

MINUTES OF MEETING OF THE
BOARD OF COMMISSIONERS

December 20, 2022

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

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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 District's Administration Building, 18334 Stuebner Airline Road, Spring, Texas 77379, a meeting place inside the boundaries of the District, on Tuesday, December 20, 2022, at 5:00 p.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. Jamie Chebra, Interim Chief Executive Officer ("CEO"); Mr. Tony Farmer, Chief Financial Officer ("CFO"); Ms. Shirley Ware, Executive Assistant; Ms. Katie Conn, Compliance Manager; Mr. Xavier De La Rosa, Chief Clinical Officer; Ms. Brandi King, HR Manager; Messrs. Carlo Dibonaventura, Nasheem Ishaq, Jordan Anderson, Matt Folsom, Russell Carter and Steven Ray; Ms. Katie Brunette; Ms. Brenna Jaskowiak; and Ms. Michelle Prescott. District consultants in attendance were: Mr. Joseph Ellis of McCall Gibson Swedlund Barfoot PLLC ("McCall"), auditor for the District; Mr. Ricardo Martinez of Martinez Architects ("MA"); Mr. Rene Aviles of J.E. Dunn Construction Co. ("J.E. Dunn"); Mr. Andre Ruby, Ms. Audrey Fontanilla and Ms. Rebecca Williams of City Ambulance; Ms. Regina D. Adams and Ms. Monica Garza, attorneys, and Ms. Carla Christensen, paralegal, of Radcliffe Bobbitt Adams Polley PLLC ("RBAP"), general counsel for the District; and Mr. Zach Karrenbrock of 62 Digital, LLC ("62 Digital"), the District's communications coordinator. Numerous members of the public were also in attendance. 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. Ruby, who reported that City Ambulance recently acquired Cypress Creek Emergency Medical Services ("CCEMS"). Mr. Ruby stated that City Ambulance currently has 75 ambulances in the greater Houston area and would be interested in working with the District in the future.

There were no additional public comments.

PRESENTATION OF MERITORIOUS AWARDS

Mr. Chebra then recognized two (2) employees: Mr. Russell Carter, in-charge paramedic, and Ms. Katie Brunette, EMT attendant, and presented them each with a Meritorious Service Award in recognition of actions taken by them during a recent call.

APPROVAL OF THE MINUTES

The Board considered approval of the November 29, 2022 regular meeting minutes. 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 November 29, 2022 regular meeting minutes and the certified agenda for same.

REVIEW AND CONSIDER PROPOSAL FOR PREPARATION OF UPDATED ANNUAL COMPREHENSIVE REVIEW REPORT(S) AND AGREEMENT FROM MUNICIPAL INFORMATION SERVICES/MUNICIPAL FINANCIAL SERVICES, LLC ("MIS/MFS") IN CONNECTION WITH SAME, AND TAKE ANY NECESSARY ACTIONS ON SAME

Ms. Adams then reminded the Board that Mr. Ron Welch of MIS and Ms. Kathryn Foss of MFS previously presented to and reviewed with the Board the proposed Agreement for Services for Independent Financial Analyses (the "Comprehensive Review Agreement") with MIS/MFS. Ms. Adams noted that the Comprehensive Review Agreement, if approved by the Board, would authorize MIS/MFS to prepare the next five (5) updates to the Annual Comprehensive Review Reports, beginning with the 2021 update, at a cost of \$11,070 per year. Ms. Adams stated that her office reviewed and provided comments on the proposed Comprehensive Review Agreement and Ms. Foss stated that she planned to attend the January 24, 2023 Board meeting to present same.

CONFIRM AUDITOR ENGAGEMENT FOR FISCAL YEAR ENDING ("FYE") DECEMBER 31, 2022 (THE "2022 AUDIT")

Mr. Ellis then presented to and reviewed with the Board the confirmation of the Auditor's engagement for preparation of the 2022 Audit, a copy of which is attached hereto. Mr. Ellis stated that the Board previously engaged McCall to prepare future annual audits and he was requesting confirmation of same for the 2022 Audit. Mr. Ellis noted that the fee for preparation of the FYE December 31, 2021 Audit was \$37,500 and the estimated fee would not exceed \$39,000 for preparation of the 2022 Audit. Upon a motion by Commissioner Pinard, seconded by Commissioner Dunlap, after full discussion and the question being put to the Board, the Board voted unanimously to confirm McCall's engagement to prepare the 2022 Audit.

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 the Phase I Project. Mr. Martinez reminded the Board that a portion of pay application ("PA") No. 19 included the final payment to J.E. Dunn for the Phase I Project. Mr. Martinez noted that such portion of PA No. 19 in the amount of \$360,846.00 has been separated into PA No. 20 and the remainder was for Phase II work. A discussion ensued.

STATUS OF CONSTRUCTION OF THE PHASE II REDEVELOPMENT OF DISTRICT ADMINISTRATION PROPERTY ("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 I and Phase II Projects, copies of which are attached hereto. A discussion ensued regarding the monument plaque(s) to be installed once Phase II wavs complete. In response to a question, Mr. Martinez stated that he would present a proof of the proposed monument plaque(s) for the Board's review and approval, when available.

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

Mr. Martinez then presented to and reviewed with the Board PA No. 21 from J.E. Dunn in the amount of \$701,054.00 for the Phase II Project, a copy of which is attached hereto. A discussion ensued.

Ms. Adams reminded the Board that it previously engaged the District's Auditor to conduct the Phase I Audit after receipt of the District's final PA for same. Ms. Adams went on to explain that now that the final Phase I Project PA has been presented to the District, the District's auditor would proceed with preparation of the Phase I Audit. Ms. Adams noted that the Board would consider approval of payment of the final Phase I Project PA after the Phase I Audit was accepted by the Board. Mr. Martinez reported that J.E. Dunn had provided all Phase I invoicing to the District's auditor.

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 MA's Report and authorize payment in the amount of \$701,054.00 for PA No. 21.

Mr. Martinez exited the meeting at this time.

CEO REPORT

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

Mr. Ellis exited the meeting at this time.

REVIEW COMPLIANCE, COMMUNITY OUTREACH AND COMMUNICATIONS, CLINICAL MATTERS AND OPERATIONS

Mr. Chebra next presented to and reviewed with the Board the monthly Operations and Compliance Reports, copies of which are attached hereto.

Mr. Chebra stated that the District had an employee turnover rate of 1.50% for November.

Mr. Chebra then reviewed with the Board: 1) Information Technology ("IT") updates; 2) fleet updates; and 3) the community outreach report, copies of which are attached hereto. Mr. Chebra also reported that, to-date, the District's ambulance fleet had driven a total of 1,851,101 miles since September 2021.

Mr. Chebra reported that in the previous month, the District: 1) operated its ambulances with approximately 4.28 lost unit hours; 2) received 4,803 calls, of which 3,120 resulted in transports to hospitals; and 3) maintained an overall response time compliance of 87% for the month of November.

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 accept the CEO's Report.

REVIEW AND APPROVE AMENDMENT TO MEDICAL DIRECTOR PROFESSIONAL SERVICES AGREEMENT ("MEDICAL DIRECTOR AGREEMENT")

Mr. Chebra then presented to and reviewed with the Board the proposed Amended Medical Director Agreement, which included the recommended 'Key Performance Indicators'. A discussion ensued.

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 execution of the Amended Medical Director Agreement, a copy of which is attached hereto.

REVIEW PROPOSAL AND MASTER SERVICES AGREEMENT ("MSA") WITH ESO SOLUTIONS, INC. ("ESO") FOR E-PCR DATA EXCHANGE AND TAKE ANY NECESSARY ACTION ON SAME

Mr. Chebra then presented to and reviewed with the Board the proposed MSA with ESO for e-PCR data exchange. A discussion ensued. Ms. Adams noted that RBAP reviewed and commented on the MSA and prepared the addendum to same.

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, and authorize the CEO to execute, the MSA and related addendum, copies of which are attached hereto.

REVIEW AND APPROVE WASTEWATER SYSTEM SERVICE AGREEMENT WITH KLEIN ENVIRONMENTAL SERVICES INC. ("KLEIN ENVIRONMENTAL") FOR PERMIT NO. 2-24337 AND TAKE ANY NECESSARY ACTIONS ON SAME

Mr. Chebra then presented to and reviewed with the Board a proposed Wastewater System Service Agreement with Klein Environmental and the addendum to same in connection with the servicing of the aerobic system at 18126 Stuebner Airline Road. A discussion ensued. Ms. Adams noted that RBAP reviewed and commented on the Wastewater System Service Agreement and prepared the addendum to same. 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, 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.

REVIEW AND APPROVE ZERORPM CREDIT APPLICATION AND PURCHASE AGREEMENT AND TAKE ANY NECESSARY ACTIONS ON SAME

Mr. Chebra next requested the Board consider authorizing an application for a line of credit from ZeroRPM and a Purchase Agreement with same for fleet maintenance department purchases, a copy of which is attached hereto. Ms. Adams noted that her office had reviewed the credit application and related agreement with ZeroRPM. A discussion ensued.

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 authorize an application for a line of credit from ZeroRPM for fleet maintenance department purchases and authorized the CEO to execute the necessary agreement and addendum with ZeroRPM for same.

Mr. Chebra then presented to and reviewed with the Board the proposed MSA with NLUC, PLLC ("Next Level"), a copy of which is attached hereto. A discussion ensued. Ms. Adams stated that her office had not yet reviewed the proposed MSA with Next Level. Upon motion by Commissioner Dunlap, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to approve, and authorize the CEO to execute the MSA with Next Level, pending review of same by RBAP.

Messrs. Chebra and Farmer next presented to and reviewed with the Board the proposed dispatch/Logis modules and billing licensing updates to the District's Software Subscription Agreement with VLI Tech, a copy of which is attached hereto. Mr. Chebra stated that, due to such updates, the District may realize annual savings of up to \$80,000 in connection with the billing software costs. An extensive discussion ensued regarding the billing process. 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, and authorize the CEO to execute the updated Software Subscription Agreement with VLI Tech, subject to review of such agreement by RBAP.

CFO REPORT

REVIEW PROPOSAL FOR PROPERTY, GENERAL LIABILITY AND WORKERS' COMPENSATION INSURANCE AND TAKE NECESSARY ACTION ON SAME

Mr. Farmer next reminded the Board that the District's Property and General Liability insurance coverage through VFIS and the District's Workers' Compensation insurance coverage with Texas Mutual Insurance Company ("TMI") expired December 31, 2022. Mr. Farmer then presented to and reviewed with the Board the District's Property, General Liability and Workers' Compensation insurance proposal/summary of coverages through a new insurance broker, Arthur J. Gallagher & Co. ("Gallagher") and a proposal from Cowbell Cyber for Cyber Liability insurance coverage, copies of which are attached hereto. Mr. Farmer stated that the maximum total annual insurance premium for Property, General Liability, Workers' Compensation and Cyber Liability coverages was \$1,442,449.00. An extensive discussion ensued regarding Gallagher. It was the consensus of the Board to re-evaluate the District's insurance broker and related insurance policies in July 2023 for 2024 coverage.

Upon motion by Commissioner Dunlap, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to accept the proposal from Gallagher for the District's Property, General Liability, Workers' Compensation and Cyber Liability for coverage from January 1, 2023 through December 31, 2023.

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

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

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 approve: 1) payment of the bills as submitted, with the exception of the JINCO Landscaping ("JINCO"), J.E. Dunn and MA invoices, which would be considered separately; and 2) the Investment Report.

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 four (4) votes in favor with one (1) abstention by Commissioner Plummer, to authorize payment of the JINCO invoices.

Upon motion by Commissioner Dunlap, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to approve: payment of J.E. Dunn and MA invoices.

AMEND BUDGET FOR FYE DECEMBER 31, 2023 (THE "2023 BUDGET")

Mr. Farmer went on to review the proposed amended 2023 Budget, a copy of which is attached hereto. A discussion ensued. 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 amended 2023 Budget.

TAX ASSESSOR/COLLECTOR'S REPORT

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

ATTORNEY'S REPORT, INCLUDING:

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

Ms. Garza reported on recent and outstanding PIA requests received in the prior month.

AUTHORIZE PUBLICATION OF NOTICE OF DISTRICT ADMINISTRATIVE OFFICE ADDRESS

Ms. Adams next reported that, pursuant to Texas Health and Safety Code, Section 775.036(f), RBAP would publish the District's administrative office location in the *Houston Chronicle* by January 31, 2023. 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 authorize the publication of the Notice of District Administrative Office, with such address being 18334 Stuebner Airline, Spring, Texas 77379.

AUTHORIZE FILING OF ANNUAL REPORT WITH TEXAS DEPARTMENT OF EMERGENCY MANAGEMENT ("TDEM")

Ms. Adams reported that, pursuant to Texas Health and Safety Code, Section 775.083, RBAP would file the District's Annual Report with TDEM by January 1, 2023. 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 authorize RBAP to file the required Annual Report with TDEM.

AUTHORIZE FILING OF FINANCIAL AND TAX-RELATED INFORMATION WITH TEXAS STATE COMPTROLLER (THE "COMPTROLLER") PURSUANT TO TEXAS LOCAL GOVERNMENT CODE, SECTION 203.062 AND TEXAS GOVERNMENT CODE, SECTION 403.0241 FOR THE SPECIAL PURPOSE DISTRICT PUBLIC INFORMATION DATABASE ("SPDPID")

Ms. Adams then reminded the Board that the District was required to annually file certain financial and tax-related information with the Comptroller's SPDPID. Ms. Adams noted that such information must be filed with the Comptroller by April 1, 2023. Upon motion by Commissioner Dalton, seconded by Commissioner Dunlap, after full discussion and the question being put before the Board, the Board voted unanimously to authorize RBAP to file the required financial and tax-related information in the SPDPID by April 1, 2023.

REVIEW 2023 ANNUAL AGENDA

Ms. Adams then distributed the draft 2023 Annual Agenda for the Board's review, a copy of which is attached hereto. 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 adopt the proposed 2023 Annual Agenda.

REVIEW VARIOUS DISTRICT PERSONNEL MATTERS

Mr. Chebra stated that he had some personnel matters to discuss with the Board in Executive Session.

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

All members of the Board present and Ms. Adams convened into Executive Session at 6:35 p.m.

Mr. Chebra entered Executive Session at 7:00 p.m.

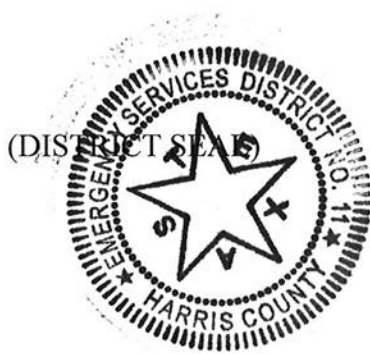
All other meeting attendees still present re-entered the meeting at 7:33 p.m.

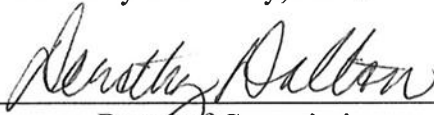
RECONVENE IN OPEN SESSION

Commissioner Plummer reconvened the meeting in open session at approximately 7:33 p.m. at which time no action was taken by the Board.

There being no further business to come before the Board, the meeting was adjourned at 7:34 p.m.

PASSED, APPROVED AND ADOPTED this 24th day of January, 2023.




Secretary, Board of Commissioners