

Posted
Wednesday
December 9, 2020

**NORTH SAN DIEGO COUNTY HEALTH
FACILITIES FINANCING AUTHORITY**

**BOARD OF DIRECTORS
NOTICE AND MEETING AGENDA**

Wednesday, December 16, 2020
1:00 p.m.

PLEASE NOTE:

**Participation will be virtual pursuant to
Governor Newsom's Executive Order N-25-20**

Please join the meeting from your computer, tablet or smartphone:

<https://global.gotomeeting.com/join/875447773>

OR Dial in using your phone: 866.899.4679; Access Code: 875447773#¹

I. CALL TO ORDER and ROLL CALL	2	1:02
II. PUBLIC COMMENTS	5	1:07
<i>(5 minutes allowed per speaker, with a cumulative total of 15 minutes per group – for further details & policy, see Request for Public Comments notices, available in the meeting room)</i>		
III. OATH OF OFFICE		
A. Michael J. Bogert	3	2-3 1:10
IV. APPROVAL OF MINUTES		
B. *Thursday, December 19, 2019 (ADD A – Pp7-10)	2	4 1:12
a. Minutes Follow-up Items	5	5 1:17
V. INFORMATION ITEM(S)	5	1:22
VI. DISCUSSION AGENDA		
A. * Election of Chair of The Authority	2	1:24
B. * Election of Vice-Chair of The Authority	2	1:26
C. * Election of Treasurer/Controller of The Authority	2	6 1:28
D. * Appointment of Secretary of The Authority	2	1:30
E. * Establishment of the Date, Time and Place for the Regular Meeting of the Board of Directors of The Authority for Calendar Year 2021	5	1:35
F. * Adoption of Resolution No. 12,16.29(01)-01, Confirming Election of the Chair, Vice-Chair and Treasurer/Controller of Said Authority; Appointing the Secretary of Said Authority; and Setting the Date, Time and Place for the Regular Meeting of the Board of Directors of Said Authority for Calendar Year 2021 (ADD B – Pp11-14)	5	1:40
VI. FINAL ADJOURNMENT		1:40

NEXT MEETING:

TBD

North San Diego County Health Facilities Financing Authority Board

Diane L. Hansen, Chair	Vacant, Vice-Chair
Tom Saiz, Treasurer/Controller	Steve Dietlin, Member
Michael Bogert, Member	Ray Rivas, Member
Tanya Howell, Secretary	

**NOTE: If you have a disability, please notify us 72 hours
prior to the event so that we may provide reasonable accommodations**

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Asterisks “*” indicate anticipated action
Action is not limited to those designated items

Oath of Office New Board Members

TO: Board of Directors
North San Diego County Health Facilities Financing Authority

MEETING DATE: Wednesday, December 16, 2020

FROM: Tanya Howell, Secretary

BACKGROUND: Pursuant to Section 4.B. of the JPA Agreement:

The Authority shall be administered by the Board-of Directors, which shall consist of the chief executive officer of each Member and the chief financial officer of each Member. The term of office of the chief executive officer of a Member on the Board of Directors shall be coterminous with such member's term as chief executive officer of such Member, and the successor to such member shall become a member of the Board of Directors, upon assuming the position of chief executive officer. The term of office of the chief financial officer of a Member on the Board of Directors shall be coterminous with such member's term as chief financial officer of such Member, and the successor to such member shall become a member of the Board of Directors, upon assuming the position of chief financial officer.

As Michael Bogert is the new Chief Financial Officer for Member Palomar Health, he will be sworn in as a new member of the Board of Directors at this meeting, utilizing the attached Oath of Office document.

Motion:

Individual Action:

Information: X

NORTH SAN DIEGO COUNTY HEALTH FACILITIES FINANCING AUTHORITY

OATH OF OFFICE

(Section 3, Article XX, California Constitution)

I, **Michael J. Bogert** , do solemnly swear or affirm that I will support and defend the Constitution of the United States and of the State of California against all enemies, foreign and domestic; that I will bear true faith and allegiance to the Constitution of the United States and the Constitution of the State of California; that I take this obligation freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the duties upon which I am about to enter; to wit:

**Member of the Board of Directors
of
North San Diego County Health Facilities Financing Authority**

And I do further swear or affirm that I do not advocate, nor am I a member of any party or organization, political or otherwise, that now advocates the overthrow of the Government of the United States or of the State of California by force or violence or other unlawful means; that within the five years immediately preceding the taking of this oath or affirmation I have not been a member of any party or organization, political or otherwise, that advocated the overthrow of the Government of the United States or of the State of California by force or violence or other unlawful means and that during such time as I hold the office of Member of the Board of Directors of North San Diego County Health Facilities Financing Authority, I will not advocate nor become a member of any party or organization, political or otherwise, that advocates the overthrow of the Government of the United States or of the State of California by force or violence or other unlawful means.

Dated: December 16, 2020

Signature:

Michael J. Bogert

Meeting Minutes December 19, 2019

TO: Board of Directors
North San Diego County Health Facilities Financing Authority

MEETING DATE: Wednesday, December 16, 2020

FROM: Tanya Howell, Secretary

BACKGROUND: The minutes of the North San Diego County Health Facilities Financing Authority Board of Directors meeting held on Thursday, December 19, 2019, are respectfully submitted for approval (*Addendum A*).

Motion: X

Individual Action:

Information:

Minutes Follow-ups December 19, 2019

TO: Board of Directors
North San Diego County Health Facilities Financing Authority

MEETING DATE: Wednesday, December 16, 2020

FROM: Tanya Howell, Secretary

BACKGROUND: At the December 2019 meeting, there were two inquiries that required follow-up with Bond Counsel Kathleen Leak:

- Director-designate Jeff Scott asked if there was any sense of a need to create a rotation of officer positions, with officers automatically rolling over each year, and it was suggested that an amendment to the Bylaws might be required for that to occur:
 - o Secretary Tanya Howell reached out to Ms. Leak to discuss the wording of the JPA regarding officers who: "...shall serve for such term as determined by the Board of Directors or until such officer is re-elected or a successor to such office is elected by the Board of Directors."
 - o As the Authority Board only meets once a year, and the officers remain in office for at least that year as noted above, Ms. Leak concurred that adding a rotation to the terms of office was unnecessary
- There was also some discussion on a means of simplifying these meetings via the use of teleconferencing, which, again, would possibly require an amendment to the Bylaws:
 - o Based on Governor Newsom's Executive Order N-25-20, today's meeting is being held virtually
 - o The JPA Agreement [§4.C.(2)] says, "To the extent permitted by the Brown Act, such meetings may be held by teleconference."
 - o §54953 of the Brown Act would allow meetings to continue to be held virtually instead of face to face, as long as the virtual meeting information was posted publicly (as is already being done)
 - Ms. Leak stated that based on the foregoing, an amendment to the JPA Agreement was unnecessary, and that the Authority Board merely needed to vote to hold the meeting virtually as opposed to in person
 - 1) That option has been included in the Annual Resolution to be addressed later in the meeting

Motion:

Individual Action:

Information: X

RESOLUTION:

**Confirming Election of the Chair, Vice-Chair and Treasurer/Controller of Said Authority;
Appointing the Secretary of Said Authority; and Setting the Date, Time and Place for the
Regular Meeting of the Board of Directors of Said Authority for Calendar Year 2021**

TO: Board of Directors
North San Diego County Health Facilities Financing Authority

MEETING DATE: Wednesday, December 16, 2020

FROM: Tanya Howell, Secretary

BACKGROUND: Pursuant to Article III of the Bylaws of The Authority, the terms of office of the officers of The Authority shall be from the date of election through the date of the first regular meeting of The Authority in the next succeeding calendar year. Accordingly, nominations for the offices of Chair, Vice-Chair and Treasurer/Controller of The Authority, as well as the appointment of a Secretary of The Authority, will be required at this first meeting of 2020.

The current slate of officers is as follows:

- Diane Hansen, Chair
- *Vacant*, Vice-Chair
- Tom Saiz, Treasurer/Controller
- Tanya Howell, Secretary (by appointment)

As a reminder, meetings may be held at any location within the District boundaries of either the Grossmont Healthcare District, Palomar Health or the Tri-City Healthcare District.

In addition, pursuant to §4.C.(2) of the JPA Agreement, meetings may be held by teleconference as permitted by the Brown Act; and to §54953 of the Brown Act, which states that meetings may be held virtually, as long as the meeting information is posted publicly, the option to hold virtual meetings is also available.

Attached as Addendum B is a draft of Resolution No. 12.16.20(01)-01 Confirming Election of the Chair, Vice-Chair and Treasurer/Controller of Said Authority; Appointing the Secretary of Said Authority; and Setting the Date, Time and Place for the Regular Meeting of the Board of Directors of Said Authority for Calendar Year 2021.

Motion:

Individual Action: X

Information:

ADDENDUM A

North San Diego County Health Facilities Financing Authority

BOARD OF DIRECTORS

ATTENDANCE ROSTER

[P = Present E = Excused A = Absent D = Designate CD = Chair Designate G = Guest]

CURRENT MEMBERS	MEETING DATES:							
	11/4/16	10/30/17	10/29/18	12/13/19				
Steve Dietlin	E	P	P	E				
Carlos Bohorquez			D (King)	P				
Diane Hansen	P	P	P	P				
Tanya Howell – Secretary	P	P	P	P				
Barry Jantz – Chair	P	E	P	P				
Ray Rivas – Treasurer/Controller	P	P	P	P				
Tom Saiz – Vice-Chair	P	P	P	E				
Bob Hemker	E	E						
Hugh King			E					
DESIGNATES								
David Bennett	D (Dietlin)							
Blaise Jackson								
Carlos Moya				D (Saiz)				
Jeff Scott		D (Jantz)		D (Dietlin)				
Dan Steeber	D (Hemker)	D (Hemker)						
AUTHORITY BOND COUNSEL								
Kathleen Leak								
INVITED GUESTS	SEE TEXT OF MINUTES FOR NAMES OF GUEST PRESENTER(S)							

**NORTH SAN DIEGO COUNTY HEALTH FACILITIES FINANCING AUTHORITY
BOARD OF DIRECTORS MEETING MINUTES – THURSDAY, DECEMBER 19, 2019**

I. AGENDA ITEM

A. DISCUSSION

ACTION/COMMENTS

I. CALL TO ORDER & ESTABLISHMENT OF QUORUM

- NOTICE OF MEETING: The notice of meeting was posted at all facilities and on the web sites of Grossmont Health, Palomar Health and Tri-City Health on Friday, December 13, 2019, which is consistent with legal requirements
- The meeting – held in the Administration Conference Room at Grossmont Healthcare District, 9001 Wakarusa Street, La Mesa, CA – was called to order at 12:00 p.m. by Chair Barry Jantz
 - o All members were either present or had sent a designate in their place (*see roster for list of attendees*)

II. PUBLIC COMMENTS

- There were no public comments

III. OATH OF OFFICE

- As Carlos Bohorquez, Chief Financial Officer at Palomar Health, was not in that position when the Authority Board held its last meeting, he was welcomed by Chair Jantz as a newly appointed director, then Secretary Howell requested that he read the Oath of Office and state that he would abide by same
 - o Mr. Bohorquez read the oath aloud, stated that he would abide by it, then signed the document for the Authority Board's records

IV. APPROVAL OF MINUTES

A. Monday, October 29, 2018

MOTION: By Director Bohorquez, seconded Director Hansen and carried to recommend approval of the Minutes from the October 29, 2018, meeting of the Authority. All in favor, none opposed.

V. INFORMATION ITEM(S)

A. None

VI. DISCUSSION AGENDA

A. ELECTION OF CHAIR, VICE-CHAIR AND TREASURER/CONTROLLER

- Chair Jantz opened the floor for nominations

MOTION: By Director Bohorquez, and carried to elect Director Hansen as Chair. All in favor. None opposed.

MOTION: By Director Hansen, and carried to elect Director Bohorquez as Vice-Chair. All in favor. None opposed.

MOTION: By Director Rivas, and carried to elect Director Saiz as Treasurer/Controller. All in favor. None opposed.

B. APPOINTMENT OF SECRETARY

MOTION: By Director Jantz, seconded by Director Bohorquez and carried to appoint the Executive Assistant to the Chief Financial Officer of Palomar Health as Secretary. All in favor. None opposed.

**NORTH SAN DIEGO COUNTY HEALTH FACILITIES FINANCING AUTHORITY
BOARD OF DIRECTORS MEETING MINUTES – THURSDAY, DECEMBER 19, 2019**

I. AGENDA ITEM

A. DISCUSSION	ACTION/COMMENTS
<p>C. ESTABLISHMENT OF TIME & PLACE FOR REGULAR BOARD MEETINGS</p> <ul style="list-style-type: none"> Secretary Howell stated that there a total of 4 days in the months of October and November 2020, all on Wednesdays, that don't appear to interfere with any Board or Board Committee meetings for either of the three districts if the meeting time remained at 12:00 noon: <ul style="list-style-type: none"> October 14th; October 21st; November 11th; or November 18th Mrs. Howell also noted that it is Palomar's turn to host 	<p>MOTION: By Director Hansen, seconded by Director Rivas and carried to hold the annual regular meeting of the Board for Calendar Year 2020 at 12:00 noon on Wednesday, October 21, 2020, on the campus of Palomar Medical Center Escondido, exact location TBD following relocation of the District's administrative offices. All in favor. None opposed.</p>
<p>D. ADOPTION OF RESOLUTION No. 12.19.19(01)-01, CONFIRMING ELECTION OF THE CHAIR, VICE-CHAIR AND TREASURER/CONTROLLER OF SAID AUTHORITY; APPOINTING THE SECRETARY OF SAID AUTHORITY; AND SETTING THE DATE, TIME AND PLACE FOR REGULAR MEETINGS OF THE BOARD OF DIRECTORS OF SAID AUTHORITY</p>	<p>MOTION: By Director Hansen, seconded Director-designee Scott and carried to adopt Resolution No. 12.19.19(01)–01, as amended to reflect the actions taken in Agenda Items V.A-C. Ayes: Directors Bohorquez, Hansen, Jantz and Saiz; Director-designates Moya and Scott; None opposed.</p> <ul style="list-style-type: none"> Secretary Howell will amend the resolution to reflect the action taken and the vote, and will then forward it to Chair Jantz for signature.

VII. BOARD MEMBER COMMENTS

- Director-designate Scott asked if there was any sense of creating a rotation of officer positions, with officers automatically rolling over each year, and it was suggested that an amendment to the bylaws might be required for that to occur
- There was also some discussion on a means of simplifying these meetings via the use of teleconferencing, which, again, would likely require an amendment to the bylaws
 - Bond Counsel Kathleen Leak will need to be contacted regarding the above two questions

VIII. ADJOURNMENT

- There being no other comments, questions or concerns, Chair Jantz declared the meeting adjourned at 12:13 p.m.
- The next regular meeting of the Board will be at 12:00 noon on Wednesday, October 21, 2020, at the Administrative offices of Palomar Health, exact location TBD following their relocation to the Palomar Medical Center Escondido campus

CHAIR:	<u>Barry Jantz</u>
SECRETARY:	<u>Tanya Howell</u>

ADDENDUM B

North San Diego County Health Facilities Financing Authority

Resolution No. 12.16.20(01)-01

A RESOLUTION CONFIRMING ELECTION OF THE CHAIR, VICE-CHAIR AND TREASURER/CONTROLLER OF SAID AUTHORITY; APPOINTING THE SECRETARY OF SAID AUTHORITY; AND SETTING THE DATE, TIME AND PLACE FOR THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF SAID AUTHORITY FOR CALENDAR YEAR 2021.

WHEREAS, Palomar Health, a local healthcare district duly organized and existing under the laws of the State of California ("PH") and Tri-City Healthcare District, a local healthcare district duly organized and existing under the laws of the State of California, have heretofore executed a joint exercise of powers agreement (the "JPA Agreement"), which JPA Agreement established and created the North San Diego County Health Facilities Financing Authority (the "Authority"); and,

WHEREAS, on May 11, 2007, pursuant to a request received from Grossmont Healthcare District, a local healthcare district duly organized and existing under the laws of the State of California ("Grossmont"), and a "public agency" as such term is defined in the JPA Agreement, the Board of Directors of the Authority (the "Board") approved the addition of Grossmont as an additional Member (as such term is defined in the JPA Agreement) in accordance with the provisions set forth in Section 19 of the JPA Agreement; and,

WHEREAS, the Board adopted bylaws, as amended to the date hereof (the "Bylaws") on May 27, 2005; and,

WHEREAS, pursuant to the JPA Agreement and the Bylaws, the Board desires to elect a Chair, a Vice-Chair and a Treasurer/Controller and to appoint a Secretary; and,

WHEREAS, pursuant to the JPA Agreement and the Bylaws, the Board desires to establish certain provisions regarding the holding of regular meetings;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Authority, as follows:

Section 1. Pursuant to Section 4D.(1) of the JPA Agreement, **INSERT NAME** is hereby elected Chair of the Authority, **INSERT NAME** is hereby elected Vice-Chair of the Authority, **INSERT NAME** is hereby elected Treasurer/Controller of the Authority, and the executive assistant to the Chief Financial Officer of Palomar Health is hereby appointed Secretary of the Authority.

Section 2. Pursuant to Sections 4C.(1) and 4C.(2) of the JPA Agreement, regular meetings of the Board shall be held subject to the provisions of the Brown Act, at least once each year.

Accordingly, meetings of the Board may be held at any one of the following locations: 15615 Pomerado Road, Poway, California 92064; 456 E. Grand Avenue, Escondido, California 92025; 2185 Citracado Parkway, Escondido, California 92029; 2125 Citracado Parkway, Escondido, California 92025; 975 S. Andreasen Drive, Escondido, California 92029; 120 Craven Road, San Marcos, California 92078; 4002 Vista Way, Oceanside, California 92056; 6250 El Camino Real, Carlsbad, California 92009; 9001 Wakarusa Street, La Mesa, California 91942; via virtual meeting; or at such other location as the Board may designate from time to time by resolution of the Board.

The annual regular meeting of the Board for Calendar Year 2021 shall be held **AT LOCATION/VIRTUALLY**, at **INSERT TIME** on the _____ day of **MONTH**, 2021, or such other time and/or date as shall be specified by the Chair of the Authority in a written notice calling such regular meeting, which written notice shall be delivered by the Secretary of the Authority to each member of the Board, the Chair of the Authority, the Vice Chair of the Authority, and the Treasurer/Controller of the Authority, with the actual/virtual location to be publicly posted at least seventy-two (72) hours prior to the date of such regular meeting.

Section 3. This Resolution shall take effect from and after its adoption.

Passed and Adopted by the Board of Directors of the North San Diego County Health Facilities Financing Authority this 16th Day of December 2020.

**North San Diego County Health Facilities
Financing Authority**

By: _____
INSERT NAME, Chair

I hereby certify that the foregoing is a full, true and correct copy of a resolution duly passed and adopted by the Board of Directors of the North San Diego County Health Facilities Financing Authority at a meeting thereof held in accordance with law on December 16, 2020, by the following vote of the members thereof:

AYES: Directors

NOES:

ABSENT:

ABSTENTIONS:

Tanya Howell, Secretary