

SPECIAL MEETING AGENDA
THURSDAY, MAY 11, 2023
6:00 PM
REDWOODS ROOM, AHMC
700 RIVER DRIVE, FORT BRAGG, CA
<https://www.mchcd.org>

NOTICE OF SPECIALMEETING OF THE BOARD OF DIRECTORS
MENDOCINO COAST HEALTH CARE DISTRICT

NOTICE IS HEREBY GIVEN in accordance with Section 54956 of the Government Code that a Special Session of the Board of Directors of the Mendocino Coast Health Care District is called to be held on May 11, 2023, at 6:00 p.m. in the Redwoods Room, Adventist Health Mendocino Coast Hospital, 700 River Drive, Fort Bragg, California.

PLEASE NOTE: The outer doors to the Outpatient building where the Redwoods Room is located are locked at 7:00 PM. Anyone wishing to attend the meeting in person who arrives after 7:00 PM will see a sign on the doors indicating a phone number that can be used to bring someone from the meeting to open the door. In the event that anyone arrives to attend the meeting after 7:00 PM and does not have a cell phone, the hospital can be accessed through the Emergency Room where a security guard can be requested to provide an escort to the Redwoods Room.

In compliance with Government Code section 54954.2(a) the Mendocino Coast Health Care District will, on request, make agendas available in appropriate alternative formats to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990 (42 U.S.C. Sec. 12132), and the federal rules and regulations adopted in implementation thereof. Individuals who need this agenda in an alternative format or who need a disability-related modification or accommodation in order to participate in the meeting should contact the District at 707-937-3089 at least 72 hours prior to the meeting. The Board reserves the right to mute or remove a member of the public for inappropriate behavior which is disruptive.

This Board Meeting is being held in person. Meeting attendees may also join virtually using the Zoom link below. See Appendix A for other links and phone numbers to access this meeting.

<https://us02web.zoom.us/j/84712609085?pwd=OVMwVUNTNUMUNIL1ZLdnZmNjFINWYvdz09>

CONDUCT OF BUSINESS;

1. **Call to Order:** Lee Finney, Chair
2. **Roll Call:** Susan Savage, Secretary

BOARD AND COMMUNITY COMMENTS

3. **Comments from the Board**

4. **Comments from the Community**

This portion of the meeting is reserved for persons desiring to address the Board of Directors on any matter which the District has jurisdiction. You must state your name and address for the record. Time is limited to 3 minutes per speaker with a 20-minute total time limit for all comments. The Board of Directors can take no action on your presentation but can seek clarification of points made in your presentation or comments.

The public is invited to comment on each agenda item as it is announced by the Chair. The same 3 minutes per speaker and 20-minutes total time limits apply. The Board of Directors will then discuss the item without further public comment. The Agenda and the Minutes are approved without public comment.

Brown Act Requirements: Pursuant to the Brown Act, the Board of Directors cannot discuss or take action on items not on the agenda. This will limit the Board's response to requests and questions made during this comment period.

5. **APPROVAL OF THE AGENDA** - Lee Finney, Chair

6. **APPROVAL OF MINUTES**

- 6.1 April 6, 2023, Special Meeting Minutes
– Susan Savage, Secretary **TAB 1**

7. **OLD BUSINESS**

- 7.1 ***Discussion/Action:*** KAKX 89.3FM Student Powered Radio Personal Service Contract Approval – Lee Finney, Chair **TAB 2**

- 7.2 ***Discussion/Action:*** Draft Request for Proposal for District General Counsel – Lee Finney, Ad Hoc Committee on Recruitment for Permanent District General Counsel **TAB 3**

- 7.3 ***Discussion/Action:*** Untable the Proposed Updates to the Bylaws from the Bylaws and Policies Ad Hoc Committee – Susan Savage

- 7.4 ***Discussion/Action:*** Review Proposed Updates to the Bylaws – Susan Savage, Ad Hoc Committee on Bylaws and Policies **TAB 4**

8. **NEW BUSINESS**

- 8.1 ***Discussion/Action:*** Authorize the Treasurer to move money between bank accounts as needed to protect the District's assets – Jade Tippet, Treasurer

- 8.2 ***Discussion/Action:*** Create an Ad Hoc Committee to organize a board retreat, including locating a venue and recommending a consultant.

9. Comments from the Community

This portion of the meeting is reserved for persons desiring to address the Board of Directors on any matter which the district has jurisdiction. You must state your name and address for the record. Time is limited to 3 minutes per speaker with a 20-minute total time limit for all comments. The Board of Directors can take no action on your presentation but can seek clarification of the points made in your presentation or comments.

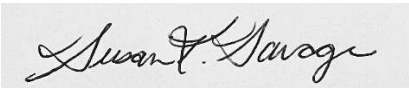
10. Comments from the Board of Directors

11. Adjournment

Dated: May 8, 2023

STATE OF CALIFORNIA)
COUNTY OF MENDOCINO) §

I declare under penalty of perjury that I hold the position of Secretary of the Mendocino Coast Health Care District Board of Directors; and that I posted this notice at the Mendocino Coast Healthcare District office at 775 River Dr., Fort Bragg, on May 8, 2023



May 8, 2023

Susan Savage, Secretary

Date

APPENDIX A

Topic: MCHCD Special Board Meeting
Time: May 11, 2023 06:00 PM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/84712609085?pwd=OVMwVUNTmunil1ZLdnZmNjFINWYvdz09>

Meeting ID: 847 1260 9085

Passcode: 440861

One tap mobile

+16699006833,,84712609085#,,,,*440861# US (San Jose)

+16694449171,,84712609085#,,,,*440861# US

Dial by your location

+1 669 900 6833 US (San Jose)

+1 669 444 9171 US

+1 719 359 4580 US

+1 253 205 0468 US

+1 253 215 8782 US (Tacoma)

+1 346 248 7799 US (Houston)

+1 507 473 4847 US

+1 564 217 2000 US

+1 646 931 3860 US

+1 689 278 1000 US

+1 929 205 6099 US (New York)

+1 301 715 8592 US (Washington DC)

+1 305 224 1968 US

+1 309 205 3325 US

+1 312 626 6799 US (Chicago)

+1 360 209 5623 US

+1 386 347 5053 US

Meeting ID: 847 1260 9085

Passcode: 440861

Find your local number: <https://us02web.zoom.us/j/84712609085?pwd=OVMwVUNTmunil1ZLdnZmNjFINWYvdz09>

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**MENDOCINO COAST HEALTHCARE DISTRICT SPECIAL BOARD MEETING
MINUTES**

Members Present: Lee Finney, Paul Katzeff, Susan Savage, Sara Spring, Jade Tippet

Public Attendees: 1 person from the public attended plus 3 persons via Zoom

DATE: April 6, 2023

TIME: 5:30 PM

PLACE: Redwood Room, Adventist Mendocino Coast Hospital
700 River Dr.
Fort Bragg, CA

NOTE: This meeting is called to reconsider any action taken at the March 30 meeting, as the meeting was ruled non-compliant with Brown Act requirements for public access.

Call to Order – Lee

The meeting was called to order at 5:35 PM

I. Board Comments

General comments were offered by Board members.

II. Community Comments – Lee

Comments were received from the public. Judy Leach from Adventist Health clarified the policy of when the south lobby doors are open.

III. Approval of Agenda – Lee

It was moved by Susan, seconded by Lee to approve the agenda as submitted.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: NO

Jade: YES

The agenda as submitted was approved. There was discussion about getting legal opinion as to how to conduct a meeting if a meeting has to be reconvened because of Brown Act non-compliance.

IV. Approval of Meeting Minutes - Susan

Moved by Susan, seconded by Lee, to amend the minutes of the February 8 Special Meeting Approval of the Agenda to read as follows:

“Moved by Jade, seconded by Susan to approve the agenda. Sara challenged the agenda as the Zoom link was not included on page 1 of the agenda and therefore invalidated the meeting. The chair ruled that posting on the District website was adequate and proceeded with the meeting.”

VOTE:

Lee: YES
Paul: ABSTAIN
Susan: YES
Sara: NO
Jade: YES

The minutes of the February 8 meeting were amended. The corrected minutes will be posted on the website.

Moved by Susan seconded by Lee to approve the minutes of the February 23 regular Board meeting as distributed.

VOTE:

Lee: YES
Paul: YES
Susan: YES
Sara: ABSTAIN
Jade: YES

The minutes were approved.

Moved by Susan seconded by Lee to approve the minutes of the March 16 Special Board meeting as distributed.

VOTE:

Lee: YES
Paul: YES
Susan: YES
Sara: ABSTAIN
Jade: YES

The minutes were approved.

V. **Treasurer's Report - Jade**

Jade presented a series of documents on the financial standing of the district. Moved by Jade seconded by Lee to accept the treasurer's report and warrant list, corrected to show \$354 reimbursed to Susan for the annual P.O. Box rental, not for copies

VOTE:

Lee: YES
Paul: YES
Susan: YES
Sara: NO
Jade: YES

Moved by Lee, seconded by Jade to pay \$422,578.12 from BofA account x0155 to the Department of Healthcare Services to satisfy a collections notice.

VOTE:

Lee: YES
Paul: YES
Susan: YES
Sara: YES
Jade: YES

The payment is authorized.

VI. Solar Power Proposal – Lee

A proposal by Josh Taylor, portfolio energy manager for Adventist Health, was reviewed. Moved by Lee, seconded by Jade to authorize Engie North American and Adventist Health to submit a non-binding interconnection application with PG&E by the April 13 deadline.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

The application is authorized.

VII. 516 Cypress Street Address Change Request – Lee

Moved by Lee seconded by Paul to approve the address change request for 516 Cypress Street.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

The address change request is approved.

VIII. Motion to Table

Moved by Lee seconded by Jade to table all remaining items on the agenda.

VOTE:

Lee: YES

Paul: YES

Susan: YES

Sara: YES

Jade: YES

The remaining items concerning the Office and Staffing ad hoc committee report, the Finance Standing Committee report, the chair's report, the general counsel search ad hoc committee report, Moss Adams reconciliation ad hoc committee report, the Bylaws & Policy ad hoc committee report, and the Adventist Health seismic compliance plan were tabled.

IX. Community Comments

Community comments were received.

X. Board Comments

Comments from the Board were delivered.

XI. Motion to Adjourn

It was moved by Jade seconded by Susan to adjourn.

VOTE:

Lee: YES

Paul: YES

Susan: YES

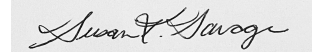
Sara: YES

Jade: YES

The meeting was adjourned at 6:42 PM.

I hereby certify that all the information contained in these minutes is true and correct.

Respectfully submitted,



Susan K Savage, Secretary

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Note: The document has not yet been made available. Hard copies will be brought to the meeting if it is provided.

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MENDOCINO COAST HEALTH CARE DISTRICT

REQUEST FOR PROPOSALS

GENERAL COUNSEL LEGAL SERVICES

May xx, 2023

Proposals Due:

June xx, 2023

Electronic proposals should be sent to:

Lee Finney, Chair of the Board of Directors

lfinney@mcdh.org

Proposals sent by mail should be sent to:

Lee, Finney, Chair of the of the Board of Directors

Mendocino Coast Health Care District

P.O. Box 569

Fort Bragg, California 95437

A. Purpose

Thank you for your interest in the Mendocino Coast Health Care District.

The District invites interested law firms with a minimum of ten (10) years of California local government legal experience and seven (7) years of special district experience to submit written proposals for selection as District General Counsel. Firms are invited to submit proposals for the full range of legal services, including special healthcare district government law practice, including funding mechanisms and public records responses. As General Counsel, the selected law firm will be expected to provide a wide range of legal services to the District.

This Request for Proposals (RFP) describes the requested services, the selection process, and the minimum information that must be included in proposals. Failure to submit information in accordance with the RFP requirements and procedures may cause disqualification. The District reserves the right to reject all proposals, waive minor proposal deviations, irregularities or omissions at its sole discretion; or disqualify any proposal that contains false or misleading information.

During the evaluation process, the District reserves the right to request additional information or clarification from a Proposer, or to allow corrections of errors or omissions. At the discretion of the District, firms submitting proposals may be requested to make oral presentations as part of the evaluation process.

B. Background

The Mendocino Coast Health Care District is a public tax, bond and rent supported special healthcare district located on the northern coast of Mendocino County, California established in 1967. Facing the financial challenges that have caused many rural hospitals to close, beginning July 1, 2020, the District entered into a long-term lease agreement with Adventist Health for Adventist to manage all hospital and clinic operations previously operated by the District. As part of the lease agreement, Adventist Health pays the District annual rent amounts whereas the District provides a fixed funding amount for facilities repairs and upgrades to Adventist Health. The District is financially responsible for any retrofit or replacement of the existing facilities to meet the seismic standards legal requirements by the statutory deadline of 2030. The District is committed in the Lease Agreement to present a plan for achieving 2030 seismic compliance to Adventist Health by January 1, 2025. The District has engaged the Devenney Group, Architects and the Devonkolb structural engineering firm to evaluate the options to achieve seismic compliance by 2030.

A five-member board of directors governs the Mendocino Coast Health Care District. Members of the Board of Directors are elected at large by the approximately 29,000 residents of the District. Directors serve either two- or four-year terms. Currently the Board has three members serving four-year terms expiring at the end of 2026, and two

directors serving two-year terms that expire at the end of 2024. Currently the District is without paid staff.

C. Scope of Services

1. Represent and advise the Board of Directors as the governing body in all matters of law pertaining to their offices.
2. Represent and appear for any District Officer and/or employee or any former District Officer and/or employee in legal proceedings in which any such officer or employee is entitled by law to representation furnished by the District.
3. Attend regular and special meetings of the Board of Directors when called to be present and provide legal advice and opinions as requested by the Chair.
4. Be promptly available for telephone consultation and render written opinions on given issues related to District business in a timely manner.
5. Approve the form and content of Board of Directors Agendas, District contracts and all performance bonds, certificates of insurance and like documents tendered to the District on a requested basis.
6. Prepare and review all Board of Directors reports, Ordinances, Resolutions, Contracts, Deeds, Leases, Bond or Tax Proposals. And all other legal documents as requested by the Chair.
7. Provide recommendations and advice when requested by the Board of Directors pertaining to the retention and employment of outside law specialists in complex matters which may involve the District.
8. Investigate all claims and complaints by or against the District and prepare civil cases and act as trial counsel as required and requested by the Board of Directors.
9. Review and provide advice to the District regarding any funding options available to the District, including general obligation and revenue bond proposals and parcel taxes, rent adjustments and fees.
10. Review and respond to all requests received by the District under the California Public Records Act for legal exemptions and redact such responses as required by law.
11. Prepare extended legal opinions of a complex nature as requested by the District.
12. Oversee and manage the legal affairs of the District and ensure that the policies, programs, and activities of the District and its employees and agents are carried out in compliance with all applicable law and that the best interests of the District are otherwise protected to the fullest extent possible.

13. Attend other meetings, such as workshops or committee meetings, as requested by the Chair.
14. Upon request, attend meetings with third parties.
15. Provide advice and consultation with respect to issues including but not limited to, the Ralph M. Brown Act, Conflict of Interest, and California Public Records Act matters.
16. Provide advice on various matters including state and federal healthcare laws and regulatory compliance, public finance, real estate and CEQA matters, permitting issues with state and federal regulatory agencies.
17. Monitor and review changes in state and federal law enacted by the legislature and advise the District of the legislative changes and necessary Board actions.
18. Advise on matters relating to public contracting, bids, bid protests, and contract templates.
19. Advise on real estate transactions involving the District.
20. Initiate and/or defend lawsuits directly, or indirectly through supervision of outside or special counsel, as necessary and at the direction of the Board of Directors, advise the Board of Directors on pending and potential litigation and obtain direction from the Board; and provide advice on actions to be taken by the Board to avoid liability to the District and unnecessary, or excessive legal expense.
21. Prepare leases and facilities use agreements and documents relating to surplus property.
22. Provide conflict of interest assistance to the Board and assist Board members and staff seeking advice from the Fair Political Practices Commission.
23. If a matter requires a response before a regular Board meeting, the General Counsel shall protect the interests of the District before further Board action. General Counsel shall submit a report to the Board on such matters at the earliest opportunity.

D. Minimum Qualifications

1. All attorneys performing services for the District must be admitted to practice in the State of California and be in good standing with the California Bar.
2. The Attorney with primary responsibility for the services provided to the District must have at least 10 years' experience providing general counsel legal services for special districts or other public agencies.
3. Demonstrated legal expertise in the following areas as it relates to special districts:

- a. Laws and regulations governing California Special Districts, such as the California Government Code, Ralph M. Brown Act, Public Records Act, Political Reform Act, General Municipal Law and the California Special Health Care Districts Code.
- b. Experience and knowledge of Public Contracting Code, Labor Code and other California statutes governing the procurement process including bidding, awarding, contracting and construction of public works and improvements. Understanding of Federal and State budgeting process whereby various funds are authorized and appropriated. Understanding of special healthcare district legal funding options and the election codes that govern bond and tax options.
- c. Contracts, joint power authorities, memoranda of understanding, including risk transfer provisions,
- d. Preparation, review and adoption of ordinances and resolutions.
- e. Real estate law, easements, rights of way, encroachment permits, and other related agreements and negotiations.
- f. Other relevant areas pertaining to special healthcare districts or municipal law, including liability claims, legal compliance, employment, labor, elections, ethics and risk avoidance.
- g. Supervision of special counsel in litigation, advisory, and other technical matters.
- h. Interpretation and enforcement of settlement agreements, implementation of legislation and consent judgements.

E. RFP Response Submission

Proposals shall be submitted by qualified firms that have proven their capabilities in the type of work described in this RFP. Proposals may be mailed but are preferred to be submitted electronically to the Chair of the Board of Directors, Lee Finney, at lfinner@mcdh.org with a subject title of "Proposal for General Counsel Legal Services." An electronic copy in PDF format via email, or a hard copy by mail, must be received no later than 5:00 PM PDT XXXXXX.

Mailed proposals shall be addressed to:

Lee Finney, Chair of the Board of Directors
Mendocino Coast Health Care District
P.O. Box 569
Fort Bragg, California 95437

Proposal packets received after the deadline will not be considered. Questions should be directed to Lee Finney via email at lfinner@mcdh.org; to simplify the proposal evaluation process, the District is seeking RFP responses in the following format:

F. Proposal Form and Content

All pages of the proposal must be numbered consecutively. The proposal must be organized in accordance with the list of proposal's contents. The proposal must provide specific and succinct responses to all questions and requests for information. Respondents must include the following items in their proposals addressing the Scope of Services above. Proposals and the fee schedule must be valid and binding for one hundred and twenty (120) days following the proposal due date and may become part of the agreement with the District.

1.. Letter of Transmittal

Include a cover letter signed by a duly authorized representative of the firm. Please include the name, address, telephone number and email address of the firm submitting the proposal. In addition, the name, title, address, telephone number, and email address of the person or persons who are authorized to represent the firm and to whom correspondence should be directed shall be included.

2. Table of Contents

Include a clear identification of the submitted material by section and by page number.

3. Summary

Introduce the proposal and summarize the key provisions of the proposal. Based on your firm's expertise and qualifications, explain why your firm is best suited to provide the services herein described.

4. Statement of Understanding

Include a detailed statement of understanding of the legal services to be provided. If there are services listed in this RFP that the firm will not be able to provide, please be certain to address that in your response.

5. Background and Experience

a. Official name and address of the firm and specify the type of entity (partnership, LLC, corporation, etc.)

b. Describe the firm's background and history, including the number of years in practice. Describe in detail the firm's public agency and special district legal services expertise.

c. List the location of office(s) that would serve the District.

d. Provide an organization and staffing plan identifying key personnel, related lines of authority and responsibility of those team members who will provide the services described in this RFP.

6. Approach to Legal Services

a. Describe your view of the role of the General Counsel, your interaction with the Board of Directors, collectively and individually, and staff.

b. Describe how the firm would keep the District informed about the status of litigation and other legal matters.

c. Provide your best example of a written communication to a governing body about a legal issue, prepared within the past five (5) years and not to exceed four (4) pages, in which options are explained and a recommendation is given. (Redaction of privileged information is expected.)

d. Describe how you track and manage legal fees and costs.

e. Please provide the most creative advice the firm has provided to a public agency on a significant policy, program or legal matter within the past five (5) years, explain why the advice was creative, and describe the outcome of the matter upon which the advice was provided.

f. Please identify whether the firm has had an agreement with a public agency terminated within the past five (5) years and provide contact information for people knowledgeable regarding the contract's termination.

7. Proposed Attorney(s)

Name the person whom you propose to designate as the General Counsel. Provide the following resume information for each designee:

a. Certificates or licenses, including the date of admission to the State Bar of California.

b. Description of education, including names of educational institutions and degrees conferred;

c. Professional background and professional associations.

d. Experience with and knowledge of the law relating to public agencies. (Particularly special healthcare district agencies, and/or local government agencies.)

e. Specific areas of expertise and training.

f. Provide names and qualifications for all other attorneys or para-legals in your firm who are proposed to provide supporting legal services.

8. References and Potential Conflicts of Interest
- a. Provide contact information for three (3) public agency clients for which services have been provided by the proposed General Counsel in the last five (5) years, so reference checks can be contacted.
 - b. List all public agencies within the North Coast region for whom your firm currently provides services and indicate the services provided. Identify any foreseeable or potential conflicts of interest that could result from such representation and the way you would propose to resolve such conflicts.
 - c. For the person proposed as General Counsel, list all public clients that person presently represents as General Counsel, Deputy General Counsel or Assistant General Counsel, along with the meeting dates and times for each governing body. (The District Board of Directors regular meetings are on the last Thursday of the month at 6:00 PM. Participation of the General Counsel via Zoom is usually an option.)
 - d. List all private clients of your firm such as healthcare providers, construction contractors, land developers, architects, or other contractors that could pose a conflict of interest while representing the District.
 - e. Identify all situations in the last five (5) years in which your firm represented a public entity in a litigated or administrative proceeding and whether the decision or outcome was adverse or beneficial to that public entity.
 - f. If, within the past five (5) years the firm or any of the attorneys employed by the firm, has been sued by a public agency for legal malpractice, been the subject of a legal malpractice claim, been the subject or a complaint filed with the State Bar, or received discipline imposed by the State Bar, please describe the circumstances of such suit, claim, complaint or discipline.

9. Compensation and Reimbursement

Please provide the hourly billing rates and specific expenses (mileage, reproduction of documents, travel) proposed as compensation and/or reimbursement for the above legal services.

The District may accept and incorporate the proposed fee schedule as part of the agreement process without further negotiations or may use it as the basis for negotiations. Consequently, firms are encouraged to provide their best pricing.

The District anticipates that the General Counsel Legal Services Agreement that may be awarded through this RFP process will be an evergreen agreement with a thirty (30) day at will termination provision. The selected firm shall identify how it proposes to be considered for rate increases and at what intervals.

10. Agreement

At the conclusion of the RFP process, negotiations for an agreement between the District and the selected firm will proceed. If the District engages a firm in negotiations and satisfactory agreement provisions cannot be reached, negotiations may be terminated and the District may elect to contact another firm.

This sequence may continue until an agreement is reached.

The District contemplates entering into a legal agreement containing terms and conditions which will include specific standards for the firm's billing of costs and services. The agreement will also set forth requirements for the exercise of efficient billing judgment, billing documentation, and insurance requirements. The agreement will contain an express provision that in the event of any dispute concerning any matter regarding the agreement, each party will bear its own attorney's fees. In addition, the agreement will require that it be governed by California laws and that venue for any dispute be in Mendocino County.

Please provide your standard draft agreement for the District to review.

11. Additional Information

Please provide any other information that the firm believes is applicable to the evaluation of the proposal for providing the proposed legal services. You may use this section to address those aspects of your services that distinguish your firm from other firms.

G. Review and Selection Process

1. Evaluation Criteria

- a. Experience and qualifications identified in the proposal
- b. Cost of providing services.
- c. Completeness and responsiveness to requested matters in the Proposal.
- d. Familiarity with laws and regulations governing California healthcare special districts and public agencies.
- e. Communication skills.
- f. Demonstrated competence and professional qualifications of key personnel in providing the requested services.
- g. References from other clients, special district agencies and local government agencies.
- h. Depth of experience and expertise in the practice of law in those areas most often encountered in special districts and/or local government operations.
- i. Ability to serve diverse communities, populations and environments.
- j. Availability to provide the requested services.

k. Other qualifications or criteria as deemed appropriate.

2. Process

An Ad Hoc Committee (the Committee) of two (2) members of the Board of Directors and any additional members as may be appointed by the Chair, will evaluate, and conduct interviews with the top respondent(s). Proposals will be reviewed with the above evaluation criteria. The Committee will identify the firm determined to be best qualified to perform the services and recommend commencement of negotiations to the Board of Directors. The committee may submit more than one (1) proposal to the Board of Directors for approval to commence negotiations for an agreement. The Board of Directors will approve the final agreement between the District and the selected firm.

H. General Terms and Conditions

1. Limitation: This RFP does not commit the District to award a contract, to pay any cost incurred in the preparation of a response or to procure or contract for services or supplies. The District reserves the right to reject any or all proposals for any reason and to amend, or terminate the RFP process in any manner at any time. The District reserves the right to request and obtain from one or more of the firms submitting proposals, supplementary information as may be necessary to analyze the proposals using the selection criteria contained above.
2. Ownership: All proposals received shall become the property of the District and are subject to public disclosure. The District reserves the right to retain all proposals submitted.
3. Award: The firm chosen may be required to participate in negotiations and to submit such revisions of its proposal as may result from negotiations. The District reserves the right to award a contract without discussion based upon the initial proposal.
4. Signature: Each proposal must be signed on behalf of an officer authorized to bind the firm.

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ARTICLE III. BOARD COMMITTEES

Section 1. General

- a. Committees of the Board shall be standing or ad hoc. The committee members shall be appointed by the ~~President~~ **Chair** at the January regular Board meeting and as otherwise needed. The ~~President's~~ **Chair's** action shall be final unless a majority of director's object. Two directors shall be appointed to each committee, one of whom shall be the committee chair, and both of whom shall be voting members. Any director not appointed to a committee may serve as an alternate to that committee. **Regular meetings of committees shall be set at the same time at which committee members are appointed.**
- b. All committees shall be advisory to the Board, except as otherwise expressly specified by the Board.

Section 2. Standing Committees.

- a. ~~Standing committees are managed by the entire board.~~
- b. ~~Every quarter at a board meeting there will be a planning and finance agenda item~~
- c. Finance will be ~~represented~~ **chaired** by the Treasurer and Planning will be ~~represented~~ **chaired** by the Vice-chair.

Section 3. Planning

The purpose of the Planning Committee includes but is not limited to:

- a. Developing an annual strategic plan of goals and objectives for the year
- b. Recommending and overseeing ~~Human Resources~~ **employee** policies and procedures;
- c. Reviewing and recommending employee compensation and benefits;
- d. **Developing and providing oversight for projects authorized by the Board**
- e. **Recommending community members as appropriate for Board appointment to the Planning Committee.**
- c. ~~Quality control and performance improvement; and~~
- d. Overseeing short- and long- term facility planning and maintenance

Section 4. Finance

- a. Recommending and overseeing fiscal and ~~O~~business policies and procedures;
- b. Overseeing financial management and budgeting;
- c. Recommending and overseeing fiscal controls;
- d. Recommending and overseeing Investments;
- e. Overseeing internal audits and ensuring an annual independent audit;
- f. Reviewing and presenting to the Board financial statements and reports.

g. Monitoring the financial activities that arise from the Agreements to ensure compliance with the terms and conditions of such Agreement.

~~h. The Treasurer and one other board member will~~ Reviewing the spending of the Measure C funds

Section 5. Ad Hoc Committees.

Ad hoc committees, including not more than two directors, may be established by the ~~President,~~ Chair subject to approval of the Board, for defined tasks of a limited duration (for instance, not to exceed six months). An ad hoc committee shall only perform those duties assigned by the ~~President,~~ Chair, and upon their completion be discharged. The ~~President,~~ Chair, in consultation with the Board, shall determine the members of the committee

Section 8. Appointment of District Manager

- a. The Board shall be solely responsible for selecting a District Manager, who shall be responsible for managing the District's operations, facilities, and property. The Board shall adopt a written ~~statement~~ **job description**, setting forth the qualifications, authority, and duties of the District Manager. The Board shall set the District Manager compensation.
- b. Other employees may be authorized by the Board to assist the District Manager in the implementation of policy.**
- c. Directors may discuss District business with District employees but not direct employees in the exercise of their duties. Such employees shall, if possible, supply information requested in writing and shall inform the District Manager when information is supplied.**
- d. The Board shall ~~at least~~ annually conduct a review of the performance and compensation of the District Manager
- e. The District Manager may recommend and shall implement policies adopted by the Board. ~~The Board~~ **The District Manager** is ~~not~~ responsible for day-to-day management or operations of the District.
- ~~d. The Board and individual Directors may question the District Manager with respect to the development and implementation of District policy. The Board, but not the individual Directors, may direct the District Manager with respect to the development and implementation of District policy.~~
- ~~e. Individual Directors shall not direct employees in the performance of their duties~~
- ~~f. Any such direction shall be reported to the Board and District Manager~~
- f. The District Manager may discuss District business with Directors outside a public meeting, but the District Manager shall not communicate the views of Directors to one another, except at a Board meeting. The Board shall not discuss or act on the District Manager's recommendations, except at a public meeting

Section 9. Duties of the District Manager

~~The Board of Directors, unless otherwise stated, shall delegate to District Manager full charge and control of the affairs of the District consistent with the policies established by the Board. The District Manager shall work with the Board or any of its committees in a highly professional manner.~~

~~The District Manager also shall:~~

- ~~a. Present to, and upon Board approval, implement a District strategic plan.~~
- ~~b. Develop and implement a plan, along with the appropriate budget and schedule, that will meet the state of California's seismic upgrade requirement~~
- ~~c. Administer the Agreements.~~
- ~~d. Serve as liaison between the Board and District employees.~~
- ~~e. If an emergency arises and there is insufficient time to notify the Board, the District Manager may take appropriate and reasonable action otherwise within the Board's jurisdiction. The District Manager shall report such action to the Board as soon as possible.~~

~~f. The District Manager shall hire, with the concurrence of the Board, other District officers as the District may require, each of whom shall perform such duties as the Board may determine from time to time. Officers shall serve at will.~~

~~g. The District Manager may engage professional consultants to provide specialized service with the approval of the Board.~~

~~h. The District Manager may engage an engineer to assist in the planning and design of District facilities with the approval of the Board.~~

~~Section 10. Other Officers.~~

~~a. Other officers and employees shall assist the District Manager in the implementation of policy.~~

~~b. Directors may discuss District business with officers. The officers shall, if possible, supply information requested by Directors in writing, and shall inform the District Manager when information is supplied.~~

~~Section 11. Employees.~~

~~The District Manager shall serve as head of Human Resources. Directors are not encouraged to discuss District business with employees. If a Director inquires of an employee about District business, the employee shall respond to the Director and inform the District Manager~~

Section 7. Compensation, Benefits and Expense

a. Members of the Board of Directors shall serve without compensation.

b. Benefits. Directors are entitled to the following benefits on the same terms as other officers:

1. A Flexible spending account funded by the district to be used towards health care costs.

2. Expenses.

i. If previously approved by the Board, a Director shall receive actual, reasonable and necessary reimbursement for travel, meals, lodging, registration and similar expenses incurred on District business. The rate for reimbursement shall not exceed the rate published by the IRS for deduction from taxes. However, if the expenses are incurred in connection with a trade conference, the reimbursement rates shall not exceed the posted rates for the conference and if the posted rates are not available, the reimbursement rate shall be comparable to the IRS rates.

ii. Directors must be authorized in advance to incur expenses for District purposes, and shall submit a written request with supporting documents for reimbursement.

~~iii. During July of each year the District Manager shall prepare a list of amounts paid during the prior fiscal year to reimburse a director or employee for individual expenses of \$100.00 or more. To determine the value of an item, the total charges for the item for the day shall be considered. For example, several transportation bills each less than \$100.00, but totaling more than \$100, requires a report. During August of each year, each person receiving expense reimbursement shall review the list. The District Manager shall consider suggested corrections and post the final list at the District by September.~~

Section 12. Legal Counsel.

a. An attorney shall be retained by the Board to act as General Counsel. ~~The Board may appoint special counsel. The Board will set the compensation of General Counsel and Special Counsel. General and Special Counsel serve at the pleasure of the Board.~~

b. The General Counsel is directly accountable to the Board. General Counsel shall provide legal advice and services as requested by the Board, and shall work with the **Chair of the Board and** District Manager on the District's legal matters.

c. General Counsel represents the District. General Counsel shall not represent individual directors, officers or employees, unless authorized in writing by the **Chair** ~~Board~~.

d. General Counsel will recommend appointment of special counsel **by the Board** when conflicts arise or if necessary to deal with matters requiring specialized knowledge.

e. The Board will set the compensation of General Counsel and Special Counsel.

f. General and Special Counsel serve at the pleasure of the Board.

Section 6: Meetings

The Board will be schedule meetings based on Board need. The Board will meet at minimum once per quarter. All meetings of the Board and its committees shall be conducted in accordance with the Ralph M. Brown Act, Government Code section 54950, et seq. (the "Brown Act"), and any other applicable law or regulation.

a. Regular meetings of the Board shall be held ~~on the last Thursday of the month at 6:00 p.m. at the District's administrative office. November and December meetings will be held on the second Thursday of the month~~ **in accordance with an annual calendar of meetings adopted at the January meeting**

b. **The District's fiscal year shall run from July 1 through June 30. The budget for the following fiscal year shall be adopted at the June meeting.**

c. Meetings of the Board shall be open and public, except as allowed by law. Persons shall be permitted to attend any portion of a meeting, except a closed session.

d. **When feasible, remote online access for meeting attendance by the public will be provided.**

e. A quorum of the Board shall not discuss the business of the District directly, serially or through an intermediary, except at a properly noticed public meeting. A quorum of the Board may discuss the time, place and agenda for a meeting at any time. Two members of the Board (but not a standing committee) may discuss District business at any time.

f. **The Board has adopted the use of Roberts Rules of Order as modified for small groups for the conduct of all meetings.**