors (the "Board"). The Board is responsible for oversight of all District Facilities, and shall make all rules and regulations necessary for the administration of the District Facilities.

Section 3. Bylaws and Policy Manual.

These Bylaws govern the conduct of the Board and implementation and compliance with the District Law and other applicable federal and state statutes and regulations. In addition to the Bylaws, the Board shall adopt a policy manual governing specific matters of the Board to augment the Bylaws (the "Policy Manual"), including, at a minimum, a Conflict of Interest Code and policies for ethics standards, Board and committee meetings, investments, legal claims, contracts and purchasing, environmental review of District projects and public records and retention.

Section 4. Effect of Bylaws on Past Actions and Obligations.

The adoption of these Bylaws or the repeal of a resolution by the Bylaws shall not affect:

- (1) Vested rights and obligations pertaining to any prior resolution; or
- (2) Other matters of record referring to resolutions and not included within the Bylaws.

All previous legal agreements will continue.

Section 5. Maintenance of Bylaws.

(a) At least three signed copies of the Bylaws shall be maintained on file in the District office and a current copy maintained on the district website. Each director shall be given a copy of the Board Bylaws and Policy Manual. Additional copies of the Bylaws shall be distributed as directed by the President.

(b) Each resolution making a change in the Bylaws shall be filed by the Secretary and digitally stored.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Mission of Board of Directors

The mission of the Board is to

- a) Ensure that the resources of the Health Care District are used in the best interests of the public.
- b) Meet its financial, contractual and regulatory obligations.
- c) Implement and support programs providing they are congruent with regulations and

- existing contracts.
- d) Ensure that the district maintain its fiscal solvency with its limited resources.
- e) The bylaws and the mission should be reviewed annually for continued relevance

Section 2. Membership.

(a) Assuming office: A person may assume the office of Director by election or appointment.

(b) Election: Directors shall be elected in accordance with the District Law, except the date of election shall be the same date as the statewide general election. The dates of any notices, canvass of voters, certification of election, and all other procedural requirements shall comply with those for the statewide general election. Directors shall take office at noon on the first Friday following certification of the election results by the Mendocino County Registrar of Voters, as provided by Elections Code section 10554.

(c) Appointment.

- (1) The office of director may become vacant before the end of the term because of death, resignation or other event causing vacancy. A resignation is effective when accepted by the Board and is irrevocable.
- (2) The position shall be filled in accordance health care district regulations. Regulations are as follows:

“(a) Notwithstanding any other provision of law, a vacancy in any elective office on the governing board of a special district, other than those specified in Section 1781, shall be filled pursuant to this section.

(b) The district shall notify the county elections official of the vacancy no later than 15 days after either the date on which the district board is notified of the vacancy or the effective date of the vacancy, whichever is later.

(c) The remaining members of the district board may fill the vacancy either by appointment pursuant to subdivision (d) or by calling an election pursuant to subdivision (e).

(d). (1) The remaining members of the district board shall make the appointment pursuant to this subdivision within 60 days after either the date on which the district board is notified of the vacancy or the effective date of the vacancy, whichever is later. The district shall post a notice of the vacancy in three or more conspicuous places in the district at least 15 days before the district board makes the appointment. The district shall notify the county elections official of the appointment no later than 15 days after the appointment.

(2) If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold office until the next general district election that is scheduled 130 or more days after the date the district board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office.

(3) If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second

half of a term of office, the person appointed to fill the vacancy shall fill the balance of the unexpired term

of office.

(e) (1) In lieu of making an appointment the remaining members of the board may within 60 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the district board calls the election.

(f) (1) If the vacancy is not filled by the district board by appointment, or if the district board has not called for an election within 60 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, then the city council of the city in which the district is wholly located, or if the district is not wholly located within a city, the board of supervisors of the county representing the larger portion of the district area in which the election to fill the vacancy will be held, may appoint a person to fill the vacancy within 90 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, or the city council or board of supervisors may order the district to call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the city council or board of supervisors calls the election.

(g) (1) If within 90 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, the remaining members of the district board or the appropriate board of supervisors or city council have not filled the vacancy and no election has been called for, then the district board shall call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the district board calls the election.

(h) (1) Notwithstanding any other provision of this section, if the number of remaining members of the district board falls below a quorum, then at the request of the district secretary or a remaining member of the district board, the appropriate board of supervisors or the city council shall promptly appoint a person to fill the vacancy, or may call an election to fill the vacancy.

(2) The board of supervisors or the city council shall only fill enough vacancies by appointment or by election to provide the district board with a quorum.

(3) If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold the office until the next general district election that is scheduled 130 or more days after the date the district board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office.

(4) If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second half of a term of

office, the person appointed to fill the vacancy shall fill the balance of the unexpired term of office.

(5) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is held 130 or more days after the date the city council or board of supervisors calls the election.

(Amended by Stats. 2007, Ch. 343, Sec. 4. Effective January 1, 2008.)

Oath of Office. Persons elected or appointed to the Board shall take the oath of office prior to assuming office in the manner and at the time prescribed by law. The Secretary or other person authorized by law shall administer the oath.

Section 3. Ethics and Conflict of Interest Code.

It is the intent of the Board to act in the highest ethical standard in carrying out its duties to the public. It is also the intent of the Board to protect the District's interests when entering in to a transaction or agreement, and not the private interests of any director, officer, or employee. To that end, the Board has adopted an "Ethics Policy" and a "Conflict of Interest Code" contained in the Board Policy Manual.

Section 4. Organization.

(a) Officers of the board. The officers of the Board shall be Chair, Vice-Chair, Treasurer, and Secretary. Officers shall be elected at the Board's regular December meeting for the next calendar year, and shall serve until the successor assumes office.

(b) Chair. The Chair shall:

- (1) Preside over all the meetings of the Board.
- (2) Be responsible for coordination and liaison with community groups, public agencies, and residents served by the District.
- (3) Be responsible for the ongoing administrative affairs of the Board, including without limitation, supervision of financial matters, correspondence, and administrative activities of the Board.
- (4) Sign as Chair: contracts, conveyances, and other instruments in writing, and checks on the funds of the District as the Board shall authorize or direct the President to sign.
- (5) Be responsible for coordination and liaison with District legal counsel, auditors, and consultants.
- (6) Designate members of the Board to undertake special responsibilities and to report to the President on those activities.
- (7) Coordinate with the District's legal counsel:
 - a. Receive all requests from Board members for the preparation of legal opinions, legal memoranda, contracts, corporate documents, or other legal

- work for legal counsel so as to eliminate duplication of same before submitting to legal counsel;
- b. Prepare Board agendas with the assistance of the District Manager and legal counsel, and if necessary, instruct legal counsel to prepare memoranda which are necessary to hold closed session meetings, Board Resolutions, and other material pertinent to Board meetings as required;
- c. Serve as an alternate meeting, if able, upon the excused absence of a Committee member, and
- d. Invite legal counsel to attend Committee meetings, as desired.
- (8) Perform other duties as pertain to the office as prescribed by the Board.
- (9) Appoint, with the concurrence of the Board, members of standing and ad hoc committees.
- (10) Represent the Board at official functions and digital media platforms when necessary. Ensure that postings meet the requirement of the digital media policy, serves as a spokesperson for the Board regarding board actions, and keep the Board promptly informed of these occasions.

(c) Vice-Chair. In the absence or inability of the President to serve, the Vice-President shall perform the duties of the President, and shall perform other duties as are prescribed by the Board.

- (d) Treasurer. The Treasurer or designee shall:
- (1) Keep, or cause to be kept, correct and accurate accounts of the properties and financial transactions of the District;
 - (2) In conjunction with the District Manager, present an annual budget to the Board;
 - (3) Cause an annual independent audit of the District to be performed in accordance with law; and
 - (4) Perform all duties incident to the office and such other duties as prescribed by the Board.
 - (5) Monitor the financial activities that result from the Agreements and ensure these are in compliance with such Agreements

- (e) Secretary. The Secretary or designee shall ensure:
- (1) that minutes of all meetings of the Board occur, and assure such minutes are filed in the official records of the District;
 - (2) that the official record of resolutions, actions and orders passed or adopted by the Board are maintained
 - (3) all correspondence, financial records and reports in the records of the District;
 - (4) appropriate notices in accordance with these Bylaws or as required by law;
 - (5) Act as custodian of records of the District's records;
 - (6) Certify the official status, capacity and signature of directors, officers and employees;
 - (7) Assure the District Seal is affixed, when required by law, to documents executed on behalf of the District; and

- (8) Perform all duties incident to the office and such other duties as prescribed by the Board.
- (9) Oversee all official and communications on media to ensure propriety and posts in accordance

Section 5. Powers.

The powers of the District are set forth in the District Law and other applicable law. The powers of the District are vested in the Board, which may delegate one or more of its powers in its sole discretion. Specifically, the Board shall:

- (1) Establish by Resolution substantive and procedural policies regarding the affairs of the District in accordance with the best interests of the communities served by the District.
- (2) Monitor the activities of the District Manager (or other designee) as administrator of the District.
- (3) Enter into contracts and agreements with respect to the affairs of the District, including contracts for management services and for other activities approved by the Board.
- (4) Effectuate the purpose of the District to enhance the provision of quality healthcare in the communities served by the District by, among other efforts, working with public and private entities (including the provision of financial assistance where feasible).
- (5) The District and Adventist Health Mendocino Coast shall collaborate to develop and agree proactively on a comprehensive community needs assessment and plan. Both parties will abide by the lease provisions as stated in Section 25.8 Restrictive Covenant.
- (6) Exercise all other powers now or hereinafter set forth in and given to it by the District Law and other public agency laws applicable to the District.

Section 6. Meetings.

- (a) The board will be schedule meetings based on board need. The Board will meet at minimum once per quarter. All meetings of the Board and its committees shall be conducted in accordance with the Ralph M. Brown Act, Government Code section 54950, et seq. (the "Brown Act"), and any other applicable law or regulation. Regular meetings of the Board shall be held on the last Thursday of the month at 6:00 p.m. at the District's administrative office. November and December meetings will be held on the second Thursday of the month
- (b) Meetings of the Board shall be open and public, except as allowed by law. Persons shall be permitted to attend any portion of a meeting, except a closed session.
- (c) A quorum of the Board shall not discuss the business of the District directly, serially or through an intermediary, except at a properly noticed public meeting. A quorum of the Board may discuss the time, place and agenda for a meeting at any time. Two members of the Board (but not a standing committee) may discuss District business at any time.

Section 7. Compensation, Benefits and Expenses.

(a) Compensation.

(1) The members of the Board of Directors shall serve without compensation.

(b) Benefits.

Directors are entitled to the following benefits on the same terms as other officers:

(1) A Flexible spending account funded by the district to be used towards health care costs.

(c) Expenses.

(1) If previously approved by the Board, a Director shall receive actual, reasonable and necessary reimbursement for travel, meals, lodging, registration and similar expenses incurred on District business. The rate for reimbursement shall not exceed the rate published by the IRS for deduction from taxes. However, if the expenses are incurred in connection with a trade conference, the reimbursement rates shall not exceed the posted rates for the conference and if the posted rates are not available, the reimbursement rate shall be comparable to the IRS rates.

(2) Directors must be authorized in advance to incur expenses for District purposes, and shall submit a written request with supporting documents for reimbursement.

(3) During July of each year the District Manager shall prepare a list of amounts paid during the prior fiscal year to reimburse a director or employee for individual expenses of \$100.00 or more. To determine the value of an item, the total charges for the item for the day shall be considered. For example, several transportation bills each less than \$100.00, but totaling more than \$100, requires a report. During August of each year, each person receiving expense reimbursement shall review the list. The District Manager shall consider suggested corrections and post the final list at the District by September.

Section 8. Appointment of District Manager

(a) The Board shall be solely responsible for selecting a District Manager, who shall be responsible for managing the District's operations, facilities, and property. The Board shall adopt a written statement setting forth the qualifications, authority, and duties of the District Manager. The Board shall set the District Manager compensation.

(b) The Board shall at least annually conduct a review of the performance and compensation of the District Manager

(c) The District Manager may recommend and shall implement policies adopted by the Board. The Board is not responsible for day-to-day management or operations of the District.

(d) The Board and individual Directors may question the District Manager with respect to the development and implementation of District policy. The Board, but not the individual Directors, may direct the District Manager with respect to the development and implementation of District policy.

(e) Individual Directors shall not direct employees in the performance of their duties. Any such direction shall be reported to the Board and District Manager

(f) The District Manager may discuss District business with Directors outside a public meeting, but the District Manager shall not communicate the views of Directors to one another, except at a Board meeting. The Board shall not discuss or act on the District Manager's recommendations, except at a public meeting.

Section 9. Duties of the District Manager

The Board of Directors, unless otherwise stated, shall delegate to District Manager full charge and control of the affairs of the District consistent with the policies established by the Board. The District Manager shall work with the Board or any of its committees in a highly professional manner. The District Manager also shall:

- (1) Present to, and upon Board approval, implement a District strategic plan.
- (2) Develop and implement a plan, along with the appropriate budget and schedule, that will meet the state of California's seismic upgrade requirement
- (3) Administer the Agreements.
- (4) Serve as liaison between the Board and District employees.
- (5) If an emergency arises and there is insufficient time to notify the Board, the District Manager may take appropriate and reasonable action otherwise within the Board's jurisdiction. The District Manager shall report such action to the Board as soon as possible.
- (6) The District Manager shall hire, with the concurrence of the Board, other District officers as the District may require, each of whom shall perform such duties as the Board may determine from time-to-time. Officers shall serve at-will.
- (7) The District Manager may engage professional consultants to provide specialized service with the approval of the Board.
- (8) The District Manager may engage an engineer to assist in the planning and design of District facilities with the approval of the Board.

Section 10. Other Officers.

- (a) Other officers and employees shall assist the District Manager in the implementation of policy.
- (b) Directors may discuss District business with officers. The officers shall, if possible, supply information requested by Directors in writing, and shall inform the District Manager when information is supplied.

Section 11. Employees.

The District Manager shall serve as head of Human Resources. Directors are not encouraged to discuss District business with employees. If a Director inquires of an employee about District business, the employee shall respond to the Director and inform the District Manager

Section 13. Legal Counsel.

(a) An attorney shall be retained by the Board to act as General Counsel. The Board may appoint special counsel. The Board will set the compensation of General Counsel and Special Counsel. General and Special Counsel serve at the pleasure of the Board.

(b) The General Counsel is directly accountable to the Board. General Counsel shall provide legal advice and services as requested by the Board, and shall work with the District Manager on the District's legal matters.

(c) General Counsel represents the District. General Counsel shall not represent individual directors, officers or employees, unless authorized in writing by the Board.

(d) General Counsel will recommend appointment of special counsel when conflicts arise or if necessary to deal with matters requiring specialized knowledge.

ARTICLE III. BOARD COMMITTEES

Section 1. General

(a) Committees of the Board shall be standing or ad hoc. The committee members shall be appointed by the President at the January regular Board meeting and as otherwise needed. The President's action shall be final unless a majority of director's object. Two directors shall be appointed to each committee, one of whom shall be the committee chair, and both of whom shall be voting members. Any director not appointed to a committee may serve as an alternate to that committee. Regular meetings of committees shall be set at the same time at which committee members are appointed.

(b) All committees shall be advisory to the Board, except as otherwise expressly specified by the Board.

Section 2. Standing Committees.

(a) Standing committees are managed by the entire board.

(b) Every quarter at a board meeting there will be a planning and finance agenda item

(c) Finance will be represented by the Treasurer and Planning will be represented by Vice-chair.

Section 3. Planning

- (1) Recommending and overseeing Human Resources policies and procedures;
- (2) Reviewing and recommending employee compensation and benefits;
- (3) Quality control and performance improvement; and
- (4) Overseeing short and long term facility planning and maintenance

Section 4. Finance

- (1) Recommending and overseeing fiscal and 0business policies and procedures;
- (2) Overseeing financial management and budgeting;
- (3) Recommending and overseeing fiscal controls;
- (4) Recommending and overseeing Investments;
- (5) Overseeing internal audits and ensuring an annual independent audit; and
- (6) Reviewing and presenting to the Board financial statements and reports. Monitoring the financial activities that arise from the Agreements to ensure compliance with the terms and conditions of such Agreement.

- The Treasure and one other board member will review the spending of the Measure c funds

Section 5. Ad Hoc Committees.

Ad hoc committees, including not more than two directors, may be established by the President, subject to approval of the Board, for defined tasks of a limited duration (for instance, not to exceed six months). An ad hoc committee shall only perform those duties assigned by the President, and upon their completion be discharged. The President, in consultation with the Board, shall determine the members of the committee.

ARTICLE IV. MISCELLANEOUS

Section 1. Review of Bylaws.

At least annually the Board shall review these Bylaws and the Policy Manual to ensure they comply with the District Law and all other applicable federal and state laws and regulations in keeping with the functions of the Board.

Section 2. Amendment of Bylaws.

These Bylaws may be amended by a majority of the Board at a duly noticed Board meeting, provided a full statement of each proposed amendment has been sent to each director along with the meeting agenda and packet.

Section 3. Indemnification.

(a) Civil proceedings. The District shall, to the full extent of the law, defend and indemnify each of its employees against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any civil claim arising out of the scope of his or her employment for the District. For purposes of this section, the term "employee" shall have the same meaning set for in Government Code section 810.2, or any successor statute thereof, and includes without limitation any person who was or is a director, officer, employee or servant of the District.

(b) Criminal and administrative proceedings. The District may but is not obligated to defend and indemnify its employees (as defined above). If an employee seeks defense and indemnification in any such proceeding he or she shall submit a written request to the Board, which shall conduct a review of the request in accordance with Government Code sections 995.6 and 995.8, or any successor statutes.

CERTIFICATION OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Mendocino Coast Healthcare District; and

2. That the foregoing Bylaws comprised of nine (9) pages constitute the Bylaws, as amended, of the District as duly adopted at a meeting of the Board of Directors thereof duly held on __, 20 .

IN WITNESS WHEREOF, I have hereunto subscribed my name on this ___ day of ____, 20 .

Secretary
Mendocino Coast Healthcare District

T A B 5

**MENDOCINO COAST HEALTH CARE DISTRICT
RESOLUTION NO. 2021-_____**

WHEREAS, the Mendocino Coast Health Care District (hereinafter "District") maintains various bank accounts with the Savings Bank of Mendocino County; and

WHEREAS, due to the District having new Board of Director Officers and no Chief Executive Officer, it is necessary to notify the Savings Bank of Mendocino County of the needed changes of signatory authority and

WHEREAS, all persons who act as authorized signatories for the District are required to be covered under BETA Directors & Officers Healthcare Insurance Program for government entities for the benefit of Mendocino Coast Health Care District

A complete list of the District's accounts (last three numbers) at the Savings Bank of Mendocino County is attached to this Resolution as EXHIBIT A and incorporated by reference herein as though set forth in full.

NOW, THEREFORE, IT IS ORDERED AND RESOLVED that the following District Officers and/or Directors of the District have authority to disburse or withdraw funds from the District's bank accounts with Savings Bank of Mendocino County: Amy McColley, Chair of the Board of Directors or Norman de Vall, Vice Chair of the Board of Directors or _____, Treasurer of the Board Directors. Disbursement or withdrawals of District funds in excess of \$10,000.00 require the authorization of at least two (2) of the Officers/ Directors identified in this Resolution.

The Board of Directors of the Mendocino Coast Health Care District at a regularly scheduled meeting of the Board passed this Resolution on January 27, 2022 by the following vote.

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN _____

Amy McColley, Chair of the Board of Directors

ATTEST:

Norman de Vall, Vice Chair of the Board of Directors

MENDOCINO COAST HEALTH CARE DISTRICT
BANK ACCOUNTS

ACCOUNT

ACCT#

SAVINGS BANK OF MENDOCINO

GIFT & MEMORIAL	686
PLAN FUND	748
CORPORATE ACCOUNT	660
HOME HEALTH & HOSPICE	678

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**MENDOCINO COAST HEALTH CARE DISTRICT
RESOLUTION NO. 2021- _____**

WHEREAS, the Mendocino Coast Health Care District (hereinafter "District") maintains various bank accounts with Tri-Counties Bank; and

WHEREAS, the District's accounts (last three numbers) at Tri-Counties Bank are:

MASTER	207
DEPOSIT ACCOUNT	219
ACCTS PAYABLE	244
PAYROLL	232
MCHCD CERTIFICATE OF DEPOSIT	039
HOME HEALTH ACCTS PAYABLE	888
HOME HEALTH PAYROLL	256
HELP II	827
PARCEL TAX	861

WHEREAS, due to the District having new Board of Director Officers and no Chief Executive Officer, it is necessary to notify Tri-Counties Bank of the needed changes of signatory authority.

WHEREAS, all persons who act as authorized signatories for the District are required to be covered under BETA Directors & Officers Healthcare Insurance Program for government entities for the benefit of Mendocino Coast Health Care District

NOW, THEREFORE, IT IS ORDERED AND RESOLVED that the following District Officers and/or Directors of the District have authority to disburse or withdraw funds from the District's bank accounts with Tri-Counties Bank: Amy McColley, Chair of the Board of Directors or Norman de Vall, Vice Chair of the Board of Directors or _____, Treasurer of the Board Directors. Disbursement or withdrawals of District funds in excess of \$10,000.00 require the authorization of at least two (2) of the Officers/ Directors identified in this Resolution.

The Board of Directors of the Mendocino Coast Health Care District at a regularly scheduled. meeting of the Board passed this Resolution on January 27, 2022 by the following vote.

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

Amy McColley, Chair of the Board of Directors

ATTEST:

Norman de Vall, Vice Chair of the Board of Directors

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**MENDOCINO COAST HEALTH CARE DISTRICT
RESOLUTION NO. 2021-05**

WHEREAS, the Mendocino Coast Health Care District (hereinafter "District") maintains various bank accounts with the Bank of America; and

WHEREAS, due to the District having new Board of Director Officers and no Chief Executive Officer, it is necessary to notify Bank of America of the needed changes of signatory authority; and

WHEREAS, all persons who act as authorized signatories for the District are required to be covered under the BETA Directors & Officers Healthcare Insurance Program for government entities for the benefit of Mendocino Coast Health Care District;

A complete list of the District's accounts (last three numbers) at Bank of America is attached to this Resolution as EXHIBIT A and incorporated by reference herein as though set forth in full.

NOW, THEREFORE, IT IS ORDERED AND RESOLVED that the following District Officers and/or Directors of the District have authority to disburse or withdraw funds from the District's bank accounts with Bank of America: Amy McColley, Chair of the Board of Directors or Norman de Vall, Vice Chair of the Board of Directors or _____, Treasurer of the Board Directors. Disbursement or withdrawals of District funds in excess of \$10,000.00 require the authorization of at least two (2) of the Officers/ Directors identified in this Resolution.

The Board of Directors of the Mendocino Coast Health Care District at a regularly scheduled meeting of the Board passed this Resolution on January 27, 2022 by the following vote.

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

Amy McColley, Chair of the Board of Directors

ATTEST:

Norman de Vall, Vice Chair of the Board of Directors

MENDOCINO COAST HEALTH CARE DISTRICT
BANK ACCOUNTS

ACCOUNT	ACCT#
<hr/>	
BANK OF AMERICA	
MASTER	██████████ 263
ACCTS PAYABLE	██████████ 268
PAYROLL	██████████ 282
CORE	██████████ 155
HOME HEALTH ACCTS PAYABLE	██████████ 743
HOME HEALTH PAYROLL	██████████ 680

T A B 8

MENDOCINO COAST HEALTH CARE DISTRICT
RESOLUTION NO. 2021-_____

AUTHORIZING INVESTMENT OF MONIES
IN THE LOCAL AGENCY INVESTMENT FUND; ACCOUNT NO 20-23-001

WHEREAS, the Local Agency Investment Fund is established in the State Treasury under Government Code Section 16429.1 et seq. for the deposit of money of a local agency for purposes of investment by the State Treasurer; and

WHEREAS, the Board of Directors hereby finds that the deposit and withdrawal of money in the Local Agency Investment Fund in accordance with Government Code Section 16429.1 et seq. for the purpose of investment as provided therein is in the best interests of the Mendocino Coast Health Care District;

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorizes the deposit and withdrawal of Mendocino Coast Health Care District monies in the Local Agency Investment Fund in the State Treasury in accordance with Government Code Section 16429.1 et seq. for the purpose of investment as provided therein.

BE IT FURTHER RESOLVED, as follows:

Section 1. The following Mendocino Coast Health Care District officers holding the title(s) specified herein below or their successors in office are each hereby authorized to order the deposit or withdrawal of monies in the Local Agency Investment Fund and may execute and deliver any and all documents necessary or advisable in order to effectuate the purposes of this resolution and the transactions contemplated hereby:

Amy McColley, Chair of the Board of Directors

Norman de Vall, Vice Chair of the Board of Directors

_____, Treasurer of the Board of Directors

Section 2. This resolution shall remain in full force and effect until rescinded by the Board of Directors by resolution and a copy of the resolution rescinding this resolution is filed with the State Treasurer's Office. This resolution rescinds any previous resolution pertaining to the District's LAIF account.

The Board of Directors of the Mendocino Coast Health Care District at a regularly scheduled meeting of the Board passed this Resolution on January 27, 2022 by the following vote.

AYES: _____

NOES: _____

ABSENT: _____

ABSTAIN: _____

Amy McColley, Chair of the Board of Directors

ATTEST:

Norman de Vall, Vice Chair of the Board of Directors