

MINUTES OF MEETING OF THE
BOARD OF COMMISSIONERS

November 30, 2023

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 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 Thursday, November 30, 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 Pinard, thus constituting a quorum. Also attending the meeting were the following District employees: Mr. Jamie Chebra, Chief Executive Officer ("CEO"); Mr. Kevin Nutt, Chief Operating Officer ("COO"); Mr. Tony Farmer, Chief Financial Officer ("CFO"); Ms. Katie Conn, Compliance Manager; Mr. Jordan Anderson, Chief Quality Officer ("CQO"); Ms. Karisa Wendt, Executive Assistant; Ms. Brandi King, Human Resources Manager; and Messrs. Matt Folsom, Jarret Kennig; Brian Piatkowski and Dustin Yates. District consultants in attendance were: Mr. Brian Toldan of McCall Gibson Swedlund Barfoot PLLC ("McCall"), auditor for the District; Dr. Casey Patrick, former Medical Director 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 of Radcliffe Adams Barner PLLC ("RAB"), general counsel for the District; Mr. Brian Trachtenberg and Ms. Anna Phillips of Greathouse Holloway McFadden Trachtenberg, PLLC ("Greathouse"), special counsel to the District; and Mr. Xander Kannick of 62 Digital, LLC ("62 Digital"), the District's communications coordinator. 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 the time.

APPROVAL OF THE MINUTES

The Board considered approval of the October 24, 2023 regular meeting minutes. 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 the October 24, 2023 regular meeting minutes and certified agenda for same.

ENGAGE AUDITOR FOR PREPARATION OF FISCAL YEAR ENDING ("FYE") DECEMBER 31, 2023 AUDIT (THE "2023 AUDIT")

Mr. Toldan then presented to and reviewed with the Board the confirmation of the Auditor's engagement for preparation of the 2023 Audit, a copy of which is attached hereto. Mr. Toldan stated that the Board previously engaged McCall to prepare future annual audits and he was requesting confirmation of same for the 2023 Audit. Mr. Toldan noted that the estimated fee range would be between \$37,000 and \$40,000 for preparation of the 2023 Audit. 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 confirm McCall's engagement to prepare the 2023 Audit.

Mr. Toldan exited the meeting at this time.

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

CONSIDER FINAL PAY APPLICATIONS ("PA"), CHANGE ORDERS ("CO") AND CERTIFICATE OF COMPLETION FOR PHASE II OF DISTRICT ADMINISTRATION COMPLEX ("PHASE II PROJECT") EXPENDITURES, AS NECESSARY

Mr. Martinez first presented to the Board the most recent edition of *Firehouse Magazine*, which included an article about the District's Administration Complex project.

Mr. Martinez reported that the Phase II Project was substantially complete and MA was coordinating with J.E. Dunn to address the few outstanding warranty items (i.e. faulty light fixtures and audio/visual equipment, etc.).

Ms. Adams noted that the Board previously reviewed and approved the Phase II Agreed-Upon Procedures in connection with the Phase II Project.

Mr. Martinez then presented to and reviewed with the Board PA Nos. 27 and 28 and Final from J.E. Dunn in the amounts of \$54,812.00 and \$569,228.00, respectively, for the Phase II Project. Copies of the PAs are attached hereto. Mr. Martinez confirmed that MA had reviewed and approved PA Nos. 27 and 28 and Final. Mr. Martinez recommended withholding \$15,000.00 from PA No. 28 and Final though there was only \$10,065.00 remaining to be paid from the retainage due to various prior deductions. A discussion ensued and the Board tabled the matter until later in the meeting.

TRANSFER OF HARRIS COUNTY FLOOD CONTROL DISTRICT ("HCFCD")
STORMWATER QUALITY ("SWQ") PERMIT AND FUTURE INSPECTION AND
MAINTENANCE, AND TAKE NECESSARY ACTIONS ON SAME

Ms. Adams then reported that the District's Administration Property's SWQ Permit established during the construction process needed to be inspected by a qualified professional engineer and renewed with Harris County Flood Control District. A discussion ensued.

Mr. Chebra then presented a proposal from Integrated Eco Solutions ("IES") for \$1,600.00 to perform such services. 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 engage IES to inspect and renew the SWQ Permit for the District.

CEO REPORT

Mr. Chebra then reported on various service matters, including the status of the District's operations, ambulance fleet, communications and District staffing in October 2023.

REVIEW COMPLIANCE, COMMUNICATIONS, HUMAN RESOURCES ("HR"), CLINICAL
MATTERS AND OPERATIONS

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

Mr. Chebra then reviewed with the Board: 1) critical failures; 2) fleet updates; and 3) the 24-hour unit consumption time, copies of which are attached hereto. Mr. Chebra also reported that, in October 2023, the District's ambulance fleet drove a total of 105,240 miles.

Mr. Chebra reported that, in October, the District: 1) operated its ambulances with approximately 274 lost unit hours; 2) received 5,458 calls, of which 3,116 resulted in transports to hospitals; 3) provided mutual aid seven (7) times and requested mutual aid one (1) time; 3) maintained an overall response time compliance of 89.08%; and 4) experienced two (2) critical failures.

Commissioner Dunlap inquired about inclusion of holding calls in the Operations Report. Mr. Chebra reminded Commissioner Dunlap about the Board's previous directive to not spend the District staff's time to extract such data for inclusion in the report. After discussion, Mr. Chebra stated he would personally pull such data. Commissioner Dunlap then inquired why the District was attempting to acquire radio frequency/communications from City Ambulance. Mr. Chebra responded that it was for redundancy in the District's communications. A discussion amongst the Commissioners ensued.

REVIEW AND AUTHORIZE REPAIRS AND MAINTENANCE TO DISTRICT STATIONS,
AS NECESSARY

Mr. Chebra stated that there were no District station repairs or maintenance matters for the Board to consider at the time.

REVIEW DISTRICT EMPLOYEE HANDBOOK (THE "HANDBOOK") AND TAKE NECESSARY ACTIONS ON SAME

Mr. Chebra next reviewed with the Board the proposed updates to the Handbook, a copy of which is attached hereto. A discussion ensued regarding the necessary revisions/amendments to same.

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 the amended Handbook.

REVIEW AND APPROVE WORK FOR HIRE AGREEMENT (THE "AGREEMENT") WITH SPARK CLEAN ("SPARK") FOR JANITORIAL SERVICES FOR DISTRICT FACILITIES

Ms. Conn next reminded the Board that they previously accepted the proposal from Spark for cleaning and janitorial services for the District facilities. Ms. Conn then reviewed with the Board the proposed Agreement with Spark. Ms. Adams stated that RAB reviewed and commented on the proposed Agreement. Ms. Conn noted that Spark's attorney was reviewing the Agreement. A discussion ensued.

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 the Agreement with Spark, a copy of which is attached hereto, subject to finalization of same.

REVIEW AND APPROVE MASTER SERVICES AGREEMENT (THE "MSA") WITH VLI TECH, INC. ("VLI")

Mr. Chebra then presented to and reviewed with the Board the proposed MSA with VLI for renewal of the District's subscription for use of its software. Mr. Chebra stated that VLI was increasing the cost per call which resulted in an increased cost to the District of \$18,000.00 per year. Ms. Adams stated that RAB had not finished its review of the proposed MSA. 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 the MSA with VLI and an Addendum for same, copies of which are attached hereto, subject to legal review.

REVIEW AND APPROVE MEDICAL DIRECTOR EMPLOYMENT AGREEMENT

Mr. Chebra then reminded the Board that District staff previously recommended that the Board approve and authorize execution of a Medical Director Agreement with Dr. Sarah Francis McClure. Mr. Chebra stated that RAB reviewed the proposed Medical Director Agreement, but the District was awaiting receipt of Dr. McClure's attorney's comments.

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, budget comparison, statement of cash flows, debt service payment schedule, list of checks and related invoices being presented for payment and the Investment Report, copies of which are attached hereto.

Commissioner Dunlap stated that he wanted it noted in the minutes that he felt it was "ridiculous" that he had to approve the payment of a legal bill that included costs for the District "targeting" him.

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

DISCUSS AND APPROVE 2024 EMPLOYEE BENEFITS (JANUARY 1, 2024 – DECEMBER 31, 2024)

Mr. Farmer reminded the Board that District employees then-currently had medical and dental insurance through Blue Cross/Blue Shield of Texas ("BCBS"), which would expire on December 31, 2023. Mr. Farmer reported that District staff communicated with BCBS, Aflac and the other plan and benefits providers regarding the upcoming renewal of the District's employee health insurance plan(s) and related benefits. Mr. Farmer presented to and reviewed with the Board a summary of the 2024 employee health insurance plan options, costs and related benefits, a copy of which is attached hereto. A discussion ensued.

DISCUSS PROPERTY, GENERAL LIABILITY, WORKERS' COMPENSATION AND CYBER LIABILITY INSURANCE THROUGH ARTHUR J. GALLAGHER & CO. ("GALLAGHER") (EXPIRES DECEMBER 31, 2023)

Mr. Farmer next reminded the Board that the District's Property, General Liability, Workers' Compensation and Cyber Liability insurance coverages through Gallagher would expire on December 31, 2023. Mr. Farmer then presented to and reviewed with the Board the District's Workers' Compensation insurance proposal/summary of coverage for January 1, 2024 through December 31, 2024 from Gallagher, a copy of which is attached hereto. Mr. Farmer stated that the annual insurance premium for Workers' Compensation coverage with Texas Mutual was \$544,535.00. Mr. Farmer noted that the 2023 annual premium for Workers' Compensation coverage was \$630,000.00. A discussion ensued.

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 Workers' Compensation coverage from January 1, 2024 through December 31, 2024.

CONSIDER BUNDLED RATE PATIENT BILLING STRUCTURE AND TAKE ANY NECESSARY ACTIONS ON SAME

Mr. Farmer next presented to and reviewed with the Board a memorandum regarding the implementation of Senate Bill 2476, which required patients to be billed based on a bundled billing rate structure, a copy of which is attached hereto. Mr. Farmer went on to review with the Board the District Charge Master that was approved on August 22, 2023 and the proposed bundled rate changes to same, a copy of which is attached hereto. A discussion ensued.

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 the amended District Charge Master, which included the new bundled rate changes.

DISCUSS AND APPROVE 2024 EMPLOYEE BENEFITS (JANUARY 1, 2024 – DECEMBER 31, 2024) (-CONTINUED-)

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 the employee health insurance coverages with BCBS, related benefits and premiums, as presented.

TAX ASSESSOR/COLLECTOR'S REPORT

Commissioner Plummer then reviewed with the Board the Tax Assessor/Collector's Report for October 2023, a copy of which is attached hereto.

CFO REPORT (-CONTINUED-)

Mr. Farmer further reviewed the CFO Report.

ATTORNEY'S REPORT, INCLUDING:

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

Ms. Adams reported that two (2) new PIA requests had been received since the October 24, 2023 Board meeting and RAB responded to such requests.

STATUS OF CYPRESS CREEK EMERGENCY MEDICAL SERVICES ("CCEMS") VS. THE DISTRICT, ET AL, AND RELATED LEGAL MATTERS AND TAKE NECESSARY ACTION ON SAME

Mr. Trachtenberg reported that he would, in Executive Session, update the Board on the legal matters related to the CCEMS Litigation and bankruptcy proceedings. Mr. Trachtenberg, however, reported that Federal Emergency Management Agency approved \$183,484.86 of the \$378,479.00 originally requested by CCEMS for COVID related claims.

REVIEW RELEASE OF DISTRICT PATIENT PROTECTED HEALTH INFORMATION ("PHI") AND RELATED DEPOSITIONS, AND TAKE NECESSARY ACTIONS IN CONNECTION WITH SAME

Mr. Trachtenberg reported that, on October 2, 2023, a Petition to Take Pre-Suit Depositions was filed and Greathouse worked with the court to reschedule the hearing on such Petition, which was originally scheduled for earlier in the week, to February 16, 2024 at 11:00 a.m. Mr. Trachtenberg reiterated that the proceeding was not a lawsuit and stated that he would discuss legal matters regarding same with the Board in Executive Session.

AUTHORIZE COMMISSIONER ATTENDANCE AT SAFE-D ANNUAL CONFERENCE

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 authorize the Board's and District staff's attendance at the SAFE-D Annual Conference to be held in Irving, Texas on February 22-24, 2024.

DISTRICT PERSONNEL MATTERS, INCLUDING CEO EMPLOYMENT AGREEMENT ANNUAL SALARY AND PERFORMANCE REVIEW AND TAKE NECESSARY ACTIONS IN CONNECTION WITH SAME

Mr. Chebra stated that he had personnel matters to discuss with the Board in Executive Session. Ms. Adams noted that she would discuss Mr. Chebra's review with the Board in Executive Session.

ELECTION AGENDA:

UPDATE ON MAY 4, 2024 COMMISSIONERS ELECTION (THE "ELECTION") MATTERS, AND TAKE ANY NECESSARY ACTIONS ON SAME

Ms. Adams explained that the Election would be held on Saturday, May 4, 2024, and noted that the terms of office of Commissioners Plummer, Williams and Pinard were expiring at such time.

DISCUSS AND TAKE NECESSARY ACTION REGARDING METHOD OF CONDUCT OF THE ELECTION

Ms. Adams went on to state that she continued attempts to inquire with the Harris County (the "County") Clerk's office regarding whether the County would offer to conduct the May 2024 election with the District and, as of the day of the Board meeting, the County had not yet determined if it would conduct an election.

NOTICE OF APPOINTMENT OF DESIGNATED AGENT

Ms. Adams then presented to and reviewed with the Board a draft of the Notice of Appointment of Designated Agent for the Election, a copy of which is attached hereto. Ms. Adams informed the Board that she recommended that RAB serve as the District's designated agent for the Election and explained some of the duties of the designated agent. 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 appoint RAB as the District's designated agent for the Election.

NOTICE OF DEADLINE TO FILE AN APPLICATION FOR A PLACE ON THE BALLOT FOR THE ELECTION

Ms. Adams next presented to and reviewed with the Board a draft of the Notice of Deadline to File an Application for a Place on the Ballot for the Election. Ms. Adams noted that this notice was also required by the Texas Election Code be posted by December 18th. Ms. Adams added that the first day in which candidate applications may be accepted was January 17, 2024, and that the application filing deadline was 5:00 p.m. on Friday, February 16, 2024. 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 posting of the Notice of Deadline to File an Application for a Place on the Ballot for the Election, a copy of which is attached hereto.

Commissioner Plummer then stated that the Board would convene in Executive Session to deliberate matters of pending or contemplated litigation and personnel pursuant to Sections 551.071 and 551.074, Texas Government Code.

In response to a request from Commissioner Dunlap regarding whether there was any documentation related to his being asked to leave the PHI-related Executive Sessions, Mr. Trachtenberg stated that he would provide him with such documentation.

All members of the Board present, Mr. Chebra, Ms. King and Ms. Adams convened into Executive Session at 6:14 p.m.

Mr. Chebra exited Executive Session at 6:20 p.m.

Commissioner Dalton entered Executive Session at 6:22 p.m.

Ms. King exited the Executive Session at 6:36 p.m.

Mr. Chebra, Mr. Trachtenberg and Ms. Phillips entered Executive Session at 6:37 p.m.

All other meeting attendees still present re-entered the meeting at 6:54 p.m.

RECONVENE IN OPEN SESSION

Commissioner Plummer reconvened the meeting in open session at approximately 6:54 p.m. at which time the following actions were taken by the Board:

CONSIDER FINAL PA, CO AND CERTIFICATE OF COMPLETION FOR PHASE II PROJECT (-CONTINUED-)

A discussion ensued regarding PA Nos. 27 and 28 and Final from J.E. Dunn in the amounts of \$54,812.00 and \$569,228.00, respectively, for the Phase II Project.

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 authorize payment of PA Nos. 27 and 28 and Final, subject to \$15,000.00 being withheld from PA No. 28 and Final.

APPROVE PAYMENT OF BILLS AND ISSUANCE OF CHECKS (-CONTINUED-)

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 Williams, seconded by Commissioner Dalton, 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 authorize Greathouse to take action related to the CCEMS matter, as discussed in Executive Session.

Commissioner Plummer then stated that the Board would reconvene in Executive Session to deliberate matters of attorney client privilege and pending or contemplated litigation pursuant to Section 551.071, Texas Government Code.

Commissioner Dunlap exited the meeting at 6:57 p.m.

All members of the Board present, Mr. Chebra, Ms. Adams, Mr. Trachtenberg and Ms. Phillips convened into Executive Session at 6:58 p.m.

RECONVENE IN OPEN SESSION

Commissioner Plummer reconvened the meeting in open session at approximately 7:43 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 7:46 p.m.

PASSED, APPROVED AND ADOPTED this 19th day of December, 2023.



Nancy Dalton
Secretary, Board of Commissioners