

**Posted
Tuesday,
November 9, 2021**

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

**BOARD OF DIRECTORS
NOTICE AND MEETING AGENDA**

**Tuesday, November 16, 2021
2:00 p.m.**

PLEASE NOTE:

Participation will be virtual pursuant to
Assembly Bill 361, signed into law September 16, 2021
Please join the meeting from your computer, tablet or smartphone:
<https://global.gotomeeting.com/join/957265829>
OR Dial in using your phone: 8773092073; Access Code: 957265829#¹

| | <u>Time</u> | <u>Page</u> | <u>Target</u> |
|---|-------------|-------------|---------------|
| I. CALL TO ORDER and ROLL CALL | 2 | | 2:02 |
| II. PUBLIC COMMENTS | 15 | | 2:17 |
| <i>(5 minutes allowed per speaker, with a cumulative total of 15 minutes per group – for further details & policy, see Request for Public Comments notice attached as Page 2)</i> | | | |
| III. OATHS OF OFFICE | 2 | | |
| A. Christian Wallis | 3 | 3 | 2:20 |
| B. Tom Scaglione | 3 | 4 | 2:23 |
| IV. APPROVAL OF MINUTES | | | |
| A. * Wednesday, December 16, 2020 (ADD A – <i>Pp7-11</i>) | 2 | 5 | 2:25 |
| V. INFORMATION ITEM(S) | 5 | | 2:30 |
| VI. DISCUSSION AGENDA | | | |
| A. * Election of Chair of The Authority | 2 | | 2:32 |
| B. * Election of Vice-Chair of The Authority | 2 | | 2:34 |
| C. * Election of Treasurer/Controller of The Authority | 2 | 6 | 2:36 |
| D. * Appointment of Secretary of The Authority | 2 | | 2:38 |
| E. * Establishment of the Date, Time and Place for the Regular Meeting of the Board of Directors of The Authority for Calendar Year 2022 | 5 | | 2:43 |
| F. * Adoption of Resolution No. 12.16.21(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 2022 (ADD B – <i>Pp12-15</i>) | 5 | | 2:48 |
| VI. FINAL ADJOURNMENT | | | 2:48 |
| NEXT MEETING: | TBD | | |

| North San Diego County Health Facilities Financing Authority Board | |
|--|-----------------------|
| Diane L. Hansen, Chair | Ray Rivas, Vice-Chair |
| Michael J. Bogert, Authority Board Treasurer/Controller | Steve Dietlin, Member |
| Christian Wallis, Member | Tom Scaglione, 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

¹ New to GoToMeeting? Get the app now and be ready when your first meeting starts: <https://global.gotomeeting.com/install/679772541>
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: Tuesday, November 16, 2021

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 Christian Wallis is the new Chief Executive Officer and Tom Scaglione is the new Interim Chief Financial Officer for Member Grossmont Healthcare District, they will be sworn in as new members of the Board of Directors at this meeting, utilizing the attached Oath of Office documents.

Motion:

Individual Action:

Information: X

NORTH SAN DIEGO COUNTY HEALTH FACILITIES FINANCING AUTHORITY

OATH OF OFFICE

(Section 3, Article XX, California Constitution)

I, **Christian Wallis**, 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, 2021

Signature:

Christian Wallis

NORTH SAN DIEGO COUNTY HEALTH FACILITIES FINANCING AUTHORITY

OATH OF OFFICE

(Section 3, Article XX, California Constitution)

I, **Tom Scaglione** , 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, 2021

Signature:

Tom Scaglione

**Meeting Minutes
December 16, 2020**

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

MEETING DATE: Tuesday, November 16, 2021

FROM: Tanya Howell, Secretary

BACKGROUND: The minutes of the North San Diego County Health Facilities Financing Authority Board of Directors meeting held on Wednesday, December 16, 2020, are respectfully submitted for approval (*Addendum A*).

Motion: X

Individual Action:

Information:

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 2022**

TO: Board of Directors
North San Diego County Health Facilities Financing Authority
MEETING DATE: Tuesday, November 16, 2021
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 2021.

The current slate of officers is as follows:

- Diane Hansen, Chair
- Ray Rivas, Vice-Chair
- Michael J. Bogert, 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, the option to hold virtual meetings is also available through January 18, 2022, although it might not be at the time of the chosen date: Pursuant to §4.C.(2) of the JPA Agreement, meetings may be held by teleconference as permitted by the Brown Act; and, Assembly Bill 361, signed into law on September 16, 2021, suspends the in-person meeting requirements of the Brown Act, allowing meetings to be held virtually during a declared state of emergency *[with other specific provisions]* and as long as the meeting information is posted publicly. The following options are being proffered as potential dates. Both dates are the 5th week of the month, which will hopefully preclude conflicts with any of our District Board/Board Committee meetings.

| TUESDAY, NOVEMBER 29, 2022 | | | WEDNESDAY, NOVEMBER 30, 2022 | | |
|----------------------------|-----------|-----------|------------------------------|------------|-----------|
| 1:00 P.M. | 2:00 P.M. | 3:00 P.M. | 10:00 A.M. | 12:00 NOON | 3:00 P.M. |

As Palomar Health was slated to host the meeting in 2020, and that meeting became a virtual meeting, it is recommended that the location of the meeting be scheduled at Palomar's district offices. That location can be changed to virtual should there still be a need.

Attached as Addendum B is a draft of Resolution No. 11.16.21(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 2022.

Motion:

Individual Action: X

Information:

ADDENDUM A

North San Diego County Health Facilities Financing Authority

BOARD OF DIRECTORS

ATTENDANCE ROSTER

[V = Virtual 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 | 12/16/20 | | | |
| Michael Bogert | | | | | V | | | |
| Steve Dietlin | E | P | P | E | V | | | |
| Diane Hansen – Chair | P | P | P | P | V | | | |
| Tanya Howell – Secretary | P | P | P | P | V | | | |
| Barry Jantz | P | E | P | P | V | | | |
| Ray Rivas | P | P | P | P | V | | | |
| Tom Saiz – Treasurer/Controller | P | P | P | E | E | | | |
| Bob Hemker | E | E | | | | | | |
| Hugh King | | | E | | | | | |
| Carlos Bohorquez – Vice-Chair | | | D (King) | P | | | | |
| DESIGNATES | | | | | | | | |
| David Bennett | D (Dietlin) | | | | | | | |
| Blaise Jackson | | | | | | | | |
| Carlos Moya | | | | D (Saiz) | 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 – WEDNESDAY, DECEMBER 16, 2020**

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 Wednesday, December 9, 2020, which is consistent with legal requirements
- The meeting – held virtually pursuant to Governor Newsom's Executive Order N-25-20 – was called to order at 1:06 p.m. by Chair Diane Hansen
 - 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 Michael Bogert, Chief Financial Officer at Palomar Health, was not in that position when the Authority Board held its last meeting, he was welcomed by Chair Hansen 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. Bogert read the oath to himself, stated that he would abide by it, then signed the document for the Authority Board's records

IV. APPROVAL OF MINUTES

A. Thursday, December 19, 2019

MOTION: By Director Jantz, seconded Director Rivas and carried to recommend approval of the Minutes from the December 19, 2019 meeting of the Authority.

Vote taken by roll call:

Director Jantz – aye; Director-designate Moya – aye; Director Rivas – aye; Director Dietlin – aye; Director Bogert – aye; Chair Hansen – aye

V. INFORMATION ITEM(S)

A. None

VI. DISCUSSION AGENDA

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

- Chair Hansen opened the floor for nominations

MOTION: By Director Jantz, seconded by Director Bogert and carried to nominate Director Hansen as Chair

MOTION: By Director Dietlin, seconded by Director-designate Moya and carried to nominate Director Rivas as Vice-Chair

MOTION: By Director Bogert, seconded by Director Jantz and carried to nominate himself as Treasurer/Controller

**NORTH SAN DIEGO COUNTY HEALTH FACILITIES FINANCING AUTHORITY
BOARD OF DIRECTORS MEETING MINUTES – WEDNESDAY, DECEMBER 16, 2020**

| I. AGENDA ITEM | |
|--|---|
| A. DISCUSSION | ACTION/COMMENTS |
| B. APPOINTMENT OF SECRETARY <ul style="list-style-type: none"> Chair Hansen noted that the assistant to Palomar's CFO (e.g., Tanya Howell) has always been appointed Secretary for the Authority and she saw no reason to change that | <p>MOTION: By Chair Hansen and carried to appoint the Executive Assistant to the Chief Financial Officer of Palomar Health as Secretary.</p> <p>Vote on Items VIA & VIB taken by roll call:</p> <p>Director Jantz – aye; Director-designate Moya – aye; Director Rivas – aye; Director Dietlin – aye; Director Bogert – aye; Chair Hansen – aye</p> <p>NOTE: This vote was unnecessary, as the vote for the Resolution encompassed these two matters.</p> |
| C. ESTABLISHMENT OF TIME & PLACE FOR REGULAR BOARD MEETINGS <ul style="list-style-type: none"> Secretary Howell stated that there were total of 4 days in the months of October and November 2021, that didn't appear to interfere with any Board or Board Committee meetings for either of the three districts, with the location to be determined: <ul style="list-style-type: none"> Thursday, October 14, 2021 – 10:00 a.m. Thursday, October 21, 2021 – 10:00 a.m. Thursday, November 11, 2021 – 10:00 a.m. Moya declined Tuesday, November 16, 2021 – 2:00 p.m. Mrs. Howell further noted that she had submitted invitations to all members for the above-referenced dates and—although all had been accepted—there had been a comment made by the Directors from Tri-City that Tuesday, November 16, 2021 at 2:00 p.m. was the least likely to have a potential conflict in the coming year | <p>MOTION: By Director Jantz, seconded by Director Bogert and carried to hold the annual regular meeting of the Board for Calendar Year 2021 at 2:00 p.m. on Tuesday, November 16, 2021, Location TBD. All in favor. None opposed.</p> <p>Vote taken by roll call:</p> <p>Director Jantz – aye; Director-designate Moya – aye; Director Rivas – aye; Director Dietlin – aye; Director Bogert – aye; Chair Hansen – aye</p> |
| D. ADOPTION 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 REGULAR MEETINGS OF THE BOARD OF DIRECTORS OF SAID AUTHORITY | <p>MOTION: By Director Jantz, seconded Director Bogert and carried to adopt Resolution No. 12.16.20(01)–01, as amended to reflect the actions taken in Agenda Items V.A-C. Secretary Howell will amend the resolution to reflect the action taken and the vote, and will then forward it to Chair Hansen for signature.</p> <p>Vote taken by roll call:</p> <p>Director Jantz – aye; Director-designate Moya – aye; Director Rivas – aye; Director Dietlin – aye; Director Bogert – aye; Chair Hansen – aye</p> <p>NOTE: After the meeting had ended, Secretary Howell realized that a location and/or vote on holding the next meeting virtually (as authorized by both the JPA Agreement and the Brown Act) had not been made as part of the motion. An email ballot was submitted regarding the location/virtual discussion. The result of that ballot was a decision to hold the meeting virtually.</p> |

**NORTH SAN DIEGO COUNTY HEALTH FACILITIES FINANCING AUTHORITY
BOARD OF DIRECTORS MEETING MINUTES – WEDNESDAY, DECEMBER 16, 2020**

I. AGENDA ITEM

A. DISCUSSION

ACTION/COMMENTS

VII. BOARD MEMBER COMMENTS

- Director Jantz stated that he would be retiring at the end of March and would not be a part of this meeting in the following year

VIII. ADJOURNMENT

- There being no other comments, questions or concerns, Chair Hansen declared the meeting adjourned at 1:16 p.m.
- The next regular meeting of the Board will be at 2:00 p.m. on Tuesday, November 16, 2021, virtual

CHAIR:

Diane L. Hansen

SECRETARY:

Tanya Howell

ADDENDUM B

North San Diego County Health Facilities Financing Authority

Resolution No. 11.16.21(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 2022.

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, _____ is hereby elected Chair of the Authority, _____ is hereby elected Vice-Chair of the Authority, _____ 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; 2125 Citracado Parkway, Suite 300, Escondido, California 92029; 2185 Citracado Parkway, Escondido, California 92029; 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 as provided under Assembly Bill 361, signed into law on September 16, 2021, as it may be amended from time to time; 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 2022 shall be held in the Board Conference Room at the offices of Palomar Health located at 2125 Citracado Parkway, Suite 300, Escondido, California 92029 at x:xx x.m. on the xx day of Month, 2022, 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 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 November, 2021.

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

By: _____
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 November 16, 2021, by the following vote of the members thereof:

AYES:

NOES:

ABSENT:

ABSTENTIONS:

Tanya Howell, Secretary