

**Meeting of the
EDEN HEALTH DISTRICT
BOARD OF DIRECTORS
OPEN SESSION**
May 17, 2017
Eden Health District - Conference Room.
5:30 p.m.

APPROVED

I. CALL TO ORDER

Chair Lewis called the meeting to order at 5:35 p.m.

Directors Present:

Chair Lewis
Director Friedman
Director Lorentzen
Director Gilcrest
Director Lynch

Staff Present:

Dev Mahadevan, Chief Executive Officer
Barbara Adranly, District Clerk

Guests:

Colin Coffey, Attorney-at-Law, Archer Norris
Laurie Nakahira, M.D., Chief Medical Director,
Davis Street Family Resource Center
Michael Mahoney
Four (4) members of the public

II. PLEDGE OF ALLEGIANCE

Pledge of allegiance was led by Director Lorentzen.

III. APPROVAL OF THE AGENDA

Director Gilcrest asked that Agenda be amended so that Public Comment be deferred until Alameda County Supervisor Richard Valle arrives.

MOTION: Motion made by Director Gilcrest, seconded by Director Lorentzen, to approve the Agenda of the May 17, 2017 Board meeting as amended. The motion carried unanimously.

IV. APPROVAL OF MINUTES

The Open Session Minutes for the regular Board meeting of April 19, 2017 were reviewed.

MOTION: Motion made by Director Lorentzen, seconded by Director Lynch, to approve the Open Session Minutes of the April 19, 2017 regular Board meeting, as presented. The motion carried unanimously.

V. PUBLIC COMMENT

Richard Valle, Alameda County Board of Supervisor, Second District, reported his office has committed \$500,000 toward the Mia's Dream project and thanked the District for also committing funds to the project. He reported on the Mia's Dream project. Supervisor Valle also reported that he is here tonight to ask for the District's support regarding St. Rose Hospital. He reported that he has created collaboration for a task force regarding the sustainability of St. Rose Hospital and would like to invite the District Chair and one other District board member to participate on the task force. Supervisor Valle reported that the next task force meeting will be held on June 2, 2017. He also thanked Dev Mahadevan for his service to the District and to the community and wished him well on his retirement.

Chair Lewis reported that she will form an Ad Hoc District Subcommittee which will include herself and Director Lynch.

Director Friedman arrived at 5:45 p.m.

VI. SPONSORSHIP REQUEST:

A. Ashland/Cherryland FamFest Event:

Dev Mahadevan reported that last year the District sponsored this event in the amount of \$2,500.00.

MOTION: Motion made by Director Lorentzen, seconded by Director Gilcrest, to approve sponsorship of the Ashland/Cherryland FamFest Event in the amount of \$2,500.00. The motion carried unanimously.

B. Meals on Wheels – Taste 2017 Event:

Dev Mahadevan reported that this is the first year that the District has been asked to sponsor this event. He reported that Meals on Wheels is an organization that the District has given grant funds to in the past.

Discussion held regarding Meals on Wheels and Taste 2017 Event sponsorship.

MOTION: Motion made by Director Lynch, seconded by Director Gilcrest, to approve sponsorship of the Meals on Wheels – Taste 2017 event in the amount of \$5,000.00. The motion carried unanimously.

C. H.A.R.D. Foundation Charity 2017 Golf Classic:

Dev Mahadevan reported that last year the District sponsored this event in the amount of \$2,500.00. He reported that the funds raised at this event will go towards the H.A.R.D. Mia's Dream project, as well as the H.A.R.D. Youth Scholarship program.

Discussion held regarding how this event relates to health.

MOTION: Motion made by Director Lorentzen, seconded by Director Lynch, to approve sponsorship of the H.A.R.D. Foundation Charity 2017 Golf Classic in the amount of \$2,500.00. The motion carried unanimously.

VII. DAVIS STREET FAMILY RESOURCES REPORT:

Laurie Nakahira, M.D., Chief Medical Director, Davis Street Family Resources, reported on the Medical Clinic and Behavior Health programs at the Davis Street Family Resource Center for the month of May, 2017. She reported that of the patients treated in April with diabetes, 31% had HbA1C higher than 9 and 69% with HbA1C less than 9, and of this 69%, 48% were less than 7%.

Dr. Nakahira also reported on the Davis Street Nutrition and Behavioral Health programs.

VIII. PUBLIC RELATIONS REPORT:

Chair Lewis reported on the Senior Health Fair at the San Leandro Senior Center. She also reported on the District's Food for Life education event at the San Leandro library. Chair Lewis also reported on the medical cannabis presentation at the H.A.R.D. Senior Health Fair event, as well as the medical cannabis presentation to the Eden Hospital medical staff, which were done in partnership with Sudhir Reddy of Clayworth Pharmacy. She also reported on See Well to Learn Video completed in partnership with the Northern California Society to Prevent Blindness. Chair Lewis

also reported on the District's possible summer intern program with Castro Valley High School.

Dev Mahadevan also reported on medical cannabis presentation to the Eden Hospital medical staff. He also reported on the See Well to Learn video and that he feels the District should do more of these types of videos.

IX. COMMUNITY HEALTH ADVISORY COMMITTEE REPORT:

Director Lynch reported that the CHAC met on May 2, 2017.

A. Person of the Year Award Advertising Budget:

Dev Mahadevan reported the CHAC is asking for a budget for advertising, certificates and monetary award in order to move forward, as well as the need to delay the award to the end of the year.

Discussion held regarding Person of the Year Award and budget requested for promotion and award.

Director Lorentzen gave a brief summary regarding the Person of the Year award and that the award would be for people in the community who improve health outcomes.

MOTION: Motion made by Director Lorentzen, seconded by Director Lynch, to approve a budget not to exceed \$4,000.00 for advertising, recognition event, and certificates and monetary award for the Person of the Year Award. The motion carried unanimously.

A. Castro Valley High School 2017 Summer Intern Program Budget:

Director Lynch reported on the internship program proposal. She reported that the CHAC is recommending that the Board move forward with the summer internship program with Castro Valley High School. She also reported that this would be a pilot program and that a lot of students have expressed interest in the internship program. Director Lynch reported that the CHAC is recommending that the Board approve a budget of \$2,500.00 for the Castro Valley High School 2017 Summer Intern Program.

MOTION: Motion made by Director Gilcrest, seconded by Director Lorentzen, to approve the outline and concept of the District/Castro Valley High School 2017 Summer Intern Program as recommended by the CHAC with a budget not to exceed \$2,500.00. The motion carried unanimously.

X. COMMUNITY HEALTH FUND 2017 GRANT PRIORITIES:

Dev Mahadevan reported on previous grant fund priorities. He asked the Board if they would like to change any of the current emphases of the grant priorities. Mr.

Mahadevan also reported that the Board may wish to do more with the County Healthcare Services Agency to the extent that the District could possibly collaborate with them.

Chair Lewis reported that she will be meeting with the Director of the County Healthcare Services Agency next week.

Director Friedman asked about possibility of reaching out to non-profit agencies that help the hearing impaired.

The Board asked that the District's grant consultant reach out to possible non-profit agencies in the District that help the hearing impaired to let them know about the District's Community Health Fund grant program.

XI. EDEN TOWNSHIP HEALTHCARE DISTRICT DEBT MANAGEMENT POLICY NO. 108:

Dev Mahadevan reported that this is a requirement of the recent District's debt financing and that the District now needs to have a formal policy regarding debt management. He also reported that this policy can be amended at any time by the Board in the future if needed.

Discussion held regarding Debt Management Policy No. 108.

Colin Coffey, Attorney-at-Law, Archer Norris, reported that there are debt limitations specific to healthcare districts which are not referenced and that someone in the future would not be made aware from the policy presented of such debt limitations applicable to healthcare districts.

Dev Mahadevan reported that one option would be for the Board to approve Policy No. 108 and to have counsel review and suggest changes which would then be brought back to the Board for approval.

MOTION: Motion made by Director Gilcrest, seconded by Director Lorentzen, to approve Eden Township Healthcare District Debt Management Policy No. 108 as presented, with amendments specific to healthcare districts to be presented by legal counsel at a future board meeting. The motion carried unanimously.

XII. DISSOLUTION OF DUBLIN GATEWAY, LLC:

- A. Resolution 421 – Resolution Approving Dissolution and Wind Up of Dublin Gateway, LLC and Authorizing and Directing Certain Actions with Respect Thereto

Dev Mahadevan reported on background of Dublin Gateway Center property. He reported that this is the last piece of the dissolution of the Dublin Gateway Center

organizational structure which was created to purchase the Dublin Gateway properties in 2007. He reported that there is no longer any reason to keep the LLC, as it is only a shell corporation and that the assets and title to the Dublin Gateway property has been transferred to the District already. He also reported that maintaining the LLC also involves filing tax returns and paying a minimum tax.

MOTION: Motion made by Director Friedman, seconded by Director Gilcrest, to approve Resolution 421 as presented.

ROLL CALL VOTE:

Director Lorentzen	Yes
Director Friedman	Yes
Director Lynch	Yes
Director Gilcrest	Yes
Chair Lewis	Yes

The motion carried unanimously.

XIII. RESOLUTION 422 – RESOLUTION APPROVING THE CHANGE OF EDEN TOWNSHIP HEALTHCARE DISTRICT BANK ACCOUNTS AND CERTAIN ACTIONS WITH RESPECT THERETO:

Dev Mahadevan reported that our current bank, Bank of the West, has become more cumbersome to deal with. He reported that as part of the debt service with First Northern Bank the District had to open a new account. Mr. Mahadevan reported that during that process, it has become aware that First Northern Bank would be a much easier bank to deal with and therefore, the Board is being asked for authorization to change the District bank accounts from Bank of the West to First Northern Bank.

Discussion held regarding First Northern Bank.

MOTION: Motion made by Director Gilcrest, seconded by Director Friedman, to approve Resolution 422 as presented.

ROLL CALL VOTE:

Director Lorentzen	Yes
Director Friedman	Yes
Director Lynch	Yes
Director Gilcrest	Yes
Chair Lewis	Yes

The motion carried unanimously.

XIV. ACHD AMENDED & RESTATED BYLAWS AND DESIGNATION OF DISTRICT DELEGATE AND ALTERNATE DELEGATE:

Dev Mahadevan reported that the ACHD amended bylaws are included in the board packet. He reported that this is an extensive revision of the ACHD bylaws and gave a brief description of the substantive changes.

MOTION: Motion made by Director Lorentzen, seconded by Director Lynch, to approve the ACHD bylaw revisions as presented. The motion carried unanimously.

XV. LAFCo REVIEW OF THE DISTRICT:

Dev Mahadevan reported that he has spoken with Livermore Mayor Marchand and that he has informed him that he is in favor of the District staying in existence. He also reported that the District is moving forward with the recommendations outlined in the LAFCo consultant's report.

Director Gilcrest reported that he would like to believe the LAFCo review and determination regarding the District is over. He reported however, that last Friday he was informed from a reliable source that there was a serious attempt being made to have one of the LAFCo members switch their previous vote.

Director Lorentzen thanked staff for hard work done to provide documentation and records to LAFCo and the consultant during the LAFCo review process.

Discussion held regarding LAFCo review of the District.

XVI. FINANCIAL STATEMENTS – APRIL, 2017:

Dev Mahadevan presented the financial statements for the period ending April 30, 2017. He reported that the district is once again in a good financial position, is ahead of budget for the month, and had a cash gain of \$154,508. He reported that the San Leandro Medical Arts Building and Eden Medical Building had cash gains as well. Mr. Mahadevan also reported that there are individual variances which are explained in the financial statements. He also reported on the District's assets and liabilities.

MOTION: Motion made by Director Lynch, seconded by Director Friedman, to accept the Financial Statements for April, 2017, as presented. The motion carried unanimously.

XVII. CHIEF EXECUTIVE OFFICER RETIREMENT & RECRUITMENT OF REPLACEMENT:

Chair Lewis reported that Dev Mahadevan hopes to retire on July 1, 2017.

XVIII. CHIEF EXECUTIVE OFFICER EMPLOYMENT AGREEMENT:

Chair Lewis reported that Michael Mahoney is in the audience. Chair Lewis summarized the key terms of the Chief Executive Officer Employment Agreement, which are: 75% time over a 5 day work week; agreement is for one year term from effective date; it is an at will position; compensation is \$145,000 base salary per year; 20 vacation days per year with a cap of 40 days of accrual; health, dental and vision benefits of up to \$1,500 per month with a 10% employee contribution; and a 60 day severance.

Director Gilcrest reported that in his mind they are still in process in determining the best configuration for the District's services and that the District may entertain a bid from the County and that if so, he will realistically look at any County proposal. He reported that he wants to make sure that the District is looking at the most efficient operating structure. He reported that he is fine with voting for one year contract for the CEO. Director Gilcrest stated that there are still ongoing issues regarding the District and that hiring a replacement CEO is not a slap in the face to the County.

MOTION: Motion made by Director Friedman, seconded by Director Lynch, to approve the Chief Executive Officer Employment Agreement with Michael P. Mahoney, as presented. The motion carried unanimously.

Chair Lewis introduced Michael Mahoney as the new Chief Executive Officer, effective June 15, 2017.

XIX. CHIEF EXECUTIVE OFFICER MONTHLY REPORT

Dev Mahadevan reported on the current status of the Eden Medical Building, San Leandro Medical Arts Building, District operations, and the Dublin Gateway property.

XX CHAIRMAN'S REPORT

Chair Lewis reported on meeting she will be having with the Interim Director of the Alameda County Healthcare Services Agency. She also reported that she will be attending the June 2, 2017 St. Rose task force meeting.

XXI. CORRESPONDENCE

No correspondence reported on.

XXII. OTHER BUSINESS

The next meeting to be held will be Wednesday, June 21, 2017 at the Eden Health District, Conference Room.

XXIII. ADJOURN TO EXECUTIVE SESSION

The meeting adjourned to Executive Session at 6:45 p.m.

XIV. REPORT, IF ANY, FROM EXECUTIVE SESSION

No report from Executive Session.

XV. ADJOURNMENT

There being no further business, the meeting was adjourned at 6:53 p.m.

Attest:

Roxann Lewis
Chair, Board of Directors
Eden Health District

Charles Gilcrest
Secretary, Board of Directors
Eden Health District