

**Meeting of the  
EDEN HEALTH DISTRICT  
BOARD OF DIRECTORS  
OPEN SESSION**  
June 21, 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  
Michael Mahoney, Chief Executive Officer  
Barbara Adranly, District Clerk  
Michelle Robles, District Accountant

**Guests:**

Colin Coffey, Attorney-at-Law, Archer Norris  
Laurie Nakahira, M.D., Chief Medical Director,  
Davis Street Family Resource Center  
No members of the public

**II. PLEDGE OF ALLEGIANCE**

Pledge of allegiance was led by Director Lorentzen.

**III. APPROVAL OF THE AGENDA**

Chair Lewis reported there was a new agenda item which was received today regarding signatures needed for the District's Fiduciary Trust Investment Accounts. Dev Mahadevan, Chief Executive Officer, reported this is an urgency agenda item that cannot wait until the next board meeting. He also reported that since the agenda

was already published, this item should be added as an emergency agenda action item for today's board meeting.

**MOTION: Motion made by Director Lorentzen, seconded by Director Lynch, to approve addition to agenda regarding Fiduciary Trust Investment account signatures needed as an emergency action item under Other Business. The motion carried unanimously.**

**MOTION: Motion made by Director Lorentzen, seconded by Director Lynch, to approve the Agenda of the June 21, 2017 Board meeting as amended. The motion carried unanimously.**

**IV. APPROVAL OF MINUTES**

The Open Session Minutes for the special Board meeting of May 12, 2017 and regular Board meeting of May 17, 2017 were reviewed.

**MOTION: Motion made by Director Lynch, seconded by Director Friedman, to approve the Open Session Minutes of the May 12, 2017 special meeting and May 17, 2017 regular Board meeting, as presented. The motion carried unanimously.**

**V. PUBLIC COMMENT**

No public comment given.

Director Gilcrest arrived at 5:38 p.m.

**VI. 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 May with diabetes, 19% had HbA1C higher than 9, 81% of patients had HbA1C less than 9, and of this 81% , 62% were less than 7%.

Dr. Nakahira reported on their Nutritional and Behavioral Health programs.

Dr. Nakahira also reported on the Davis Street Family Resources gala which was held last month. She also reported on the upcoming Davis Street Health Fair event.

Discussion held regarding whether diabetes medications are dispensed at the clinic. Dr. Nakahira reported that at this time, they do not dispense diabetes medications, but may provide medication dispensing in the future.

**VII. PUBLIC RELATIONS REPORT:**

No public relations report given.

**VIII. COMMUNITY HEALTH ADVISORY COMMITTEE REPORT:**

Director Lynch reported that the CHAC met on June 6, 2017. She reported on the possible fall internship program. She also reported that grant priorities were discussed for the upcoming grant cycle and the priorities which were discussed. Director Lynch also reported that CHAC Member Paul Nguyen would like to start a new way to use both qualitative and quantitative data regarding the grant recipients. She reported that CHAC Member Nguyen will present a proposal and that a subcommittee will be formed of the CHAC to review the proposal before presentation to the Board.

Discussion held regarding Person of the Year award and timeline.

**IX. ST. ROSE HOSPITAL AD HOC COMMITTEE REPORT:**

Chair Lewis reported that she and Director Lynch attended the last Alameda County Health Committee meeting where Supervisor Valle explained his idea regarding the St. Rose Task Force's purpose, as well as the possibility of being able to secure IGT funding for St. Rose Hospital.

Discussion held regarding the St. Rose Hospital Task Force.

**X. DISTRICT POLICY REVIEW – AMENDMENTS & ADDITIONS:**

**A. Policy No. 108:**

Dev Mahadevan, Chief Executive Officer, reported that this is a new policy regarding reserve funds balances and that this is a requirement of the CSDA certification process which we are in the process of completing. He reported on his suggestion of reserve funds for the District of \$3 to \$4 million.

Discussion held regarding reserves and fund balances Policy No. 108.

**MOTION: Motion made by Director Lorentzen, seconded by Director Lynch, to approve the Policy No. 108, as presented. The motion carried unanimously.**

**B. Policy No. 201:**

Dev Mahadevan reported that this policy has not been changed in a very long period of time and that costs for board education seminars have increased.

**MOTION: Motion made by Director Lorentzen, seconded by Director Gilcrest, to approve amendments to Policy No. 201, with expenditure amount of \$750.00, as presented. The motion carried unanimously.**

**C. Policy No. 401:**

Dev Mahadevan reported that this is an existing policy which is outdated. He reported that as part of the original agreement between the District and Sutter Health to rebuild Eden Hospital, there was an Endowment Fund created, and that the separate Endowment Fund account was previously done away with by the Board a few years ago.

Discussion held regarding amendment of Policy No. 401.

**MOTION: Motion made by Director Lorentzen, seconded by Director Lynch, to approve amendments to Policy No. 401, as presented. The motion carried unanimously.**

**XI. DISTRICT BYLAWS AMENDMENT:**

Dev Mahadevan reported on bylaw amendment regarding unbudgeted expenditure items. He reported that any unbudgeted item approved by the Board Chair, would have to be brought to the full Board for ratification.

Discussion held regarding bylaw amendment.

**MOTION: Motion made by Director Friedman, seconded by Director Lorentzen, to approve amendments to the District Bylaws, as presented. The motion carried unanimously.**

**XII. RATIFICATION OF DUBLIN GATEWAY LISTING AGREEMENT WITH BAYSIDE REALTY PARTNERS:**

Dev Mahadevan reported that the Board is being asked to ratify the Listing Agreement with Bayside Realty Partners for leases at the Dublin Gateway property. He reported that the Listing Agreement was executed to ensure that the District could move forward promptly with lease negotiations with a potential new tenant when the early termination of Dr. William's lease was completed at the Dublin Gateway property.

Discussion held regarding ratification of Dublin Gateway Listing Agreement with Bayside Realty Partners.

**MOTION: Motion made by Director Lorentzen, seconded by Director Friedman, to approve ratification of the Dublin Gateway Listing Agreement with Bayside Realty Partners, as presented. The motion carried unanimously.**

**XIII. FISCAL YEAR 2018 BUDGET MODIFICATION:**

Michelle Robles, District Accountant, reported that the modification to the budget is to adjust for the new CEO compensation, as well as the Board education seminar budget. She reported that the net change to the budget would be \$24,000.

Discussion held regarding 2018 budget modification.

**MOTION: Motion made by Director Gilcrest, seconded by Director Lynch, to approve the Fiscal Year 2018 Budget Modification, as presented. The motion carried unanimously.**

**XIV. FINANCIAL STATEMENTS – MAY, 2017:**

Michelle Robles presented the financial statements for the period ending May 31, 2017.

On a cash basis, the District had a cash gain of \$164,465 for the month of May, 2017. For the medical office buildings the District owns, Dublin Gateway had a cash gain of \$147,946, San Leandro Medical Arts Building had a cash gain of \$32,535, and the Eden Medical Building had a cash gain of \$27,028. Community Services expenses were \$43,044. The District Office expenses were better than budget by \$27,653, primarily due to higher than budgeted interest income, along with lower than budgeted legal fees and contingency consulting expense.

The District had a net loss of \$26,834. The main difference between the net loss of \$26,834 and the cash gain of \$164,465 is depreciation and amortization.

Dev Mahadevan reported on the Consolidated Income Statement Projection handout. He reported that this projects the budget out to Fiscal Year 2023. He also reported on the projection amounts.

**MOTION: Motion made by Director Lorentzen, seconded by Director Gilcrest, to accept the Financial Statements for May, 2017, as presented. The motion carried unanimously.**

**XV. ASSOCIATION OF CALIFORNIA HEALTHCARE DISTRICTS:**

**A. 2017 Annual Meeting:**

Chair Lewis reported that the Association of California Healthcare District's annual meeting will be held on September 12 through September 14, 2017 in San Diego,

California. She also reported that any board members who are interested in attending should let staff know so that reservations can be made.

**MOTION: Motion made by Director Friedman, seconded by Director Lynch, to approve expenses for all board members and staff who wish to attend the 2017 Annual Meeting of the Association of California Healthcare Districts. The motion carried unanimously.**

**B. Wellness Summit 2017:**

Dev Mahadevan reported that the Association of California Healthcare Districts, in collaboration with the Stanford Health Improvement Program and Well for Life Program. He reported that there will be a one day wellness summit on July 13, 2017 in Sacramento, California. He reported that any board members who are interested in attending should let staff know so that reservations can be made.

Discussion held that the Wellness Summit on July 13, 2017 is possibly the same date as the next LAFCo meeting regarding the District's Sphere of Influence.

**XVI. CALIFORNIA SPECIAL DISTRICTS ASSOCIATION 2017 BOARD ELECTIONS:**

Chair Lewis reported that there are two seats open for election on the California Special Districts Association Board of Directors from the Bay Area Network Area. He reported that the board is being asked if they would like to have the District vote for two of the three candidates who are running for the open seats.

Discussion held regarding candidate nominations for the two open Bay Area Network seats on the California Special Districts Association board.

**MOTION: Motion made by Director Friedman, seconded by Director Lorentzen, to approve the District voting for Robert Silano and John Carapiet for the two open Bay Area Network seats on the California Special Districts Association board of directors. The motion carried unanimously.**

**XVII. 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. He also reported on letter received from Archer Norris regarding the right of first refusal denial for PAMF on the 4050 Dublin Gateway property. Mr. Mahadevan presented handout "Accomplishments and Failures since April 2008 and through May 2017", dated June 21, 2017. He also reported that it has been a pleasure working with the District and Board.

Chair Lewis presented appreciation plaque to Dev Mahadevan for his years of service to the District.

Director Lorentzen thanked the staff for the work they do for the District and thanked Dev Mahadevan for his service to the District.

Director Friedman commended Dev Mahadevan for the work he has accomplished during the controversies that the District has had to overcome.

Director Gilcrest stated that it has been an honor to work with Dev Mahadevan.

**XX CHAIRMAN'S REPORT**

Chair Lewis reported on tour she and Director Lorentzen recently had at the Alameda County Health Services Agency Wellness Center at Southland in Hayward. She reported that they were both extremely impressed with the Wellness Center operations. Chair Lewis recommends that other board members tour the facility as well.

**XXI. CORRESPONDENCE**

No correspondence reported on.

**XXII. OTHER BUSINESS**

Chair Lewis reported on signatures needed for the Fiduciary Trust Investment Accounts with present board members and new CEO signatures.

**MOTION: Motion made by Lynch, second by Gilcrest, to approve signatures for the Fiduciary Trust Investment accounts.**

**ROLL CALL VOTE:**

<b>Director Friedman</b>	-	<b>Yes</b>
<b>Director Lorentzen</b>	-	<b>Yes</b>
<b>Director Lynch</b>	-	<b>Yes</b>
<b>Director Gilcrest</b>	-	<b>Yes</b>
<b>Chair Lewis</b>	-	<b>Yes</b>

**The motion carried unanimously.**

The next meeting to be held will be Wednesday, July 19, 2017 at the Eden Health District, Conference Room.

**XXIII. ADJOURN TO EXECUTIVE SESSION**

The meeting adjourned to Executive Session at 7:00 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 7:11 p.m.

**Attest:**

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Roxann Lewis  
Chair, Board of Directors  
Eden Health District

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Charles Gilcrest  
Secretary, Board of Directors  
Eden Health District