

MINUTES OF MEETING OF THE
BOARD OF COMMISSIONERS

December 7, 2020

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 special session, open to the public, via teleconference, pursuant to the Texas Governor's suspension of certain Texas Open Meetings Act (the "OMA") provisions due to COVID-19, on Monday, December 7, 2020, 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: Mr. Douglas Hooten, Executive Director for the District; Ms. Regina D. Adams, attorney, and Ms. Carla Christensen, paralegal, of Radcliffe Bobbitt Adams Polley PLLC ("RBAP"), attorneys for the District; Mr. Brian Trachtenberg and Ms. Anna Phillips of Greathouse Holloway McFadden Trachtenberg, special counsel to the District; Mr. Matt Zavadsky of Metropolitan Area EMS Authority d/b/a MedStar Consulting ("MedStar"); Mr. Steve Athey of Health Care Visions; Mr. Terry Lynch of J T Lynch Company, LLC; Mr. Wren Nealy, Cypress Creek Emergency Medical Services ("CCEMS") Chief Executive Officer; Mr. Dave Billings, member of the CCEMS Board of Directors ; Mr. George Vie of Feldman & Feldman, P.C., attorney for CCEMS; and Mr. Andy Li of *Community Impact*..

There were numerous other members of the public and CCEMS employees in attendance via conference call but were unable to be identified other than by telephone number.

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. The Board meeting was recorded as required by the Texas Governor's declaration suspending certain provisions of the OMA.

PUBLIC COMMENTS

Mr. Billings stated that he and his wife are in attendance. Mr. Billings then told Commissioner Grundmeyer to "Stay strong."

There were no additional public comments at this time.

REVIEW AND APPROVE EMPLOYMENT AGREEMENT FOR EXECUTIVE DIRECTOR WITH DOUGLAS R. HOOTEN

Ms. Adams reminded the Board that, at the November 22nd Board meeting, they authorized extending an employment offer to Mr. Hooten for the Executive Director position.

Commissioner Plummer then stated that the Board would be going into Executive Session at this time to discuss personnel matters pursuant to Section 551.074, Texas Government Code.

All meeting attendees, with the exception of all members of the Board present, Ms. Adams and Ms. Christensen exited the meeting at 6:07 p.m.

CONVENE IN EXECUTIVE SESSION

Pursuant to the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended, specifically Section 551.074 regarding personnel matters, Commissioner Plummer convened the Board in Executive Session at 6:08 p.m. The persons present in the Executive Session at various times were Commissioners Plummer, Williams, Grundmeyer and Brost, Ms. Adams, Ms. Christensen, and Mr. Hooten.

Mr. Hooten entered the Executive Session at 6:44 p.m.

RECONVENE IN OPEN SESSION

All meeting attendees still present re-entered the meeting at this time.

Commissioner Plummer then reconvened the meeting in open session at approximately 6:55 p.m. at which time the Board took the following action:

REVIEW AND APPROVE EMPLOYMENT AGREEMENT FOR EXECUTIVE DIRECTOR WITH DOUGLAS R. HOOTEN

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 and authorize execution of the Employment Agreement with Douglas R. Hooten. A copy of the executed Employment Agreement is attached hereto.

DISCUSS AND ADOPT DISTRICT EMPLOYEE RELOCATION POLICY

Mr. Hooten then presented to and reviewed with the Commissioners a draft Relocation Policy for their consideration. A discussion ensued.

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 adopt the Relocation Policy, as discussed. A copy of the adopted Relocation Policy is attached hereto.

AUTHORIZE ACQUISITION OF PURCHASING CARD FOR EXECUTIVE DIRECTOR AND AUTHORIZE EXECUTIVE DIRECTOR TO ESTABLISH DISTRICT ACCOUNTS WITH VENDORS FOR DISTRICT ADMINISTRATION PURPOSES, INCLUDING BUILDING MAINTENANCE, OFFICE AND CLEANING SUPPLIES, DISPOSABLES, UTILITIES AND FURNITURE/FIXTURES/EQUIPMENT

The Board then discussed authorizing the Executive Director to acquire a District purchasing card for his use on behalf of the District. Ms. Adams stated that her office will be preparing proposed policies (i.e. purchasing, travel, meals, etc.) for the Board's consideration at the next Board meeting.

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 Executive Director to obtain a purchasing/credit card for necessary District expenditures.

A discussion then ensued regarding the establishment of various vendor accounts for District administration purposes.

Upon motion by Commissioner Williams, seconded by Commissioner Brost, after full discussion and the question being put to the Board, the Board voted three (3) votes in favor and one (1) abstention, with Commissioner Grundmeyer abstaining, to authorize the Executive Director to establish the necessary vendor accounts for District administration purposes.

AUTHORIZE AMENDMENT TO WORKERS' COMPENSATION COVERAGE

Ms. Adams noted that the District will need to amend its workers' compensation coverage to cover new employees.

Upon motion by Commissioner Grundmeyer, seconded by Commissioner Brost, after full discussion and the question being put to the Board, the Board voted unanimously to authorize the amendment of the District's workers' compensation insurance coverage for new employees.

APPOINT DISTRICT ADMINISTRATOR OF RECORD FOR TEXAS DEPARTMENT OF STATE HEALTH SERVICES ("DSHS") EMERGENCY MEDICAL SERVICES ("EMS") PROVIDER LICENSE

Mr. Hooten then reported that he is coordinating with MedStar in connection with preparing the application to obtain the District's DSHS EMS Provider license.

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 appoint the District's Executive Director as the Administrator of Record for purposes of obtaining the District's DSHS Provider license.

AUTHORIZE DISTRICT'S EXECUTIVE DIRECTOR AND PERSONNEL COMMITTEE TO INTERVIEW AND OFFER EMPLOYMENT TO CHIEF OPERATING OFFICER, CHIEF ADMINISTRATIVE OFFICER AND/OR DIRECTOR OF CLINICAL SERVICES CANDIDATE(S), AS NECESSARY

AUTHORIZE DISTRICT'S EXECUTIVE DIRECTOR TO HIRE EXECUTIVE ASSISTANT

Commissioner Plummer then stated that the Board would be going into Executive Session at this time to discuss personnel matters pursuant to Section 551.074, Texas Government Code.

All meeting attendees, with the exception of all members of the Board present, Ms. Adams, Ms. Christensen and Mr. Hooten exited the meeting at 7:13 p.m.

CONVENE IN EXECUTIVE SESSION

Pursuant to the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended, specifically Section 551.074 regarding personnel matters, Commissioner Plummer convened the Board in Executive Session at 7:15 p.m. The persons present in the Executive Session at various times were Commissioners Plummer, Williams, Pinard, Grundmeyer and Brost, Ms. Adams, Ms. Christensen and Mr. Hooten.

Commissioner Pinard entered the meeting at 7:26 p.m.

RECONVENE IN OPEN SESSION

All meeting attendees still present re-entered the meeting at this time.

Commissioner Plummer then reconvened the meeting in open session at approximately 7:42 p.m. at which time the Board took the following action:

AUTHORIZE DISTRICT'S EXECUTIVE DIRECTOR AND PERSONNEL COMMITTEE TO INTERVIEW AND OFFER EMPLOYMENT TO CHIEF OPERATING OFFICER, CHIEF ADMINISTRATIVE OFFICER AND/OR DIRECTOR OF CLINICAL SERVICES CANDIDATE(S), AS NECESSARY

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 authorize the District's Executive Director and Personnel Committee (Commissioners Williams and Brost) to interview and offer employment to executive level employees, including, Chief Operating Officer, Chief Administrative Officer and/or Director of Clinical Services candidate(s), as necessary.

AUTHORIZE DISTRICT'S EXECUTIVE DIRECTOR TO HIRE EXECUTIVE ASSISTANT

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 authorize the District's Executive Director to hire an Executive Assistant.

AUTHORIZE DISTRICT'S EXECUTIVE DIRECTOR TO PURSUE A CONTRACT WITH A MEDICAL DIRECTOR FOR THE DISTRICT

Mr. Hooten then recommended that the Board authorize pursuing a contract with a Medical Director. Mr. Hooten noted that a Medical Director is required for the District's DSHS application for EMS Provider license. 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 authorize the District's Executive Director to pursue a contract with a Medical Director for the District.

DISCUSS STATUS OF POTENTIAL ADDITIONAL STATION LOCATIONS, INCLUDING:

STATUS OF REAL ESTATE ACQUISITION, DUE DILIGENCE FOR AND SHORT TERM LEASE OF SAME AND TAKE ANY NECESSARY ACTIONS ON SAME

AUTHORIZE HIRING OFF-DUTY DEPUTIES TO PATROL REAL PROPERTY AND APPROVE LAW ENFORCEMENT INSURANCE COVERAGE FOR SAME

Ms. Adams recommended that she and Mr. Lynch will further discuss the status of the negotiation of the District's purchase of real estate as well as related security matters in Executive Session.

REVIEW MATTERS RELATED TO *CYPRESS CREEK EMERGENCY MEDICAL SERVICES VS. THE DISTRICT, ET AL* (THE "CCEMS LITIGATION") AND TAKE NECESSARY ACTION REGARDING SAME

Ms. Adams and Mr. Trachtenberg stated that they will review legal matters pertaining to the CCEMS Litigation in Executive Session.

Commissioner Plummer then stated that the Board would be going into Executive Session at this time to discuss real estate negotiations pursuant to Section 551.072, Texas Government Code, security personnel matters pursuant to Section 551.076, Texas Government Code and matters of attorney-client privilege/pending litigation pursuant to Section 551.071, Texas Government Code.

All meeting attendees, with the exception of all members of the Board present, Ms. Adams, Ms. Christensen, Mr. Trachtenberg, Ms. Phillips and Mr. Hooten exited the meeting at 7:49 p.m.

CONVENE IN EXECUTIVE SESSION

Pursuant to the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended, specifically Sections 551.071, 551.072 and 551.076 regarding matters of attorney-client privilege, pending or contemplated litigation, real estate negotiations and security matters, Commissioner Plummer convened the Board in Executive Session at 7:50 p.m. The persons present in the Executive Session at various times were

Commissioners Plummer, Williams, Pinard, Grundmeyer and Brost, Ms. Adams, Ms. Christensen, Mr. Trachtenberg, Ms. Phillips, Mr. Hooten and Mr. Lynch.

Commissioner Pinard exited the meeting at 8:06 p.m.

Mr. Trachtenberg, Ms. Phillips and Commissioner Pinard entered Executive Session at 8:19 p.m.

Mr. Hooten exited Executive Session at 8:24 p.m.

Mr. Lynch entered the meeting and Executive Session at 9:17 p.m.

RECONVENE IN OPEN SESSION

All meeting attendees still present re-entered the meeting at this time.

Commissioner Plummer then reconvened the meeting in open session at approximately 9:29 p.m. at which time the Board took the following action:

STATUS OF REAL ESTATE ACQUISITION, DUE DILIGENCE FOR AND SHORT TERM LEASE OF SAME AND TAKE ANY NECESSARY ACTIONS ON SAME

Upon motion by Commissioner Williams, seconded by Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted four (4) votes in favor and one (1) abstention, with Commissioner Grundmeyer abstaining, to authorize: 1) RBAP and Mr. Lynch to negotiate a short-term lease agreement with the owner of the property that the District currently has under contract to purchase; 2) the procurement of insurance for such property; and 3) the President to execute the lease agreement upon finalization of same.

AUTHORIZE HIRING OFF-DUTY DEPUTIES TO PATROL REAL PROPERTY AND APPROVE LAW ENFORCEMENT INSURANCE COVERAGE FOR SAME

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, with Commissioner Grundmeyer abstaining, to: 1) hire off-duty law enforcement officers to patrol the property currently under contract, pursuant to the schedule discussed in Executive Session; and 2) approve law enforcement insurance coverage with Arthur J. Gallagher & Co. for an annual premium not to exceed \$3,500.

MATTERS RELATED TO THE CCEMS LITIGATION AND TAKE NECESSARY ACTION REGARDING 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 authorize the District's special counsel to take actions regarding the CCEMS Litigation, as discussed in Executive Session.

There being no further business to come before the Board, the meeting was adjourned at 9:32 p.m.

PASSED, APPROVED AND ADOPTED this 21st day of January, 2021.



Fred Sundberg
Secretary, Board of Commissioners