

MINUTES OF MEETING OF THE  
BOARD OF COMMISSIONERS

June 16, 2022

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 the 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 Thursday, June 16, 2022, at 9:00 a.m.; whereupon, the roll was called of the members of the Board, to-wit:

Karen Plummer	President
Steve Williams	Vice President
Dorothy Dalton	Secretary
Robert Pinard	Treasurer/Asst. Secretary
Zach Dunlap	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 ("CCO"); Mr. Jerry Thomas, Community Engagement Manager; Ms. Destiny Petty; and Mr. Russell Carter. District consultants in attendance were: Mr. Joseph Ellis of McCall Gibson Swedlund Barfoot PLLC ("McCall Gibson"), auditor for the District; Mr. Ricardo Martinez of Martinez Architects ("MA"); Mr. Rene Aviles of J.E. Dunn Construction Co. ("J.E. Dunn"); Ms. Regina D. Adams and Ms. Monica A. Garza, attorneys, and Ms. Carla Christensen, paralegal, of Radcliffe Bobbitt Adams Polley PLLC ("RBAP"), general counsel for the District; Ms. Anna Phillips of Greathouse Holloway McFadden Trachtenberg, PLLC ("Greathouse"), special counsel to the District; and Mr. Grant McAnelley of 62 Digital, LLC ("62 Digital"), the District's communications coordinator. Also in attendance were numerous 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**

Commissioner Plummer then recognized Mr. Larry Lipton, who thanked the Board members for their dedication to the District and stated he was encouraged for the future of the District.

There were no additional public comments at this time.

## **STORK AWARD PRESENTATION**

Mr. De La Rosa then recognized Ms. Destiny Petty, Ms. Rose Mollinari (in absentia) and Mr. Russell Carter and presented them with a Stork Award in recognition of the care that they provided on an active labor call on September 12, 2021, which resulted in the delivery of twins.

Mr. De La Rosa then recognized Mr. Austin Delaplane (in abstention) and presented him with a Stork Award in recognition of the care he provided on two (2) active labor calls on December 26, 2021 and January 30, 2022.

## **APPROVAL OF THE MINUTES**

The Board considered approval of the minutes of the regular meeting of May 19, 2022 and the special meetings of May 18, 2022 and May 24, 2022. Upon motion by Commissioner Williams, seconded by Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted unanimously to approve the minutes of the regular meeting of May 19, 2022 and the special meetings of May 18, 2022 and May 24, 2022, as presented, and the certified agendas for same.

## **REVIEW AND APPROVE ANNUAL AUDIT REPORT FOR FISCAL YEAR ENDED ("FYE") DECEMBER 31, 2021 (THE "AUDIT") AND AUTHORIZE NECESSARY FILINGS OF SAME**

Mr. Ellis next reviewed with the Board the draft Audit and management letter in detail, copies of which are attached hereto. Mr. Ellis noted that, as previously explained at prior Board meetings, McCall Gibson has given the District an unqualified audit opinion. Mr. Ellis then briefly reviewed other information reflected in the Audit and responded to various questions from the Board. A discussion ensued.

Upon motion by Commissioner Pinard, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to approve the Audit and authorize the filing of same with all required governmental entities/agencies, including the Clerk of the Harris County (the "County") Commissioner's Court.

**ADMINISTRATION, DISPATCH AND LOGISTICS FACILITIES CONSTRUCTION/ DEVELOPMENT REPORT, INCLUDING:**

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

Mr. Martinez reported that MA has continued to coordinate with the District's Construction Committee and J.E. Dunn representatives in connection with completion of construction of the Phase I Project. Mr. Martinez noted that there are approximately seven (7) punch list items that need to be completed and the District continues to retain \$1,078,182 in connection with Phase I Project costs. A discussion ensued.

**STATUS OF CONSTRUCTION OF THE PHASE II REDEVELOPMENT OF THE DISTRICT ADMINISTRATION PROPERTY (THE "PHASE II PROJECT") FROM J.E. DUNN AND TAKE NECESSARY ACTION ON SAME**

Mr. Martinez next presented to and reviewed with the Board the design and construction status report and photographs of the Phase II Project, copies of which are attached hereto. Mr. Martinez then reported that MA had reviewed and released the shop drawings for the ambulance wash bay. Mr. Martinez then reported that installation of the communications tower was ongoing. Mr. Martinez noted that demolition and renovation of Building E has been removed from the current scope of work for the Phase II Project.

Mr. Martinez next updated the Board on the construction schedule for the Phase II Project.

**APPROVE CONSTRUCTION PAY APPLICATIONS ("PA") AND/OR CHANGE ORDERS ("CO"), INCLUDING SUBMISSION OF FINAL PA AND STATUS OF PREPARATION OF AUDIT OF PHASE I EXPENDITURES ("PHASE I AUDIT"), IF NECESSARY**

The Board then reviewed PA No. 14 from J.E. Dunn in the amount of \$1,321,682.00, of which \$106,559.00 was for the Phase I Project and \$1,215,123.00 was for the Phase II Project, a copy of which is attached hereto. Mr. Martinez stated that there would be at least one (1) more PA for the Phase I Project. Mr. Martinez noted that the total cumulative construction contract sum for Phase I and II Projects is \$31,226,981.00, of which approximately \$21,805,182.00 of the construction costs for the Phase I Project have been expended and \$1,215,123.00 of the construction costs for the Phase II Project have been expended. A discussion ensued.

Mr. Martinez then reminded the Board that it previously reviewed PA No. 13 from J.E. Dunn in the amount of \$1,006,149.00 but had not yet approved same. A discussion ensued.

Ms. Adams reminded the Board that it previously authorized the engagement of the Auditor to conduct the Phase I Audit after receipt of the District's final PA for the Phase I Project. Ms. Adams went on to explain that once the Phase I Project outstanding items are addressed and a final PA is presented to the District but before the Board approves the final PA, the Auditor will prepare the Phase I Audit.

Upon motion by Commissioner Williams, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to accept the MA Report and approve PA Nos. 13 and 14 in connection with the Phase I and Phase II Projects.

AUTHORIZE PROCURING PROPOSALS FOR DISTRICT REAL PROPERTY MASTER PLAN ("MASTER PLAN")

Mr. Hooten went on to state that he has been monitoring the status of the construction of the Phase I and Phase II Projects and requested that the Board consider authorizing preparation of a "Master Plan," for the District's Administration Building and property. A discussion ensued where it was indicated that the Master Plan would serve many purposes to allow for the District to determine the highest and best use for the remainder of the property, which could potentially include the sale of all or some of the unutilized portion.

Upon motion by Commissioner Pinard, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to authorize the District's staff to request qualifications for the preparation of a District Master Plan.

CEO REPORT

Mr. Hooten then reported on various service matters, including the status of the District's operations, ambulance fleet, communications, District staffing and hospital wall times during May 2022.

A discussion ensued regarding the District's current communications system and portable radios.

Mr. Hooten next reported that District ambulances that were previously declared as surplus property were sold at auction and the District received \$240,000 for the sale of same.

REVIEW PROPOSAL FROM MOTOROLA SOLUTIONS ("MOTOROLA") IN CONNECTION WITH CRITICAL CONNECTION SUBSCRIPTION AND SERVICE AGREEMENT FOR SAME

Mr. Hooten then presented to and reviewed with the Board a proposal from Motorola, a proposed Master Customer Agreement ("MCA") and a Subscription Software Addendum ("SSA") with Motorola in connection with the District's purchase of the necessary subscription and software for three (3) critical connection talk paths, copies of which are attached hereto. Ms. Adams noted that RBAP has reviewed the MCA and SSA. Mr. Hooten stated that the estimated annual cost for the Motorola services is \$18,000 for the 3<sup>rd</sup> party subscription and \$3,600 for the 3 talk paths with a one (1) – time set-up fee of \$18,750. An extensive discussion ensued.

Upon motion by Commissioner Williams, seconded by Commissioner Dalton, after full discussion and the question being put to the Board, the Board voted unanimously to approve the MCA and SSA with Motorola.

REVIEW THE LANDSCAPING SERVICES CONTRACT WITH JINCO, INC. ("JINCO") AND TAKE ANY NECESSARY ACTIONS ON SAME

Commissioner Plummer stated that she had a conflict of interest in connection with the JINCO Landscaping Services Contract and would be abstaining from any discussion or action on such matter.

A discussion ensued regarding the District's current Landscaping Services Contract with JINCO. Mr. Hooten stated that the Landscaping Services Contract expires in May 2023. It was the consensus of the Board to request proposals from landscaping contractors upon the termination of the current Landscaping Services Contract with JINCO.

REVIEW AND APPROVE:

PERCOM CLINICAL AFFILIATION AGREEMENT

Mr. Hooten then presented to and reviewed with the Board the proposed Affiliation Agreement with PERCOM Online, Inc. and PERCOM EMS Medical Education Consortium ("PERCOM") in connection with the use of the District's facilities by PERCOM students and the related Medical Director acknowledgement letter. A discussion ensued. Ms. Adams noted that RBAP reviewed and commented on the Affiliation Agreement with PERCOM and related acknowledgement letter.

Upon motion by Commissioner Williams, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to approve, and authorize the CEO to execute, the Affiliation Agreement with PERCOM and authorize the District's Medical Director to execute the related acknowledgement letter, copies of which are attached hereto, subject to finalization of same.

EMS UNIVERSITY AFFILIATION AGREEMENT

Mr. Hooten then presented to and reviewed with the Board the proposed Affiliation Agreement with EMS University in connection with the use of the District's facilities by EMS University students and the related Medical Director acknowledgement letter. A discussion ensued. Ms. Adams noted that RBAP reviewed and commented on the Affiliation Agreement with EMS University and related acknowledgement letter.

Upon motion by Commissioner Williams, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to approve, and authorize the CEO to execute, the Affiliation Agreement with EMS University and authorize the District's Medical Director to execute the related acknowledgement letter, copies of which are attached hereto, subject to finalization of same.

CAO 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 had 267 employees with a 1.7% turnover rate.

Mr. Farmer then reviewed with the Board: 1) IT updates; 2) fleet incidents; 3) injuries; 4) workers' compensation claims; 5) training opportunities; and 6) clinical exposures. Mr. Farmer also reported that, to-date, the District's fleet had driven a total of 959,398 miles since September 2021.

### 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 included in the CAO's Report.

### COMMUNITY OUTREACH AND COMMUNICATIONS REPORT AND STATUS OF CREATION OF NEW WEBSITE

Mr. Thomas then presented to and reviewed with the Board the Community Outreach Report, a copy of which is included in the CAO's Report. In response to a question, Mr. Thomas noted that the new website should be completed in four (4) to six (6) weeks. Mr. Thomas noted that RBAP will need to review the new website for content required by law prior to the website going live.

Upon motion by Commissioner Dalton, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to approve the CAO's Report.

### CCO/OFFICE OF THE MEDICAL DIRECTOR REPORT

Mr. De La Rosa next presented to and reviewed with the Board the District's Clinical Operations Report for May 2022, including response times, patient treatments, statistics and related technology, a copy of which is attached hereto.

Upon motion by Commissioner Dunlap, seconded by Commissioner Dalton, after full discussion and the question being put to the Board, the Board voted unanimously to approve the CCO's Report.

### COO REPORT

The President then recognized Mr. Chebra, who presented to and reviewed with the Board the May 2022 Operations Report, a copy of which is attached hereto. A discussion ensued.

Mr. Chebra reported that in the previous month, the District: 1) operated its ambulances at 14,752 unit hours with 80 lost unit hours; 2) received 5,109 calls, which resulted in approximately 61% transports to hospitals; and 3) provided mutual aid 53 times and requested mutual aid 9 times. Mr. Chebra noted that the average wall time during the month was approximately 46 minutes.

Mr. Chebra addressed questions from Commissioner Dunlap regarding a certain call and staffing.

Upon motion by Commissioner Williams, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to approve the COO's Report.

## CFO REPORT

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

Mr. Snavely next presented to and reviewed with the Board a summary of activity, profit and loss statement, a budget comparison, statement of cash flows, the debt service payment schedule, a 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 had a conflict of interest in connection with the JINCO invoice(s) and payment of same and would be abstaining from any discussion or action on such matter.

Upon motion by Commissioner Dalton, seconded by Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted unanimously to: 1) approve the CFO Report, as discussed; and 2) authorize payment of the bills as submitted, with the exception of: a) the JINCO payment, b) Phases I and II Projects invoices from MA, c) the Phases I and II Projects PA Nos. 13 and 14, d) expense reimbursement and per diem requests from current Commissioners and former Commissioner Kevin Brost, and e) the Dailey-Wells Communications, Inc. ("Daley-Wells") invoice, which would each be considered separately; and 3) approve the Investment Report.

Upon motion by Commissioner Dalton, 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 landscaping invoices.

Upon motion by Commissioner Pinard, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to approve payment of the Dailey-Wells invoice.

An extensive discussion ensued regarding the reimbursement requests submitted by former Commissioner Brost for miscellaneous expenses totaling \$727.46 in 2020 and \$8,744.60 in 2021.

Upon motion by Commissioner Dalton, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to approve payment of a) the submitted Commissioner Fees of Office for Commissioners Plummer and Williams; b) the submitted Commissioner Fees of Office for former Commissioner Brost for calendar year 2022 only; and c) Commissioner Plummer's expense reimbursement.

Upon motion by Commissioner Williams, seconded by Commissioner Dalton, after full discussion and the question being put to the Board, the Board voted unanimously to approve payment of the Phases I and II Projects invoices from MA and PA Nos. 13 and 14.

### REVIEW AND APPROVE SELECTION OF A COLLECTIONS AGENCY

A discussion ensued regarding the engagement of a collections agency in an effort in increase patient billing collections. Upon motion by Commissioner Dalton, seconded by

Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted unanimously to authorize District staff to obtain proposals from collections agencies.

**REVIEW AND APPROVE RESOLUTION AUTHORIZING TRANSFER OF FUNDS FROM TEXPOOL INVESTMENT ACCOUNT**

Mr. Snavely stated that this item is no longer necessary as the funds were transferred from the TexPool investment accounts to the District's General Fund.

**ANNUAL REVIEW OF DISTRICT INVESTMENT POLICY AND TAKE ANY NECESSARY ACTIONS ON SAME**

Ms. Adams then reviewed with the Board the Order Regarding Annual Review of Rules, Policies, and Code of Ethics for the Investment of District Funds and Review of Investments (the "Investment Policy Order"). Ms. Adams reported that the District is required to review its Investment Policy annually. Ms. Adams then reported that the authorized broker list, which is required pursuant to the Texas Public Funds Investment Act, was updated by Mr. Snavely. An extensive discussion ensued.

Upon motion by Commissioner Williams, seconded by Commissioner Dalton, after full discussion and the question being put to the Board, the Board voted unanimously to adopt the Investment Policy Order and approve the amendments to the authorized broker list, a copy of which is attached hereto.

**DISCUSS MOVING REGULAR BOARD MEETING DATE AND TIME**

An extensive discussion ensued regarding the possibility of changing the regular Board meeting date and/or time.

Upon motion by Commissioner Dalton, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to move the District's regular monthly meetings to the fourth (4<sup>th</sup>) Tuesday of the month at 5:00 p.m., effective July 26<sup>th</sup>.

**TAX ASSESSOR/COLLECTOR'S REPORT**

Ms. Adams then reviewed with the Board the Tax Assessor/Collector's Report for May 2022, a copy of which is attached hereto. A discussion ensued.

Ms. Adams went on to report that the District's 2022 preliminary taxable value is \$64,424,987,000, not including personal property, which is an increase from the District's 2021 preliminary taxable value of \$56,107,768,245.

**PRESENTATION FROM MEMORIAL HERMAN LIFE FLIGHT**

Ms. Adams stated that Memorial Herman representatives rescinded their request to make a presentation to the Board at the meeting, but may plan to attend a future Board meeting to make its presentation.



**ATTORNEY'S REPORT, INCLUDING:**

**REVIEW RECENT PUBLIC INFORMATION ACT ("PIA") REQUESTS AND RESPONSES TO SAME**

Ms. Adams then reported on the status of outstanding and recent PIA requests received.

**STATUS OF CYPRESS CREEK EMERGENCY MEDICAL SERVICES ("CCEMS") VS. THE DISTRICT, ET AL, (THE "CCEMS LITIGATION") AND RELATED LEGAL MATTERS AND TAKE NECESSARY ACTION ON SAME**

Ms. Phillips first reported that, pursuant to the District's Settlement Agreement with CCEMS, the District has received checks from: 1) Travelers Casualty and Surety Company of America in the amount of \$350,000; 2) Koronis Revenue Solutions LLC in the amount of \$50,000; and 3) the CCEMS Board of Directors in the amount of \$13,500. In response to a question, Ms. Phillips stated that the District has not yet received CCEMS' Federal Emergency Management Agency ("FEMA") receivable in the amount of \$380,000. Ms. Phillips reminded the Board that the District also has an outstanding unsecured claim of \$2.5 million in CCEMS' bankruptcy case.

Ms. Phillips then stated that she would provide status updates on the CCEMS Litigation and CCEMS' bankruptcy proceedings in Executive Session.

**REVIEW VARIOUS DISTRICT PERSONNEL MATTERS**

Ms. Adams stated that any District personnel matters would be discussed in Executive Session.

**STATUS OF THE CCEMS LITIGATION AND RELATED MATTERS**

**REVIEW VARIOUS DISTRICT PERSONNEL MATTERS**

Commissioner Plummer then stated that the Board would convene in Executive Session to deliberate the items listed above as matters of attorney-client privilege and pending 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, except Commissioner Dunlap, Mr. Hooten, Ms. Adams, Ms. Garza, Ms. Christensen, and Ms. Phillips convened into Executive Session at 10:50 a.m.

Commissioner Dunlap entered Executive Session at 11:10 a.m.

Ms. Phillips and Mr. Hooten exited Executive Session at 11:12 a.m.

Mr. Hooten re-entered Executive Session at 11:47 a.m.

All other meeting attendees still present re-entered the meeting at 12:16 p.m.

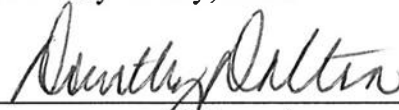
RECONVENE IN OPEN SESSION

Commissioner Plummer reconvened the meeting in open session at approximately 12:18 p.m. at which time no action was taken by the Board.

A discussion ensued regarding the possibility of holding a special Board meeting in the following two (2) weeks.

There being no further business to come before the Board, the meeting was adjourned at 12:20 p.m.

PASSED, APPROVED AND ADOPTED this 26<sup>th</sup> day of July, 2022.



Secretary, Board of Commissioners

