

NEHALEM BAY HEALTH DISTRICT

October 03, 2017 BOARD MEETING

Present: Tom Mock, Lynda Chick, Marc Johnson, Jeff Slamal

Guests: Mark Remley, Kim Topazio, Lynnelee Baertuerh - NVCC, Tom Ayers, Blain Bourde- Food Bank, Leila Salmon, Brian Camron, Camy Vonseggern, Victoria Stoppiello

Convened: 7:01 PM.

Approval of Minute: Marc moved for approval, seconded by Lynda to approve as written. Unanimously approved.

Interview of Prospective Board Members: Tom, "No one in attendance that has applied?" Jeff:" Correct, we had one candidate who withdrew, Tom Campbell and another submit a letter and resume, Ted Weissbach, and that's it".

Tom: Suggested that we continue our search so that more people become aware of the two positions and hopefully get applicants by our next meeting. Motion to continue the search for at least another month from Tom, seconded by Marc, motion carried unanimously.

Question from Marc, is exactly which positions does each individual fill. Jeff, I have that information available and I will get it to each of the members. Generally, those who have been and will be appointed these positions term will end June 30, 2019 after the next election to be held May 2019. At this time, they or another individual will be elected to a four-year term to end June 2023.

OLD BUSINESS:

1. Jeff: "There was an outstanding item about the question that was raised at last meeting. Marc had asked if the audit had been completed. Audit was completed and all the documents were emailed to me and in turn emailed to the Secretary of State's office division. They declared that received them in good order and the only thing they are still waiting for is the summary form."

"I have questioned the invoicing from the auditors. The amount they charged the Care Center was very high. We need to talk to Glen Kearns of the audit firm to get accounting of our outstanding balance for the audit for 2015 and 2016. We're looking for another auditing firm. We aren't happy with Accuity and they weren't happy with us. We feel that the overall price the current auditor is charging is exorbitant so we are seeking another audit firm; one that is also familiar with the medical industry.

Marc would like the audit firm to meet in person with the board. Jeff asked for such a meeting and we didn't receive a reply. Suggested that there may be another way to meet via a conference call or skype. Marc feels that they should come and make themselves available to the board. Marc would like them to come out during our November board meeting. Jeff felt that their hesitance of wanting to meet has to do with the fact that they are coming from a long distance. It's a three-hour round trip. So, if we have a meeting in the evening they will have to spend the night and we will be charged.

2. The demolition or moth balling of the annex building. Marc was concerned about if there were any studies to determine what needs to be done. Jeff: there was a study done by MC consultants.

This study spelled out all of the hazardous materials contained in the structure.

Marc felt that we may be getting ahead of ourselves in trying to make a determination of whether we should demolish the building. Discussion about what should be done with the property when and if the

building is demolished. We need to develop a long-term strategy that would include getting input and feedback from the community. Lynda brought up the fact that the previous board had set a date of June 30, 2018 for either mothballing or demolition of the building, but we should visit the studies that have been done and purpose bids before any decision is made.

Jeff will provide the finalized study after I meet with on Friday and I will present the final report to the board and summarize what is contained in the report. Once the building is demolished there will still be other construction required to make sure the property is stable. Such as, a retaining wall. General comments that there should be completed of the geological study completion. Tom Ayers had made the statement that the annex building is in a state of disrepair and that the possibility of remodeling is out of the question.

An attendee asked about a structural integrity of the building. Jeff: The building is structurally sound. The age of the building is an issue regarding the electrical, heating, roof, the containment of any friable asbestos and contending with non-friable asbestos when doing repair or remodeling.

Tom Ayers commented that Tom Harding a geologist, he had done a preliminary walk of the property and felt there should be no issues but a full study would need to be done. He suggested that we call Tom Harding who is a Geologist in Seaside to do a study which was put into the budget of this year. Jeff: I will get in touch with him this week.

Jeff reminded the board that of his request to have an independent inspection of the Clinic and it was asked by Linda if we should also include an inspection of the care center at the same time. This will be taken up at a later time.

NEW BUSINESS:

1. Jeff brought up the issue of the HVAC at the clinic and who is responsible, the District or the Rinehart Clinic to maintain the mechanical condition of these units. A question had come up about what the lease agreement says about this. According to Jeff, the lease is not specific about it but, one line in the lease agreement states that the tenant is to maintain the interior of the facility and equipment but is not responsible for reasonable wear and tear. After discussion it was determined and by the board that the district should take responsibility for this equipment and that the Rinehart clinic will be responsible to maintain all else other than the units themselves. A motion was made and seconded and it was voted two yea one abstention.

2. The generator set general discussion. Question, who owns the equipment and who is responsible for it? Reinhart district asked to have the unit gifted to them. This was very complicated because the equipment is tax payer owned. Jeff: My recommendation is to take responsibility and maintain it accordingly.

The rent checks in which Rinehart clinic deducted repairs need to be rewritten for the full amount of rent. District will write checks to Rinehart as reimbursement for the repairs to the generator and HVAV units. Camy Vonseggern, President Rinehart Board, said the Generator was taken off line for some unknown reason. There was a big misunderstanding which came about due to the lack of communication. The lack of communication has caused problems when there not have been.

Discussion followed about who is responsible for the HVAC system and the generator. It was determined that according to the rental agreement that NBHD is responsible for that equipment and the

repair of. A motion was introduced to except that responsibility and it was seconded and passed. Two Yeas and one abstention.

NVCC OPERATIONAL REPORT:

Mark Remley gave his financial report for the care unit NVCC. In summery the current patient Occupation is only at thirty-four. This is due to the lack of professional level staff that is required to maintain a proper ratio of patients to staff. The biggest challenge to the care center is hiring the staff they need to fill the beds they have available.

It has not been determined how long it will be when the care facility will be up to full staff. Rental property for potential professional employees is very scarce in this area.

Question came up from Leila Salmon on the relationship of the LLC and the care center. It was suggested by Jeff Slamal that the board and the general manager have a workshop on just how the LLC relates to the care center and NBHD.

GENERAL MANAGER REPORT:

Financial Transaction Report,

Jeff Slamal presented his financial report to the board which showed that there was \$10,000 fewer expenses than budgeted for in the first quarter. Income had a short fall of \$26,593.61 for the first quarter however a payment by the Care Center for past due rent of \$26,160.00 this quarter brought the negative income to only \$433.61.

Project Report,

All projects on the project list have been completed to date. One item is the siding of the clinic which will need to be addressed again in spring. Refer to Project Status report included.

RESOLUTION:

Linda Chick read a resolution that she wanted to be adopted by the district denouncing hate speech and discrimination. The board brought it up as a motion and it was seconded and passed unanimously. This resolution is on file.

We were asked to read a statement that was received from an individual who could not attend but requested that we read it in its entirety to enter it into record. (Letter on file in minutes Binder.)

Camy Vonseggern brought up the fact that there was an opportunity for the Rinehart Clinic to acquire federal grants for expansion and the former board members did not approve it because it would have required a lean be put on the property. We asked to continue the discussion regarding the lease agreement between Rinehart clinic and NBHD.

Tom asked if holding our board meeting the first Tuesday of every month was agreeable for everyone. Lynda wanted to make sure that it didn't conflict with any other major meetings in the area. Jeff has looked into this and determined that no conflicts exist. Meeting will continue to be held on current schedule.

Meeting adjourned at 9:33PM