

PACIFIC COMMUNITIES HEALTH DISTRICT
REGULAR MEETING MINUTES OF THE BOARD OF DIRECTORS
Tuesday, April 15, 2025

PRESENT: Aimee Thompson, Chairperson
Lola Jones, Member
Ralph Breitenstein, MD, Member at Large
David Long, MD, Secretary

ALSO, PRESENT: Lesley Ogden, CEO SPCH
Kathryn Doksum, District Finance Manager
Carrie Connelly, Legal Counsel
Catherine Macnab, Facilitator/Recorder
Jane Russell, COO SPCH
Jon Conner, Dir. Facilities
Sam Jones, VP of PCS SPCH
Karla Clem, Dir. Foundation

CALLED TO ORDER: Aimee Thompson, Chairperson, called the regular monthly meeting of the Board of Directors to order at 4:04 p.m.

CONFIRMATION OF AGENDA ITEMS: Aimee Thompson, Chairperson, requested confirmation of the meeting agenda. There were no additions requested.

INVITATION FOR CITIZEN COMMENTS: There were no citizens present at the meeting.

APPROVAL OF MINUTES: After review of the March 18, 2025, regular Board meeting minutes there were no requested changes.

Aimee Thompson, Chairperson, requested a motion to approve the March 18, 2025, regular Board meeting minutes. Lola Jones moved to approve the March 18, 2025 regular Board meeting minutes. David Long, MD seconded. Motion carried by unanimous voice vote.

BOARD CHAIR AUTHORITY: At the March 18, 2025 meeting the Board discussed the lack of an explicit assignment for the Chairperson to sign off on all contracts or if all contracts are required to come to the Board. It is beneficial to have the Chair sign contract amendments in the event that there is an urgent need for a signature. Carrie Connelly proposed a policy that authorizes the Board Chair and a second signatory to sign amendments to Board approved contracts, up to a specified spending limit, based upon a percentage of the underlying contract, and up to the applicable procurement threshold. Important to have some way for contract approval in the event the district needs a contract executed when a meeting cannot be held.

A POLICY ESTABLISHING SIGNING AUTHORITY AND LIMITS FOR DISTRICT BOARD CHAIR AND MEMBERS:

WHEREAS, the Pacific Communities Health District (District) has adopted Resolution No. 25-02, establishing Public Contracting Rules for the District; and

WHEREAS, Resolution No. 25-02 and the rules adopted thereunder define the term "Contracting Agency" as the District Board and any person authorized by the Board to conduct procurements on the District's behalf; and

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WHEREAS, the District's daily operations require contractors and project managers to manage District public contracts, including those for goods, services, and public improvements, as well for as non-public contracts, such as grant agreements and real property leases, in the most efficient manner; and

WHEREAS, it is in the District's best interest to be able to approve and amend certain contracts in an efficient and cost-effective manner, while retaining ultimate fiscal responsibility to the District Board of Directors (District Board); and

WHEREAS, the District Board, by this Policy, wishes to delegate some Contracting Agency authority to the Board Chair and other District officers and Board members in the Board Chair's absence, and establish spending limits therefore.

NOW, THEREFORE, the District Board hereby adopts the following Signing and Spending Limit Policy:

Section 1: Definitions. For the purposes of this Policy and the related policies, rules, and procedures, the following terms shall have the following meanings:

- A. "Emergency" means circumstances that (1) could not have been reasonably foreseen; (2) create a substantial risk of loss, damage or interruption of services or a substantial threat to property, public health, welfare or safety; and (3) require prompt execution of a contract to remedy the condition.
- B. "Procurement" means the act of purchasing, leasing, renting or otherwise acquiring interests in real property, goods and services, or construction labor and materials. Procurement includes each function and procedure undertaken or required to be undertaken by the District to enter into, administer, and obtain performance under a District Contract pursuant to the District's Public Contracting Rules or state law.

Section 2: District Chair Authority. Subject to Board budgeted items and amounts, the District Board Chair or, in the Chair's absence, the Board officer serving as Chair, with a second District Board member signatory, is authorized to execute:

- A. Contracts in amounts not exceeding \$25,000. Non-Emergency Contracts over this amount require the approval of the District Board.
- B. Emergency Contracts, in amounts not exceeding \$250,000. The District Chair must inform the Board of all executed Emergency Contracts at the Board's next regularly scheduled meeting.
- C. Contract Change Orders and Amendments, up to the lesser of: 1) ten percent (10%) of the underlying Contract's original amount; or 2) the underlying Contract's applicable procurement threshold.

The District Board, at a regular, special, or emergency meeting called in accordance with Oregon's Public Meeting Laws and the District Board's By-Laws, shall approve or disapprove contract awards, change orders, and amendments in amounts over the thresholds set above.

Section 3. Repeal. All previously adopted Board action, including but not limited to resolutions, motions, orders, or policies, which establish signing or spending authority for the District Chair or Board Members are hereby repealed to the extent inconsistent with the Board's delegated authority adopted herein.

Section 4. Effective Date. This Policy shall take effect upon adoption on this date of April 14, 2025

Aimee Thompson, Chairperson, requested a motion to approve the Policy Establishing Signing Authority and Limits for District Board Chair and Members. Lola Jones moved to approve the Policy Establishing Signing

Authority and Limits for District Board Chair and Members. David Long seconded. Motion carried by unanimous voice vote.

YEAs 4
NAYs 0
ABSENT 1
ABSTAINED 0

Carrie also noted that after she reviewed of the PCHD Bylaws found in previous documents from 2002 there are changes that need to be made to bring the Bylaws up to date. The district asked that Carrie come back to the next meeting with suggestions and draft for further review/discussion.

LEASE & OPERATING AGREEMENT: Samaritans attorney Tyler Jacobsen asked for additional changes to the addendum to Lease & Operating agreement with Pacific Communities Health District and Samaritan Pacific Communities Health Services (Lessor's Consent to Construct New Water Resiliency Project).

Aimee Thompson, Chairperson, requested a motion to approve the signing of the addendum to Lease & Operating agreement with Pacific Communities Health District and Samaritan Pacific Communities Health Services (Lessor's Consent to Construct New Water Resiliency Project). Lola Jones motioned to approve the signing of the addendum to Lease & Operating agreement with Pacific Communities Health District and Samaritan Pacific Communities Health Services (Lessor's Consent to Construct New Water Resiliency Project). Ralph Breitenstein, MD seconded. Motion carried by unanimous voice vote.

RESIDENCY HOUSING CITY PERMIT APPLICATION Jon Conner reported that he met with Capri architecture regarding plans being created to go to the City of Newport for their approval. Aimee reviewed estimates for the permitting and approval process.

Aimee Thompson, Chairperson, requested a motion to approve submitting the residency housing information plans to the city of Newport for approval. Ralph Breitenstein moved to approve submitting the residency housing information plans to the city of Newport for approval, Lola Jones seconded. Motion carried by unanimous voice vote.

PAYMENT TO RESIDENT AT 192 NE 58TH ST. FOR FENCE DAMAGE: Last summer when dirt was pulled away during construction for STARS a neighbor reported that his fence was damaged and provided a \$1000 estimate for the fencing repair. The PCHD Board reviewed the Full and Final Release and Settlement Agreement between the district and Michael Rowles.

Aimee Thompson, Chairperson requested a motion to approve signing Full and Final Release and Settlement Agreement between the district and Michael Rowles. Ralph Breitenstein, MD moved to approve signing Full and Final Release and Settlement Agreement between the district and Michael Rowles. Lola Jones seconded. Motion carried by unanimous voice vote.

BUDGET DIRECTOR NOMINEE: Aimee Thompson presented the nominee Kathryn Doksum for the position of the Pacific Communities Health District (PCHD) Budget Director.

Aimee Thompson, Chairperson requested a motion to approve Kathryn Doksum for the position of the PCHD Budget Director. David Long, MD moved to approve Kathryn Doksum for the position of the PCHD Budget Director. Lola Jones seconded. Motion carried by unanimous voice vote.

BUDGET TIME TABLE FISCAL YEAR 2025-2026: Kathryn Doksum presented the Pacific Communities Health District (PCHD) Budget Time Table for the Fiscal Year 2025-2026.

Aimee Thompson, Chairperson requested a motion to approve the PCHD Budget Time Table for the Fiscal Year 2025-2026. Lola Jones moved to approve the PCHD Budget Time Table for the Fiscal Year 2025-2026. David Long, MD seconded. Motion carried by unanimous vote.

MONTHLY/QUARTERLY REPORTS:

FINANCIAL REPORTS: Kathryn Doksum, District Finance Manager presented the March 2025 financial reports. The Board reviewed the financials that were in the packet including the Check Register, Balance Sheet, Trend Analysis for the PCHD General Fund and Trend Analysis for the Debt Service fund.

Aimee Thompson, Chairperson requested a motion to approve the March 2025, financials as presented. David Long, MD motioned to approve the March 2025 financials as presented. Lola Jones, MD, seconded. Motion carried by unanimous voice vote.

REPORT FROM LEGAL COUNSEL: Carrie Connelly, Legal Counsel gave a report and the highlights included:

- City IGA amendment signed and finalized
- Changes to the Bylaws for the District will be coming back to next meeting.

CONSTRUCTION/FACILITIES/WATER RESILIENCY REPORT: Jon Conner, Facilities Director gave a report, and the highlights included:

- STARS construction continues well but delay due to electrical switch gear. One of the main panels is being delayed an additional 2 months. Continuing with the project and if we get to that point, we will work on other areas to minimize costs. Everything will be done to be ready to install the panels as quickly as possible.
- Kitchen manufacturer work starting soon.
- Opening pushed back to August
- To date there have been no flooring issues. There is a meeting scheduled with the SHS attorney to get all legal items wrapped up by completion.
- Housing- final drafts are in for submission for permits. Carrie Connelly will do the documentation for RFPs.
- Water resiliency working towards 60% design then will prepare a rendering for feedback. Meeting with City of Newport last week regarding the pumping station and the building to contain it design.

NEWPORT CITY CENTER REVITALIZATION: Ralph Breitenstein, MD gave a report, and the highlights included:

- Meeting in April has been pushed back to May.

HOSPITAL REPORT: Lesley Ogden, CEO gave the CEO report, and the highlights included:

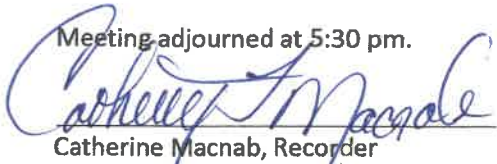
- Passed halfway point with the Oregon chamber work session. There was a rush and many more bills than anticipated went through so we are following more legislation than anticipated. Some are advantageous to healthcare and others are not.
- SHS Government affairs specialist reported concerns over about half of budget funding being federal. It is anticipated that about half of SHS funding requests will be approved.
- Executive order tariffs will affect finances and buying at SHS.
- Watching Dr. Mehmet Oz as the confirmed CMS Administrator.
- Senate and House have voted to approve the budget. There is a concerning \$880 billion required savings that will affect CMS payments.
- United Way held a Day of Action on Saturday, April 5th at Rogue Brewery where volunteers from SHS and other community members made meals for families in need.
- Healthgrades has recognized SPCH as a winner of their 2025 Outstanding Patient Experience Award.
- SPCH matched 2 residents to our program and will continue with 2 total positions moving forward.
- Center for Health Educations commercial kitchen license was received.

Lesley Ogden, CEO also reviewed the Samaritan Pacific Health Services Quality & Service Excellence statistics for the following: Inpatient, Emergency Room, Primary Care Clinics, Specialty Clinics, Support Services, Community Partnership, Sustainability, Employee Engagement.

FOUNDATION Update: Karla Clem, Dir. PCHD Foundation gave a report, and the highlights included:

- Of the total current estimated need for the Stars project fundraising needs funds are currently at \$8,143 below goal.
- Signage for recognition of Senator Anderson and Representative Gomberg to be placed inside the door to the courtyard of the building.
- Donor recognition signage suggested placement inside the vestibule at STARS. Plaque recognition will be combining all donors on one big sign.

Meeting adjourned at 5:30 pm.



Catherine Macnab, Recorder
PACIFIC COMMUNITIES HEALTH DISTRICT



David Long, MD, Secretary
PACIFIC COMMUNITIES HEALTH DISTRICT