

PAJARO VALLEY HEALTH CARE DISTRICT

BOARD OF DIRECTORS

REGULAR MEETING AGENDA

Hybrid - Kathleen King Room &
Virtual/Teleconference

5:00 PM

ZOOM LINK: <https://zoom.us/j/93443061917>

TELEPHONE +1 669 900 9128 WEBINAR ID: 934 4306 1917

85 Nielson Street, Watsonville CA

May 19, 2022

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To view online, visit the Board's website at: PVHCD.org. Select the meeting date to view the agenda and supporting documents.

Written comments must be received before 4:00 p.m. the day of the meeting to be included with agenda materials. Comments received after 4:00 p.m. on meeting day will be included in the minutes record. For additional information, call the Clerk of the Board's office at 831-454-2323 (TTY/TDD call 711).

CONSENT AGENDA

Consent items include routine business that does not call for discussion. One roll call vote is taken for all items. Only a Board Member may pull items from Consent to Regular agenda. Members of the public must request that a Board Member pull an item from the Consent Agenda prior to the start of the meeting.

Staff is available to address public concerns Monday through Friday, 8:00 a.m. to 5:00 p.m.

TRANSLATION SERVICES/SERVICIOS DE TRADUCCION

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Persons with disabilities may request a copy of the agenda in an alternative format.

Public Participation Guidelines

PUBLIC COMMENT

Participating in Person:

The meeting space is open with limited capacity. Face coverings are highly recommended in the meeting space, regardless of vaccination status. To address the Board, please line up at the podium when the Board Chair calls for general public comment or calls for public comment on the regular agenda item to which you would like to speak. Please state your name clearly for the record before making your comment and limit your remarks to the allotted time.

Participating by Phone:

To address the Board, dial the telephone number provided and you will be prompted to enter the meeting ID number. After that, you will be able to listen to the meeting and speak during public comment as announced by the Chair. The Clerk will call on people by the last four digits of their phone number.

The following commands can be entered via DTMF tones using your phone's dial pad while in a Zoom meeting:

- *6 - Toggle mute/unmute
- *9 - Raise hand

Participating online via Zoom:

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You will be asked to enter an email address and name. **Please identify yourself by name** as this appears online and is how we notify you when it is your turn to speak.

When the Board Chair calls for the item on which you wish to speak, click on "raise hand." The Clerk will activate and unmute speakers in turn. Speakers will be notified shortly before they are called to speak.

When called, please limit your remarks to the time allotted.

RELATED CORRESPONDENCE -

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Email: info@pvhcd.org

- Emailed documents may take up to 24 hours to be posted
- Please include the agenda item number

U.S. Mail:

PVHCD Board of Directors
c/o Clerk of the Board
701 Ocean Street, Room 520
Santa Cruz, CA 95060

Comments received after 4 p.m. the day of the meeting and before the end of the meeting will be included with the minutes record. General comments not related to topics on the agenda will be included with the next Written Correspondence Listing.

For the latest COVID-19 updates,
please visit the County Health
Services Agency website at:

<http://santacruzhealth.org>

*Published in PDF, and available online at:
PVHCD.org

INTRODUCTORY ITEMS

1. **CALL TO ORDER**
2. **CONSIDERATION OF LATE ADDITIONS TO THE AGENDA**
3. **PUBLIC COMMENT**

Any person may address the Board during its Public Comment period. Speakers must not exceed two (2) minutes in length, or the time limit established by the Chair, and individuals may speak only once during Public Comment. All Public Comments must be directed to an item listed on today's Consent Agenda, Closed Session Agenda, yet to be heard on Regular Agenda, or a topic not on the agenda that is within the jurisdiction of the Board. Board members will not take actions or respond immediately to any public communication presented regarding topics not on the agenda but may choose to follow up later, either individually, or on a subsequent Board of Director's Agenda. Public Comments will normally be received by the Board for a period not to exceed thirty (30) minutes. If, at the end of this period, additional persons wish to address the Board, the Public Comment period may be continued to the last item on the agenda.

4. **ACTION ON THE CONSENT AGENDA (ITEMS 8-10)**
5. **REPORT BACK OF AD HOC SUBCOMMITTEES OF THE BOARD (IF NECESSARY)**

REGULAR AGENDA

6. **BOARD MEMBER AND STAFF ANNOUNCEMENTS AND REQUESTS TO PLACE ITEMS ON A FUTURE AGENDA**
7. **ADJOURNMENT**

CONSENT AGENDA

8. **Approval of Minutes**

- a) Board of Directors – Regular Meeting – May 5, 2022 - 5:00 p.m.

9. **AB 361 Resolution Authorizing Teleconference Meetings**

Recommended Action(s):

- 1) Adopt resolution making findings and ordering the use of teleconference meetings of the Board of Directors due to COVID-19, pursuant to the requirements of Assembly Bill 361; and
- 2) Direct Interim Administrative Staff to return within 30 days with a new resolution addressing the need to continue holding teleconference meetings consistent with the requirements of Assembly Bill 361

10. **Fundraising Update**

Recommended Action:

Accept and file the fifth of recurring updates on fundraising for the acquisition and operation of Watsonville Community Hospital.

- **End of Consent Agenda-**

**PAJARO VALLEY HEALTH CARE DISTRICT
BOARD OF DIRECTORS
MEETING MINUTES
85 NIELSON STREET, KATHLEEN KING ROOM,
WATSONVILLE CA 95076
MAY 5, 2022**

Meeting was held via teleconference

INTRODUCTORY ITEMS

1. CALL TO ORDER

PRESENT: Directors Gabriel-Cox, Nájera, Nuñez, Pimentel, and Friel

2. CONSIDERATION OF LATE ADDITIONS TO THE AGENDA

3. PUBLIC COMMENT – None

4. ACTION ON THE CONSENT AGENDA (ITEMS 10-12)

MOTION: Director Pimentel motion to approve the Consent Agenda. Seconded by Director Nuñez and carried by the following vote:

AYES:	Directors: Gabriel-Cox, Nájera, Nuñez, Pimentel, and Friel
NOES:	NONE
ABSENT:	NONE

5. REPORT BACK OF AD HOC SUBCOMMITTEES OF THE BOARD (IF NECESSARY)

Director Gabriel- Cox provided an update on the progress of the Clinical Business Planning Subcommittee.

Director Nuñez gave an update on the Fundraising Subcommittee and donations that had been received towards the purchase of Watsonville Community Hospital (WCH). He spoke about continuing efforts to raise funding.

Director Pimentel spoke about the progress of the Transition Subcommittee.

Director Friel and Director Nájera reported on their meeting with members of Community Health Trust of Pájaro Valley to explore potential collaborations in benefit of WCH and the community.

REGULAR AGENDA

6. CONSIDER AND APPROVE BYLAWS FOR THE PAJARO VALLEY HEALTH CARE DISTRICT HOSPITAL – A NOT-FOR-PROFIT ENTITY (ACTION ITEM)

An oral report was given by County of Santa Cruz Health Services Agency Director Morales.

The Board discussed the following:

- Why the not-for-profit entity could not be referred to as a district enterprise instead of a corporation
- Potential changes to terms used to refer to Watsonville Community Hospital in specific sections of the proposed bylaws
- Roles of the Corporation's officers
- Process for potential changes to the medical staff's bylaws

MOTION: Director Pimentel motion to approve the Bylaws for the Pájaro Valley Health Care District Hospital with the changes requested by the Board. Seconded by Director Nájera and carried by the following vote:

AYES: Directors: Gabriel-Cox, Nájera, Nuñez, Pimentel, and Friel
NOES: NONE
ABSENT: NONE

Consider and approve the Bylaws for the Pajaro Valley Health Care District Hospital

7. HOSPITAL BUSINESS PLAN UPDATE (INFORMATIONAL ITEM)

A presentation was given by Founderwerk Healthcare Division Managing Director Cecilia Montalvo and Kaufman Hall Senior Vice President Annie Melikian

Receive a presentation on the detailed financial model produced by the Pajaro Valley Healthcare District Project's financial consultant, Kaufman Hall

The Board discussed the following:

- Next steps for implementation of business plan and obtaining public input
- Importance of continued support from partner organizations
- Creation a starting balance sheet and budget
- Potential for engaging with WCH management and staff to move the business plan forward

8. BOARD MEMBER AND STAFF ANNOUNCEMENTS AND REQUESTS TO PLACE ITEMS ON A FUTURE AGENDA

Director Nuñez requested a presentation on the state of health in Pájaro Valley.

Director Pimentel requested a written summary of the donations that had been received and that a Closed Session be scheduled prior to the public session of each meeting.

Public Input

Quiché Rubalcava inquired if outreach had been done to request donations from residents of Silicon Valley who conducted business in the area.

Founderwerk Healthcare Division Managing Director Montalvo stated fundraising efforts included meetings with potential donors from Silicon Valley as well as others out of state.

Dori Rose Inda welcomed suggestions for potential donors to contact.

9. ADJOURNMENT

The meeting adjourned at 6:08.

CONSENT AGENDA

10. APPROVAL OF MINUTES

a) Board of Directors – Regular Meeting – April 21, 2022

b) Board of Directors – Special Meeting – April 25, 2022

11. FUNDRAISING UPDATE

Accept and file the fourth of recurring updates on fundraising for the acquisition and operation of Watsonville Community Hospital

12. UPDATE ON FORMATION OF PVHCD HOSPITAL CORPORATION (INFORMATIONAL)

Accept and file staff report

Approved: _____

John Friel, Chair

Attest: _____

Irwin Ortiz, City Clerk

Consent Item 9

From: Interim District Administrative Staff

Subject: AB 361 Resolution Authorizing Teleconference Meetings

Meeting Date: May 19, 2022

Recommended Actions:

- 1) Adopt resolution making findings and ordering the use of teleconference meetings of the Board of Directors due to COVID-19, pursuant to the requirements of Assembly Bill 361; and
- 2) Direct Interim Administrative Staff to return within 30 days with a new resolution addressing the need to continue holding teleconference meetings consistent with the requirements of Assembly Bill 361.

Executive Summary

As a result of the continuing impacts of the COVID-19 pandemic, many local agencies have been holding teleconference meetings under the modified rules authorized under Assembly Bill 361. This item asks the Board to adopt a resolution ordering the use of teleconference meetings under the modified rules. This will allow District Board members to appear at meetings remotely if they choose to do so.

Background

On March 4, 2020, Governor Newsom issued a Proclamation of State of Emergency in response to the COVID-19 pandemic pursuant to Government Code section 8550 et seq., which remains in effect. Assembly Bill 361 ("AB 361") allows legislative bodies to hold teleconference meetings during declared emergencies as long as they follow designated rules, and the legislative body routinely reviews the need to continue holding such teleconference meetings.

On September 30, 2021, Santa Cruz County Public Health Officer Dr. Gail Newel issued a strong recommendation that legislative bodies in Santa Cruz County continue to engage in physical/social distancing by meeting via teleconference as allowed by AB 361 and confirmed that she will regularly review and reconsider this recommendation and notify the public when it is no longer recommended. Dr. Newel's recommendation remains in effect. On May 10, 2022, the Board adopted a resolution ordering the use of teleconference meetings as authorized under AB 361 and directed staff to return within 30 days with a further recommendation on the issue.

Analysis

Many local legislative bodies have recognized that COVID-19 presents a continuing threat to the Santa Cruz County community and that there is an important governmental interest in protecting the health, safety, and welfare of those who participate in public meetings. Requiring all members of legislative bodies to appear in-person at meetings presents greater risk to the health and safety of meeting participants, including reduced social distancing among people of different communities, increased exposure for those who are immunocompromised or unvaccinated, and challenges associated with fully ascertaining and ensuring compliance with vaccination, face coverings, and other safety measures at such public meetings.

Pursuant to AB 361, a legislative body can hold teleconference meetings under the modified AB 361 teleconferencing rules if a state of emergency remains active, or local officials have recommended measures to promote social distancing, as long as the legislative body reconsiders the circumstances of the state of emergency and determines either that the state of emergency continues to directly impact

the ability of the members to meet safely in person or that local officials continue to recommend measures to promote social distancing.

The Governor's emergency proclamation has not been lifted and Dr. Newel's social distancing recommendation remains in effect. The dangers presented by returning to non-emergency meeting protocols remain. Staff recommends that the Board adopt the draft resolution accompanying this item, which contains the findings necessary to hold teleconference meetings under the modified Brown Act rules.

Financial Impact

There is no financial impact associated with this item.

Attachment(s)

- A. Resolution AB361

**BEFORE THE BOARD OF DIRECTORS
OF THE PAJARO VALLEY HEALTH CARE DISTRICT**

RESOLUTION NO. _____

On the motion of Director
Duly seconded by Director
The following resolution is adopted.

**RESOLUTION AUTHORIZING TELECONFERENCE MEETINGS UNDER ASSEMBLY
BILL 361 AS A RESULT OF THE CONTINUING COVID-19 PANDEMIC STATE OF
EMERGENCY AND HEALTH OFFICER RECOMMENDATION FOR SOCIAL
DISTANCING**

WHEREAS, on March 4, 2020, Governor Newsom issued a Proclamation of State of Emergency in response to the COVID-19 pandemic pursuant to California Government Code section 8550 et seq., which remains in effect; and

WHEREAS, on March 17, 2020, Governor Newsom issued Executive Order N-29-20 that suspended the teleconferencing rules set forth in the California Open Meeting law, known as the Ralph M. Brown Act, and codified in California Government Code section 54950 et seq., provided that certain requirements were met and followed; and

WHEREAS, on June 11, 2021, Governor Newsom issued Executive Order N-08-21 which further extended the suspension of the teleconferencing rules set forth in the Brown Act and clarified that the provisions issued in N-29-20 would remain in effect through September 30, 2021; and

WHEREAS, on September 16, 2021, Governor Newsom signed Assembly Bill 361 ("AB 361"), which amended Government Code section 54953 to permit legislative bodies subject to the Brown Act to continue to meet under modified teleconferencing rules provided that they comply with specific requirements set forth in the statute; and

WHEREAS, pursuant to AB 361, a legislative body may hold an initial teleconference meeting under the modified teleconferencing rules during a proclaimed state of emergency where local officials have imposed or recommended measures to promote social distancing; and

WHEREAS, on September 30, 2021, Santa Cruz County Public Health Officer Dr. Gail Newel strongly recommended that legislative bodies in Santa Cruz County continue to engage in physical/social distancing by meeting via teleconference as

allowed by AB 361 and confirmed that she will regularly review and reconsider this recommendation and notify the public when it is no longer recommended; and

WHEREAS, after its initial AB 361 teleconference meeting, a legislative body can continue to hold such teleconference meetings if a state of emergency remains active, or local officials have recommended measures to promote social distancing, if the legislative body has reconsidered the circumstances of the state of emergency and determined either that the state of emergency continues to directly impact the ability of the members to meet safely in person or that local officials continue to recommend measures to promote social distancing; and

WHEREAS, the findings set forth in the paragraph immediately above must be made within 30 days of the date the legislative body first held a teleconferenced meeting pursuant to AB 361, and every 30 days thereafter, for as long as the legislative body wishes to hold such teleconference meetings; and

WHEREAS, the District has an important governmental interest in protecting the health, safety, and welfare of those who participate in meetings of the District; and

WHEREAS, this Board finds that there is a continuing threat of COVID-19 to the community and finds that requiring all Board members to appear in-person at meetings presents greater risk to the health and safety of meeting participants stemming from reduced social distancing among people of different communities, increased exposure for those who are immunocompromised or unvaccinated, and challenges associated with fully ascertaining and ensuring compliance with vaccination, face coverings, and other safety measures at such public meetings; and

WHEREAS, this Board meets in-person in a facility where other functions take place, such that increasing the number of people present may impair the safety of participants and members of the public; and

WHEREAS, as required by AB 361, this Board has considered the circumstances of the current state of emergency and finds that the COVID-19 pandemic continues to directly impact the ability of Board members to meet safely in person and further finds that the Santa Cruz County Public Health Officer continues to recommend measures to promote social distancing; and

WHEREAS, in the interest of public health and safety, due to the emergency caused by the spread of COVID-19 the Board of Directors deems it necessary to utilize the modified teleconferencing rules set forth in AB 361;

NOW, THEREFORE, the Board of Directors of the Pajaro Valley Health Care District hereby RESOLVES and ORDERS as follows:

Section 1. The foregoing recitals are adopted as findings of the Board of Directors as set forth within the body of this Resolution.

Section 2. Effective immediately, for the next 30 days the Board of Directors will meet using the modified teleconference rules authorized under AB 361 and Government Code section 54953(e)(3).

Section 3. Interim District Administrative Staff is directed to return no later than thirty (30) days after the adoption of this Resolution with an item requesting the Board to reconsider the circumstances of the COVID-19 state of emergency and, if necessary, consider adoption of a subsequent Resolution to continue using the modified teleconference rules for meetings in accordance with Government Code section 54953(e)(3).

Section 4. Interim District Administrative Staff is authorized and directed to take all such other necessary or appropriate actions to implement the intent and purposes of this Resolution.

PASSED AND ADOPTED by the Board of Directors of the Pajaro Valley Health Care District this ____ day of _____, 20__, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Chair, Board of Directors

ATTEST: _____
Clerk of the Board

Approved as to Form:

District Counsel

Consent Agenda Item 10

From: Interim District Administrative Staff

Subject: Fundraising Update

Meeting Date: May 19, 2022

Recommended Actions

Accept and file the fifth of recurring updates on fundraising for the acquisition and operation of Watsonville Community Hospital.

Executive Summary

Staff have prepared an update on fundraising for the acquisition and operation of Watsonville Community Hospital. The Capital requirements for the purchase and operational deficits of the hospital total \$63,000,000. To date, the Pajaro Valley Healthcare District Project's efforts have raised \$24,994,030 in committed funds towards this effort. An anticipated \$20,000,000 in funds is expected from a prior request of the State of California in its FY23 budget. This leaves a remainder of \$17,715,970 to be raised from the Philanthropic Capital Campaign.

Background/Analysis

A summary of funds committed as of May 10, 2022, is provided in the table below:

Funding Sources				
Description	Budget	Committed	Expected	Unsecured
County of Santa Cruz	\$ 5,500,000.00	\$ 5,500,000.00		\$ -
County of Monterey	\$ 3,000,000.00	\$ 3,000,000.00		\$ -
Community Trust of Pajaro Valley	\$ 6,000,000.00	\$ 6,000,000.00		\$ -
Kaiser Foundation Health Plan	\$ 3,000,000.00	\$ 3,000,000.00		\$ -
City of Watsonville	\$ 130,000.00	\$ 130,000.00		\$ -
Stanford Childrens Hospital	\$ 1,084,000.00	\$ 1,084,000.00		\$ -
Dominican Hospital / Common Spirit	\$ 300,000.00	\$ 300,000.00		\$ -
State of California	\$ 20,000,000.00	\$ -	\$ 20,000,000.00	\$ -
Central California Alliance for Health	\$ 3,000,000.00	\$ 3,000,000.00		\$ -
Blue Shield (matched by Driscoll's Challenge Grant)	\$ 1,000,000.00	\$ 1,000,000.00		\$ -
Driscoll's Challenge Grant - Driscoll's Match	\$ 1,750,000.00	\$ 1,750,000.00		\$ -
Driscoll's Challenge Grant - Community Giving	\$ 750,000.00	\$ 230,029.73		\$ 519,970.27
Philanthropy campaign (Excluding Driscoll's Challenge)	\$ 17,196,000.00			\$ 17,196,000.00
Total Funding	\$ 62,710,000.00	\$ 24,994,029.73	\$ 20,000,000.00	\$ 17,715,970.27

The Capital Campaign Committee made the decision to include the Blue Shield donation of \$1 million towards the Driscoll's Challenge Grant. A previously listed budgeted line item of \$5 million from the Community Foundation of Santa Cruz County is now included in the larger Philanthropy campaign line item. Taken together, the unsecured amount is now \$17,715,970.

During the period from April 28 through May 11, 2022:

- The Project's Capital Campaign ambassadors are actively engaging with local philanthropists and community leaders to secure financial support for the effort
- An ad-hoc Events Committee has been formed and is planning hosted fundraising events throughout the community

- A social media fundraising campaign is underway
- A letter campaign will commence on May 16, 2022

Financial Impact

There is no financial impact associated with this item.