

MINUTES OF MEETING OF THE  
BOARD OF COMMISSIONERS

November 17, 2021

THE STATE OF TEXAS §  
COUNTY OF HARRIS §  
HARRIS COUNTY EMERGENCY SERVICES DISTRICT NO. 11 §

The Board of Commissioners (the "Board") of Harris County Emergency Services District No. 11 (the "District") met in regular session, open to the public, at Bridgestone Municipal Utility District ("Bridgestone") Operations and Water Education Center, 19720 Kuykendahl Road, Spring, Texas 77379, a meeting place inside the boundaries of the District, on Wednesday, November 17, 2021, at 6:00 p.m.; whereupon, the roll was called of the members of the Board, to-wit:

Karen Plummer	President
Steve Williams	Vice President
Fred Grundmeyer	Secretary
Robert Pinard	Treasurer/Asst. Secretary
Kevin Brost	Asst. Treasurer

All members of the Board were present, thus constituting a quorum. Also attending the meeting were: the following District employees: Mr. Douglas Hooten, Chief Executive Officer ("CEO"); Mr. Rob Farmer, Chief Administrative Officer ("CAO"); Mr. Jamie Chebra, Chief Operating Officer ("COO"); Mr. Dave Snavely, Chief Financial Officer ("CFO"); Ms. Shirley Ware, Executive Assistant; Ms. Katie Conn, Compliance Manager; Dr. Casey Patrick, Medical Director; Mr. Xavier De La Rosa, Chief Clinical Officer; and Mr. Jerry Thomas, Community Engagement Manager. District consultants in attendance were: Mr. Ricardo Martinez of Martinez Architects ("Martinez"); Ms. Regina D. Adams, Ms. Monica Garza and Ms. Sholeh Abedinzadeh, attorneys, of Radcliffe Bobbitt Adams Polley PLLC ("RBAP"), attorney for the District; Mr. Brian Trachtenberg and Ms. Anna Phillips of Greathouse Holloway McFadden Trachtenberg, special counsel to the District; Mr. Chris Boatcallie, CPA, of Pannell Kerr Forster of Texas, P.C. ("PKF"); and Messrs. Zach Karrenbrock and Grant McAnelley of 62 Digital, LLC ("62 Digital"), the District's communications coordinator. Also in attendance were: Mr. Dave Billings, member of the Cypress Creek Emergency Medical Services ("CCEMS") Board of Directors; and members of the public. A copy of the sign-in sheet is attached hereto.

WHEREUPON, the meeting was called to order by the President and evidence was presented that public notice of the meeting had been given in compliance with the law. The posted notices of the meeting are attached hereto.

This meeting was video recorded by 62 Digital for use by the District. The meeting was also streamed live by 62 Digital on the District's website.

The Board held a 30-second moment of silence for prayer and reflection.

## **PUBLIC COMMENTS**

The President recognized Mr. Billings, who noted that he is speaking as a resident of the District and not in his official capacity as a CCEMS Director. Mr. Billings stated that the District should end attacks on CCEMS.

There were no additional public comments at this time.

## **APPROVAL OF THE MINUTES**

The Board considered approval of the minutes of the special meeting of October 7, 2021 and the regular meeting of October 21, 2021. Upon motion by Commissioner Brost, seconded by Commissioner Grundmeyer, after full discussion and the question being put to the Board, the Board voted unanimously to approve the minutes of the special meeting of October 7, 2021 and regular meeting of October 21, 2021, as presented, and the certified agendas for same.

## **ADMINISTRATION, DISPATCH AND LOGISTICS FACILITIES REPORT, INCLUDING:**

### **STATUS OF CONSTRUCTION OF PHASE I REDEVELOPMENT OF DISTRICT ADMINISTRATION PROPERTY ("PHASE I PROJECT")**

### **APPROVE CONSTRUCTION PAY APPLICATIONS/CHANGE ORDERS AND TAKE NECESSARY ACTION ON SAME**

Mr. Martinez reported that he continues to coordinate with the District's Construction Committee and J.E. Dunn Construction Co. ("J.E. Dunn") representatives in connection with the ongoing construction of the Phase I Project. Mr. Martinez then presented to and reviewed with the Board a design and construction status report and photographs of the Phase I Project, copies of which are attached hereto.

Mr. Martinez noted that the updated layout plans for Phase II of the redevelopment of the District Administration Property (the "Phase II Project") have been reviewed by District staff. Mr. Martinez stated the Phase II Project construction documents have been updated and were resubmitted to Harris County (the "County") for permitting on October 20<sup>th</sup>. Mr. Martinez went on to remind the Board that J.E. Dunn reviewed the Phase II Project construction documents and previously provided the estimated Phase II Project budget amount of \$10,874,760.

### **REVIEW GROSS MAXIMUM PRICE ("GMP") AMENDMENT FOR CONSTRUCTION OF THE PHASE II PROJECT FROM J.E. DUNN AND TAKE NECESSARY ACTION ON SAME**

Mr. Martinez went on to report that J.E. Dunn is currently reviewing the GMP bids for the Phase II Project and he plans to submit the GMP Amendment for the Phase II Project to the Board later in the month.

Mr. Martinez next reviewed with the Board Pay Application ("PA") No. 7 from J.E. Dunn in the amount of \$1,850,947.00 in connection with the Phase I Project, a copy of which is attached hereto. Mr. Martinez went on to review with the Board the following Change Orders ("CO"), copies of which are attached hereto:

- No. 09 additive amount of \$86,457.00
- No. 10 additive amount of \$313,673.60
- No. 11 additive amount of \$113,644.00
- No. 12 additive amount of \$228,654.00
- No. 13 additive amount of \$823,823.00

Mr. Martinez noted that CO No. 13 is for Phase II Project demolition. Ms. Adams stated that the District has not yet financed the Phase II Project so the District will need to pay for such CO from the general operating fund and reimburse such fund once the Phase II Project financing is completed. A discussion ensued regarding the status of construction of the Phase I Project.

Upon motion by Commissioner Grundmeyer, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to accept the Phase I Project construction report, approve PA No. 7 in connection with the Phase I Project and authorize payment to J.E. Dunn for same and approve CO Nos. 9 through 13.

#### REVIEW FINANCING OPTIONS FOR PHASE II PROJECT AND TAKE NECESSARY ACTION ON SAME

Ms. Adams noted that the Board previously authorized the District's financial advisor, Mr. John Howell of the GMS Group, LLC, to obtain proposals for financing of 100% of the capital costs for the Phase II Project. Ms. Adams stated that Mr. Howell is in the process of speaking with potential lenders and coordinating with Mr. Snively regarding the District's financial status.

#### CEO REPORT

Mr. Hooten reported that District staff spent October 2021 completing the District's ambulance fleet. Mr. Hooten stated that there have been ongoing issues with the Wi-Fi signal on the ambulance radios, which were purchased from Dailey-Wells Communication. Mr. Hooten reported that the issue has been temporarily resolved and the Wi-Fi signal on all ambulances is currently stabilized.

Mr. Hooten went on to report that it will take approximately 20 weeks of call data to be able to determine when and where trucks should be posted. Mr. Snively stated it will take about four (4) to six (6) months of accounts receivable data to be able to update projected revenues.

#### ADMINISTRATION REPORT

Mr. Farmer next presented to and reviewed with the Board the monthly Administration Report, a copy of which is attached hereto. Mr. Farmer stated that the District currently has 266 employees with a 2.7% turnover rate.

## **COMPLIANCE REPORT**

The President then recognized Ms. Conn, who presented to and reviewed with the Board the Compliance Manager's Report, a copy of which is attached hereto. Ms. Conn stated that she continues to coordinate with the Texas Department of State Health Services ("DSHS") to obtain ambulance approvals, respond to requests/subpoenas for patient care records, respond to complaints filed with DSHS and review the District's standard operating procedures.

## **ADMINISTRATION REPORT (-CONTINUED-), INCLUDING:**

### **REVIEW AND APPROVE WASTEWATER SYSTEM SERVICE AGREEMENT WITH KLEIN ENVIRONMENTAL SERVICES INC. ("KLEIN ENVIRONMENTAL")**

Mr. Hooten then presented to and reviewed with the Board a proposed Wastewater System Service Agreement with Klein Environmental and an Addendum to same. A discussion ensued. Ms. Adams noted that RBAP reviewed and commented on the Wastewater System Service Agreement and prepared the necessary Addendum to same.

Upon motion by Commissioner Williams, seconded by Commissioner Brost, after full discussion and the question being put to the Board, the Board voted unanimously to approve and authorize the CEO to execute the Wastewater System Service Agreement with Klein Environmental and the Addendum to same, copies of which are attached hereto, subject to finalization of same.

### **ADOPT ORDER DECLARING PROPERTY AS SURPLUS OR SALVAGE AND AUTHORIZING SALE OR DISPOSAL OF SAME ("SURPLUS PROPERTY ORDER")**

Commissioner Grundmeyer stated that he has a conflict of interest in connection with the Board's declaration of surplus property and would be abstaining from any discussion or action on such matter.

Ms. Adams and Mr. Hooten next presented to and reviewed with the Board the Surplus Property Order and the Surplus Property Exhibit to same. Mr. Farmer stated that District staff has finalized the summary of the District's salvage/surplus property and went on to review same with the Board. Ms. Adams noted that once the Surplus Property Order is adopted, the Board can authorize District staff to can properly dispose of the salvage property, if any, and sell the surplus property. An extensive discussion ensued regarding the designation of such personal property as surplus or salvage and setting the fair market value for the property.

Upon motion by Commissioner Williams, seconded by Commissioner Brost, after full discussion and the question being put to the Board, the Board voted four (4) votes in favor and one (1) abstention by Commissioner Grundmeyer, to adopt the Surplus Property Order, thereby approving and authorizing the sale or disposal of the surplus and salvage property and authorizing District staff appointed by the CEO to sell or dispose of such surplus and salvage property in accordance with the applicable terms of Section 775.0735, Texas Health and Safety Code.

### **REVIEW AND APPROVE LEASES AND/OR USE AGREEMENTS, AS NECESSARY**

Mr. Hooten stated that there were no lease or use agreements for the Board's consideration.

**COMMUNITY OUTREACH REPORT, INCLUDING IMPLEMENTATION OF COMMUNITY ADVISORY COMMITTEE, AND TAKE NECESSARY ACTION ON SAME**

Mr. Thomas then presented to and reviewed with the Board the Community Outreach Report, a copy of which is attached hereto. Mr. Thomas reported on the District's community outreach efforts thus far and stated that he recommended establishing a Community Advisory Committee (the "Advisory Committee") in connection with the outreach efforts. Mr. Thomas noted that he has tentatively planned an inaugural Advisory Committee meeting for December 14<sup>th</sup> at 6:30 p.m. Mr. Thomas then reviewed with the Board his recommendations for the appointment of 15 people to such Advisory Committee and a presentation regarding the proposed structure of same, copies of which are attached hereto. A discussion ensued.

Upon motion by Commissioner Williams, seconded by Commissioner Grundmeyer, after full discussion and the question being put to the Board, the Board voted unanimously to approve the creation of an Advisory Committee and appoint the members recommended by Mr. Thomas. Commissioner Plummer noted that she cautiously approves the creation of the Advisory Committee because there already exists a Board to make decisions for the District.

**CLINICAL REPORT**

Mr. De La Rosa and Dr. Patrick next presented to and reviewed with the Board the District's Clinical Operations Report for the month of October, including response times, patient treatments and related technology, a copy of which is attached hereto.

Dr. Patrick then presented meritorious service awards to District employees.

**OPERATIONS REPORT**

The President then recognized Mr. Chebra, who presented to and reviewed with the Board the October Operations Report, a copy of which is attached hereto.

Mr. Chebra reported that the District: 1) responded to 4,609 calls, which resulted in approximately 2,990 transports to hospitals; and 2) provided mutual aid 17 times and requested mutual aid 14 times. Mr. Chebra noted that the average wall time during the month was approximately 49 minutes.

**REVIEW AND APPROVE PURCHASE ORDERS, AS NECESSARY**

Mr. Hooten stated that there were no purchase orders to present.

**CFO'S REPORT**

**APPROVE PAYMENT OF BILLS AND ISSUANCE OF CHECKS, AND REVIEW INVESTMENT REPORT**

Mr. Snavelly then presented to and reviewed with the Board a summary of activity, a budget comparison, list of checks and related invoices being presented for payment and the Investment Report, copies of which are attached hereto. A discussion ensued.

Commissioner Plummer stated that she has a conflict of interest in connection with the Jinco, Inc. invoice(s) and payment of same and would be abstaining from any discussion or action on such matter.

Upon motion by Commissioner Williams, seconded by Commissioner Grundmeyer, after full discussion and the question being put to the Board, the Board voted unanimously to: 1) approve the CFO's Report, as discussed; and 2) authorize payment of the bills as submitted, with the exception of the Jinco, Inc. payment and any Dailey-Wells invoices, which would be considered separately.

Upon motion by Commissioner Brost, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted four (4) votes in favor and one (1) abstention by Commissioner Plummer, to approve payment of the Jinco, Inc. landscaping invoices.

#### STATUS OF TRANSFERRING DISTRICT'S DEPOSITORY ACCOUNT FROM BBVA TO ALLEGIANCE BANK ("ALLEGIANCE")

Mr. Snavelly went on to report that all of the District's Allegiance Bank accounts are active and in use and he is working to move remaining funds held in BBVA/PNC Financial Bank ("PNC") accounts to Allegiance. Mr. Snavelly noted that the District's PNC Operations account must remain active for outstanding checks that were written before the transfer to Allegiance.

#### TAX ASSESSOR/COLLECTOR'S REPORT

Ms. Adams presented to and reviewed with the Board the Tax Assessor/Collector's Report for October 2021, a copy of which is attached hereto.

#### DISTRICT COMMUNICATIONS REPORT, INCLUDING STATUS OF PUBLIC RELATIONS ("PR") ACTIVITIES, INCLUDING:

##### STATUS OF PUBLIC RELATIONS ACTIVITIES

Mr. Karrenbrock then reviewed with the Board 62 Digital's monthly website and PR report, a copy of which is attached hereto.

Mr. Karrenbrock noted that his office continues to meet weekly with Mr. Hooten and the District's Communications Committee regarding District PR activities.

##### STATUS OF CREATION OF NEW WEBSITE

Mr. Karrenbrock next reported that he has commenced working on the first phase of the website re-design project and anticipates that the District's new website should be completed in three (3) to four (4) months.

**ATTORNEY'S REPORT, INCLUDING:**

**DISCUSS AND TAKE NECESSARY ACTION REGARDING METHOD OF CONDUCT OF MAY 7, 2022 GENERAL ELECTION**

Ms. Garza explained that the District's next General Election will be held on May 7, 2022 (the "Election"), and stated that the terms of office of Commissioners Grundmeyer and Brost expire at such time.

Ms. Garza stated that the Harris County Office of the Elections Administrator ("County EA") recently informed RBAP that the County EA will offer joint election services for the Election due to the Constitutional Amendment election to also be held on May 7, 2022. Ms. Garza then reviewed the estimated cost for the District to contract with the County EA to conduct the District's Election, which is a flat fee of \$2,500 plus \$1.05 per registered voter of the District (approximately \$365,000). Ms. Garza stated the District must decide if it would like to contract with the County EA for a possible joint Election as soon as possible. An extensive discussion ensued regarding the advantages and disadvantages of contracting with the County EA to conduct the Election and the challenges to the District in conducting its own election.

Upon motion by Commissioner Pinard, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted four (4) votes in favor and one (1) abstention by Commissioner Plummer, to authorize the District to conduct its own Election.

**REVIEW MEDICAL DIRECTOR PROFESSIONAL SERVICES AGREEMENT (THE "MEDICAL DIRECTOR AGREEMENT") AND CEO'S PERFORMANCE REVIEW OF THE MEDICAL DIRECTOR AND TAKE NECESSARY ACTIONS ON SAME**

The Board reviewed the Medical Director's Agreement, which was approved on December 21, 2020. Ms. Adams noted that the initial term of such agreement was one (1) year and thereafter, the agreement automatically renews each year unless terminated. Mr. Hooten stated that he has reviewed Dr. Patrick's performance over the last year and he has no recommended changes to the Medical Director's Agreement. Upon motion by Commissioner Brost, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to renew the Medical Director's Agreement for another one (1) year term.

**STATUS OF CCEMS VS. THE DISTRICT, ET AL. (THE "CCEMS LITIGATION"), INCLUDING SECOND PHASE OF PKF SPECIAL DISTRICT EXAMINATION REPORT (THE "PKF REPORT")**

**REVIEW RECENT PUBLIC INFORMATION ACT ("PIA") REQUESTS AND STATUS OF RESPONSES TO SAME AND *DISTRICT VS. KEN PAXTON***

**REVIEW CEO EMPLOYMENT AGREEMENT WITH DOUGLAS HOOTEN RELATED TO ANNUAL SALARY AND PERFORMANCE REVIEW AND TAKE NECESSARY ACTIONS ON SAME**

Commissioner Plummer then stated that the Board would be going into Executive Session to deliberate the items listed above as matters of attorney-client privilege and pending or

contemplated litigation as they relate to the CCEMS Litigation, pursuant to Section 551.071, Texas Government Code and personnel matters pursuant to Section 551.074, Texas Government Code.

All members of the Board present, Ms. Adams, Ms. Garza, Ms. Abedinzadeh, Mr. Trachtenberg, Ms. Phillips and Mr. Hooten convened into Executive Session at 7:59 p.m.

Mr. Boatcallie entered Executive Session at 8:25 p.m. and exited at 8:33 p.m.

Mr. Trachtenberg, Ms. Phillips and Mr. Hooten exited Executive Session at 9:05 p.m.

RECONVENE IN OPEN SESSION

Those attending Executive Session then re-entered the meeting at 9:20 p.m.

Commissioner Plummer reconvened the meeting in open session at approximately 9:21 p.m. at which time the following action was taken by the Board:

Upon motion by Commissioner Williams, seconded by Commissioner Brost, after full discussion and the question being put to the Board, the Board voted unanimously to authorize the District's special counsel to proceed as discussed during Executive Session.

Upon motion by Commissioner Brost, seconded by Commissioner Grundmeyer, after full discussion and the question being put to the Board, the Board voted unanimously to rescind its previous motion to authorize the creation of an Advisory Committee and defer implementation of the Advisory Committee until such time as additional information is provided to the Board.

There was no further discussion on the CEO Employment Agreement at this time.

There being no further business to come before the Board, the meeting was adjourned at 9:25 p.m.

PASSED, APPROVED AND ADOPTED this 16<sup>th</sup> day of December 2021.

  
Secretary, Board of Commissioners

