

MINUTES OF MEETING OF THE
BOARD OF COMMISSIONERS

April 4, 2023

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, April 4, 2023, 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, except Commissioner Dunlap, thus constituting a quorum. Also attending the meeting were the following District employees: Mr. Jamie Chebra, Chief Executive Officer ("CEO"); Mr. Tony Farmer, Chief Financial Officer ("CFO"); Ms. Shirley Ware, Executive Assistant; Ms. Katie Conn, Compliance Manager; Ms. Dan Wang, Financial Controller; and Mr. Xavier De La Rosa, Chief Clinical Officer. District consultants in attendance were: Messrs. Justin Jenkins and 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"); Ms. Regina D. Adams and Ms. Meredith King, attorneys, and Ms. Carla Christensen, paralegal, of Radcliffe Adams Barner PLLC ("RAB"), general counsel for the District; Ms. Anna Phillips of Greathouse Holloway McFadden Trachtenberg, PLLC ("Greathouse"), special counsel to 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 moment of silence for prayer and reflection.

PUBLIC COMMENTS

There were no public comments at this time.

PRESENTATION OF SERVICE AND MERITORIOUS AWARDS

There was no presentation of service or meritorious awards at this time.

APPROVAL OF THE MINUTES

The Board considered approval of the February 20, 2023 and February 28, 2023 special and February 28, 2023 regular meetings minutes. 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 February 20, 2023 and February 28, 2023 special and February 28, 2023 regular meetings minutes and certified agendas for same.

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

STATUS OF CONSTRUCTION OF PHASE I AND PHASE II OF DISTRICT ADMINISTRATION COMPLEX BY 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 of the Phase I and Phase II Projects, copies of which are attached hereto. 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 and II Projects. Mr. Martinez reported that J.E. Dunn was in the process of completing the final punch list in connection with the Phase II Project and expected delivery of the Administration Complex signage by the end of May. Mr. Martinez went on to remind the Board that the Americans with Disabilities Act inspection was previously conducted, and J.E. Dunn had addressed the identified issues.

Ms. King entered the meeting at this time.

CONSIDER CONSTRUCTION PAY APPLICATIONS ("PA") AND/OR CHANGE ORDERS ("CO")

Mr. Martinez then presented to and reviewed with the Board PA No. 24 from J.E. Dunn in the amount of \$263,994.00 for the Phase II Project, a copy of which is attached hereto. Mr. Martinez noted that the remaining construction contract balance on the Phase I and II Projects was \$1,960,097.00 and he anticipated the District would realize approximately \$500,000-\$600,000 in overall savings. A 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 accept MA's Report and authorize payment to J.E. Dunn in the amount of \$263,994.00 for PA No. 24.

REVIEW AND ACCEPT PHASE I PROJECT CONSTRUCTION AUDIT AND CONSIDER FINAL PA FOR PHASE I EXPENDITURES, AS NECESSARY

Mr. Jenkins next presented to and reviewed with the Board the Phase I Project Construction Agreed-Upon Procedures ("AUP"), a copy of which is attached hereto. An extensive discussion ensued after which Mr. Jenkins addressed numerous questions from the Board.

Ms. Adams reminded the Board that a portion of PA No. 19 included the final payment to J.E. Dunn for the Phase I Project and that such portion of PA No. 19 in the amount of \$360,846.00 was separated from PA No. 19 and became PA No. 20. Mr. Martinez then presented to and reviewed with the Board PA No. 20 from J.E. Dunn in the amount of \$360,846.00 for the final payment for the Phase I Project, a copy of which is attached hereto.

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 accept the Phase I AUP, as presented, and to authorize payment in the amount of \$360,846.00 to J.E. Dunn for PA No. 20.

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 engage McCall to conduct a construction audit in connection with the District's final payment due to J.E. Dunn for the Phase II Project.

Messrs. Jenkins and Ellis 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 February 2023.

REVIEW COMPLIANCE, 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 then reviewed with the Board: 1) critical failures; 2) fleet updates; 3) the IT Report; 4) the clinical metrics for February 2023; and 5) the 24 hour unit consumption time, copies of which are attached hereto. Mr. Chebra also reported that, during the month of February 2023, the District's ambulance fleet had driven a total of 75,852 miles.

Mr. Chebra reported that in the previous month, the District: 1) operated its ambulances with approximately 183.9 lost unit hours; 2) received 4,467 calls, of which 2,886 resulted in transports to hospitals; 3) provided mutual aid 10 times; and 4) maintained an overall response time compliance of 87% for February.

REVIEW PROPOSAL FROM CUMMINS, INC ("CUMMINS") FOR GENERATOR MAINTENANCE AND TAKE NECESSARY ACTIONS ON SAME

Mr. Chebra then presented to and reviewed with the Board a proposal from Cummins and the related Maintenance Agreement for preventative maintenance of the District's three (3) generators, copies of which are attached hereto. Ms. Adams noted that RAB had not yet reviewed or commented on the Cummins Maintenance Agreement. Mr. Chebra stated that the proposed cost for generator maintenance by Cummins over a five (5) year period was \$30,696.14. It was the consensus of the Board to table action on this item until the April Board meeting.

REVIEW AND APPROVE BURNET EMS ("BURNET") TRAINING CENTER TRAINING SITE AGREEMENT (THE "BURNET AGREEMENT")

Mr. Chebra then presented to and reviewed with the Board the proposed Burnett Agreement in connection with providing the District with an EMS training center site. A discussion ensued. Ms. Adams noted that RAB reviewed and commented on the Burnett Agreement.

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, and authorize the CEO to execute, the Burnett Agreement, a copy of which is attached hereto.

REVIEW AND APPROVE ACETECH CORP., INC. ("ACETECH") SUBSCRIBER AGREEMENT AND SERVICE AGREEMENT (THE "ACETECH AGREEMENT")

Mr. Chebra then presented to and reviewed with the Board the proposed ACETECH Agreement in connection with providing vehicle tracking services to the District. Mr. Chebra stated that it would cost \$12,960.00 annually for the ACETECH software to track the District's 40 ambulances. A discussion ensued. Ms. Adams noted that RAB reviewed and commented on the ACETECH Agreement and prepared the necessary Addendum to same.

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, and authorize the CEO to execute, the ACETECH Agreement and related Addendum, a copy of which is attached hereto.

REVIEW AND APPROVE AFFILIATION AGREEMENT WITH RICE UNIVERSITY EMERGENCY MEDICAL SERVICES ("RICE")

Mr. Chebra then presented to and reviewed with the Board the proposed Affiliation Agreement with Rice in connection with the use of the District's facilities by Rice. A discussion ensued. Ms. Adams noted that RAB reviewed and commented on the Affiliation Agreement with Rice.

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 Affiliation Agreement with Rice, a copy of which is attached hereto, subject to finalization of same.

DISPATCH AND BILLING LICENSING UPDATES AND TAKE NECESSARY ACTIONS ON SAME

Mr. Farmer then reminded the Commissioners that they previously: 1) authorized termination of the District's current billing software license with VLI Tech/ESO at the appropriate time; and 2) accepted the proposal from Zoll/RescueNet for the purchase of billing software licenses (with hosting by VLI) for three (3) years for \$288,836.00 and authorized execution of same by the District's CEO. Mr. Farmer next presented to and reviewed with the Board an updated memorandum regarding the evaluation of various billing software systems for the District, a copy of which is attached hereto. Mr. Farmer went on to explain that, subsequent to the prior Board meeting, Zoll Data Systems ("Zoll") raised issues with the previously approved proposal from Zoll/RescueNet (with hosting by VLI). Mr. Farmer stated that Zoll's sales department submitted an additional billing software license/hosting option of \$322,712.04 for five (5) years.

Mr. Farmer stated that the current license with VLI Tech/ESO cost \$381,776.00 for a three (3) year term. Mr. Farmer stated that he and District staff were now recommending termination of the current billing software licenses and the purchase of new licenses with Zoll/RescueNet (hosted by Zoll) for a cost of \$322,712.04 for a five (5) year term. A discussion ensued. Mr. Farmer noted that staff anticipated a June 1st implementation of the new billing software.

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: 1) rescind the February 28th motion accepting the proposal from Zoll/RescueNet (hosted by VLI) for the purchase of billing software licenses for \$288,836.00 for three (3) years and authorize execution of same by the District's CEO; and 2) accept the proposal from Zoll/RescueNet (hosted by Zoll) for the purchase of the billing software licenses for a five (5) year term for \$322,712.04, and authorize execution of same by the District's CEO.

CFO REPORT

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, copies of which are attached hereto. A discussion ensued.

In response to a question, Mr. Chebra and Mr. De La Rosa reviewed the upcoming "Grand Rounds" medical event on April 19th.

Mr. De La Rosa also discussed a recent medical event, which provided CPR training as well as EKG testing to the general public.

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 the bills as submitted, with the exception of the JINCO invoices, which would be considered separately.

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 Williams, after full discussion and the question being put to the Board, the Board voted three (3) votes in favor with one (1) abstention by Commissioner Plummer, to authorize payment of the JINCO invoices.

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 Investment Report.

REVIEW AND DISCUSS RESOLUTION ADOPTING DISTRICT REIMBURSEMENT POLICY AND TAKE NECESSARY ACTIONS ON SAME

The Board then reviewed the District's current Reimbursement Policy, which was adopted on March 19, 2020, a copy of which is attached hereto. Ms. Adams stated that RAB was not recommending any changes to the District's Reimbursement Policy at this time. No action was taken by the Board.

REVIEW STATUS OF PAYROLL SERVICES TRANSITION AND TAKE ANY NECESSARY ACTIONS ON SAME

Mr. Farmer next presented to and reviewed with the Board a summary of the timeline for the implementation of the new payroll system with Paycor, Inc. ("Paycor"), a copy of which is attached hereto. Mr. Farmer added that he anticipated the Paycor payroll system would go live in May.

TAX ASSESSOR/COLLECTOR'S REPORT

Ms. Adams then reviewed with the Board the Tax Assessor/Collector's Report for February 2023, a copy of which is attached hereto.

ATTORNEY'S REPORT, INCLUDING:

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

Ms. Adams reported that there had not been any PIA requests received since the February 28th Board meeting.

REVIEW MATTERS PERTAINING TO TEXAS SECRETARY OF STATE'S ("SOS") RANDOMIZED AUDIT OF MAY 7, 2022 ELECTION

Regarding the SOS randomized audit of the District's May 7, 2022 Election (the "Election"), Ms. Adams reported that RAB had received and responded to the SOS Forensic Audit Division's first (1st) and second (2nd) requests for documents related to the District's May 2022 Election. Ms. Adams noted that the SOS Forensic Audit Division had not scheduled an inspection

of the District's Election records that could not be provided electronically. A discussion regarding the cost associated with responding to same ensued.

REVIEW PROPOSAL FROM HART INTERCIVIC ("HART") FOR PURCHASE OF 25 VDRIVES AND TAKE NECESSARY ACTIONS ON SAME

Ms. Christensen then presented to and reviewed with the Board a proposal from Hart for the purchase of 25 vDrives for use with the District's election equipment, a copy of which is attached hereto. A 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 accept the proposal from Hart for the purchase of 25 vDrives for \$1,675.00.

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 stated that she had updates on the CCEMS Litigation to discuss with the Board in Executive Session.

REVIEW DISTRICT PERSONNEL MATTERS, INCLUDING REVIEW AND AMEND DISTRICT ORGANIZATIONAL CHART

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 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, Mr. Chebra, Ms. Adams, Ms. King, Ms. Christensen and Ms. Phillips convened into Executive Session at 6:05 p.m.

Ms. Phillips exited Executive Session at 6:17 p.m.

Mr. Chebra exited Executive Session at 6:25 p.m.

All other meeting attendees still present re-entered the meeting at 6:45 p.m.

RECONVENE IN OPEN SESSION

Commissioner Plummer reconvened the meeting in open session at approximately 6:46 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 6:47 p.m.

PASSED, APPROVED AND ADOPTED this 25th day of April, 2023.





Asst. Secretary, Board of Commissioners