



AGENDA

REGULAR MEETING OF THE BOARD OF DIRECTORS

Tuesday, January 7, 2020

4:00 PM

Modular C Classroom

600 N. Highland Springs Avenue, Banning, CA 92220

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the Administration Office at (951) 769-2160. **Notification 48 hours prior to the meeting** will enable the Healthcare District to make reasonable arrangements to ensure accessibility to this meeting. [28 CFR 35.02-35.104 ADA Title II].

TAB

I. Call to Order

D. Tankersley, Chair

II. Pledge of Allegiance

III. Public Comment

A five-minute limitation shall apply to each member of the public who wishes to address the Healthcare District Board of Directors on any matter under the subject jurisdiction of the Board. A thirty-minute time limit is placed on this section. No member of the public shall be permitted to “share” his/her five minutes with any other member of the public. (Usually, any items received under this heading are referred to staff for future study, research, completion and/or future Board Action.) (PLEASE STATE YOUR NAME AND ADDRESS FOR THE RECORD.)

On behalf of the Healthcare District Board of Directors, we want you to know that the Board acknowledges the comments or concerns that you direct to this Board. While the Board may wish to occasionally respond immediately to questions or comments if appropriate, they often will instruct the Hospital CEO, or other Hospital Executive personnel, to do further research and report back to the Board prior to responding to any issues raised. If you have specific questions, you will receive a response either at the meeting or shortly thereafter. The Board wants to ensure that it is fully informed before responding, and so if your questions are not addressed during the meeting, this does not indicate a lack of interest on the Board’s part; a response will be forthcoming.

NOTE: MEMBERS OF THE SAN GORGONIO MEMORIAL HOSPITAL BOARD OF DIRECTORS ARE INVITED TO ATTEND AS MEMBERS OF THE PUBLIC AND MAY ADDRESS THE SAN GORGONIO MEMORIAL HEALTHCARE DISTRICT BOARD OF DIRECTORS AT ANY TIME DURING PUBLIC COMMENT OR AS REQUESTED BY THE DISTRICT BOARD AT THIS MEETING. NO SAN GORGONIO MEMORIAL HOSPITAL BOARD BUSINESS WILL BE CONDUCTED AT THIS MEETING.

OLD BUSINESS

- | | | | |
|-----|--|-----|---|
| IV. | * Proposed Action - Approve Minutes | All | |
| | • December 3, 2019 regular meeting | | A |

NEW BUSINESS

- | | | | |
|-------|--|---------------|--------|
| V. | Healthcare District Board Chair monthly report | D. Tankersley | verbal |
| VI. | Medical Clinic monthly report | H. Yonemoto | B |
| VII. | * Proposed Action - Approve November 2019 Financial report | M. Kammer | C |
| | ▪ ROLL CALL | | |
| | • Informational: Measure A funds report – November 2019 | | D |
| VIII. | * Proposed Action – Approve Healthcare District Bylaws
(per Bylaws Section 9, (b)) | D. Tankersley | E |
| | ▪ ROLL CALL | | |
| IX. | * Proposed Action - All Healthcare District Board members
annual execution of Confidentiality and Nondisclosure Agreement | D. Tankersley | F |
| X. | * Proposed Action - Healthcare District Board Chair Appoints
2020 Committee members
(copy of 2019 Committee members included as informational) | D. Tankersley | G |
| XI. | * Proposed Action – Appoint Healthcare District’s appointee to
Hospital Board Executive Committee (must be a non-District
Director as there are already 2 District Directors on the Committee) | D. Tankersley | verbal |
| | ▪ ROLL CALL | | |
| XII. | Announcements | | |
| XIII. | General Information | | |
| XIV. | Future Agenda Items | | |
| XV. | Adjournment | D. Tankersley | |

***Action Required**

San Gorgonio Memorial Healthcare District
Board of Directors Regular Meeting
January 7, 2020

In accordance with The Brown Act, *Section 54957.5*, all public records relating to an agenda item on this agenda are available for public inspection at the time the document is distributed to all, or a majority of all, members of the Board. Such records shall be available at the Healthcare District Administration office located at 600 N. Highland Springs Avenue, Banning, CA 92220 during regular business hours, Monday through Friday, 8:00 am - 4:30 pm.

I certify that on January 3, 2020 I posted a copy of the foregoing agenda near the regular meeting place of the Board of Directors of San Gorgonio Memorial Healthcare District, and on the San Gorgonio Memorial Hospital website, said time being at least 72 hours in advance of the regular meeting of the Board of Directors
(*Government Code Section 54954.2*).

Executed at Banning, California on January 3, 2020


Bobbi Duffy, Executive Assistant

TAB A

REGULAR MEETING OF THE
SAN GORGONIO MEMORIAL HEALTHCARE DISTRICT
BOARD OF DIRECTORS

December 3, 2019

The regular meeting of the Board of Directors of the San Gorgonio Memorial Healthcare District was held on Tuesday, December 3, 2019 in the Modular C Classroom, 600 N. Highland Springs Avenue, Banning, California.

Members Present: Lynn Baldi, Phillip Capobianco III, Estelle Lewis, Lanny Swerdlow, Dennis Tankersley (Chair)

Absent: None

Required Hospital Steve Barron (CEO), Margaret Kammer (Controller), Pat Brown (CNO), Annah Karam (CHRO), Holly Yonemoto (CBDO), Dave Recupero (CFO), Bobbi Duffy (Executive Assistant)

AGENDA ITEM	DISCUSSION	ACTION / FOLLOW-UP
Call To Order	Chair Dennis Tankersley called the meeting to order at 4:03 pm.	
Pledge of Allegiance	Chair Tankersley led members and guests in the Pledge of Allegiance to the Flag.	
Public Comment	There was no public present.	
OLD BUSINESS		
Proposed Action - Approve Minutes November 5, 2019 regular meeting	Chair Tankersley asked for any changes or corrections to the minutes of the November 5, 2019 regular meeting. There were none.	The minutes of the November 5, 2019 regular meeting will stand correct as presented.
NEW BUSINESS		
Healthcare District Board Chair monthly Update	Chair Tankersley noted that he attended several committee meetings during November.	

AGENDA ITEM	DISCUSSION	ACTION / FOLLOW-UP												
Medical Clinic monthly report	Holly Yonemoto briefly reviewed her written monthly report for the Medical Clinical as included on the board tablets.													
Proposed Action – Approve October 2019 Financial report	<p>Margaret Kammer, Controller, reviewed the October 2019 Financial report as included on the board tablets.</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="418 569 1227 684"> <tr> <td>Baldi</td> <td>Yes</td> <td>Capobianco</td> <td>Yes</td> </tr> <tr> <td>Lewis</td> <td>Yes</td> <td>Swerdlow</td> <td>Yes</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	Baldi	Yes	Capobianco	Yes	Lewis	Yes	Swerdlow	Yes	Tankersley	Yes	Motion carried.		M.S.C., (Lewis/Baldi), the SGMHD Board of Directors approved the October 2019 Financial report as presented.
Baldi	Yes	Capobianco	Yes											
Lewis	Yes	Swerdlow	Yes											
Tankersley	Yes	Motion carried.												
<ul style="list-style-type: none"> Informational - Measure A expenditures – October 2019 	Chair Tankersley noted that a copy of the Measure A funds and expenditures October 2019 were included on the Board tablets.													
Informational: GE Healthcare – Centricity - \$87,539.36	Steve Barron noted that this item was approval in the FY2020 Capital Budget on October 1, 2019 in the amount of \$74,000. He noted that the OB Centricity system came in at \$87,539.36. Steve noted that the anesthesia machines came in much less expensive so balances out with original approved capital budget. Chair Tankersley wanted to make sure this was an acceptable practice for board members. Pat Brown noted that the OB systems needed to be upgraded to be able to interact with our new Allscripts system. Board members discussed that this action in these types of circumstances, it is acceptable if there is not a large overall increase. Steve Barron stated that only patient safety items and/or emergencies would be handled in this method.													
For review – Healthcare District Bylaws	<p>It was noted that the current Healthcare District Bylaws were include for review. They are scheduled for re-approval at the January 2020 board meeting in compliance with Section 9, (b) of the bylaws. Staff has no recommended changes.</p> <p>It was noted that the last page shows 10 pages when the document is 9 pages. This will be corrected prior to coming to the Board for approval in January.</p>													
2020 Slate of Officers	<p>Chair Tankersley noted that a copy of the 2019 Slate of Officers was included on the Board tablet.</p> <p>A motion was made and seconded for the current slate to remain the same as follows for 2020:</p>	M.S.C., (Baldi/Swerdlow), the SGMHD Board of Directors approved the 2020 Slate of												

AGENDA ITEM	DISCUSSION	ACTION / FOLLOW-UP												
	<p>Chair – Dennis Tankersley Vice Chair – Estelle Lewis Secretary/Treasurer – Lynn Baldi</p> <p>BOARD MEMBER ROLL CALL:</p> <table border="1" data-bbox="418 531 1227 646"> <tr> <td>Baldi</td> <td>Yes</td> <td>Capobianco</td> <td>Yes</td> </tr> <tr> <td>Lewis</td> <td>Yes</td> <td>Swerdlow</td> <td>Yes</td> </tr> <tr> <td>Tankersley</td> <td>Yes</td> <td colspan="2">Motion carried.</td> </tr> </table>	Baldi	Yes	Capobianco	Yes	Lewis	Yes	Swerdlow	Yes	Tankersley	Yes	Motion carried.		<p>Officer to remain the same as 2019.</p>
Baldi	Yes	Capobianco	Yes											
Lewis	Yes	Swerdlow	Yes											
Tankersley	Yes	Motion carried.												
Committee Reports:														
Measure D Community Oversight Committee	<p>Committee Chair Lynn Baldi noted that a copy of the minutes of the November 20, 2019 Measure D Community Oversight Committee meeting were included on the board tablets.</p>													
Measure A Community Oversight Committee	<p>Committee Chair Lynn Baldi noted that a copy of the minutes of the November 20, 2019 Measure A Community Oversight Committee meeting were included on the board tablets.</p>													
General Information	<p>None</p>													
Announcements	<p>A reminder for the Hospital’s Annual Tree Lighting ceremony for Wednesday, December 5th at 5:00 pm.</p> <p>Lynn Baldi noted that all board members were invited to attend the Medical Staff’s Christmas party on December 14th. She encouraged as many to attend as possible and to RSVP to Amelia Frazier, Medical Staff Director.</p> <p>Lynn also reported that the Good Morning Beaumont Breakfast on Friday, December 13th would be collecting gift cards for gifts for the children at ChildHelp Village. There will be no regular charge for attendance.</p>													
Future Agenda Items	<p>none</p>													
Adjournment	<p>The meeting was adjourned at 4:39 pm.</p>													

In accordance with The Brown Act, *Section 54957.5*, all reports and handouts discussed during this Open Session meeting are public records and are available for public inspection. These reports and/or handouts are available for review at the Healthcare District Administration office located at 600 N. Highland Springs Avenue, Banning, CA 92220 during regular business hours, Monday through Friday, 8:00 am - 4:30 pm.

Minutes respectfully submitted by Bobbi Duffy, Executive Assistant

TAB B

San Gorgonio District Board Report

San Gorgonio Memorial Medical Clinic

January 2020 Board Meeting



(1) Staffing

1. Orthopedic physician & Urology Physician and 4 staff (Scheduler/Front, Medical Assistant, Ortho Tech, LVN)

(2) Volume/Services

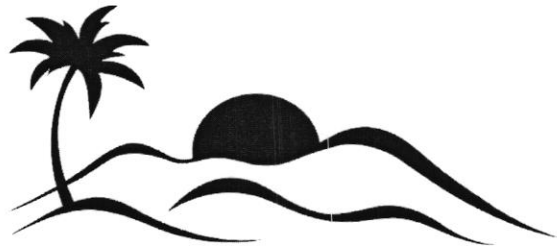
1. December Volume
 - a. Ortho
 - b. Urology
2. Marketing – Radio Ad/Kfrog, Internet, Record Gazette, FaceBook SGMH Billboard, & additional community events
3. Contracts/insurers – we continue to pursue all contracts to increase patient volume –adding urologist to all contracts.
4. Referrals – we are continuing to pursue all referral processes to increase patient volume
5. Moreno Valley Clinic Expansion – planning January start
6. Urology & Ortho Program Expansion – actively advertising focused on our local area with the FaceBook targeted marketing

(3) Ongoing Metrics

(a) Ortho

1. Patient Satisfaction – 5.0 on a 5 pt scale – exceeds goal – updated
2. Billing Compliance – Compliant – exceeds goal – updated
3. LOS less than 2 days – exceeds goal – updated
4. Hours to OR LT 24 meets - exceeds goal – updated
5. Implant cost – invoices reviewed – exceeds goal – updated
6. Relative Weighted Value Units – under goal - updated

TAB C



SAN GORGONIO
MEMORIAL HEALTHCARE
DISTRICT

November 2019 Unaudited Financial Report

FY 2020

Presented by:

M. Kammer

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**SAN GORGONIO MEMORIAL DISTRICT
BANNING, CALIFORNIA**

11/30/19

PAGE 2

FY 2020

		ACT CUR 11/30/19	BUD CUR 11/30/19	PRIOR YR 11/30/18	ACT YTD 11/30/19	BUD YTD 11/30/19	Prior YTD 11/30/18
Gross Patient Revenue							
Inpatient Routine Revenue	1	\$0	\$0	\$0	\$0	\$0	\$0
Inpatient Ancillary Revenue	2	0	0	0	0	0	0
Outpatient Revenue	6	0	0	0	0	0	0
Long Term Care Revenue	8	0	0	0	0	0	0
Home Health Revenue	9	0	0	0	0	0	0
Total Gross Patient Revenue		0	0	0	0	0	0
Deductions From Revenue							
Discounts and Allowances	10	0	0	0	0	0	0
Bad Debt Expense (Governmental Provic	11	0	0	0	0	0	0
Prior Year Settlements	12	0	0	0	0	0	0
Charity Care	13	0	0	0	0	0	0
Total Deductions From Revenue		0	0	0	0	0	0
Net Patient Revenue		0	0	0	0	0	0
Other Operating Revenue							
Clinic Revenues	14.6	\$11,160	\$4,093	\$72,710	23,305	19,244	352,256
## Tax Subsidies Measure D	32	\$188,750	\$195,994	\$175,000	95,715	138,765	130,010
## Tax Subsidies Advelorum	35	\$112,500	\$117,773	\$105,000	930,000	979,970	875,000
## Other Non-Operating Revenue - Grants	36	\$0	\$0	\$0	555,000	588,865	525,000
		323,696	345,613	371,374	1,604,020	1,726,844	1,882,266
EXPENSES							
29 Salaries and Wages	15	\$0	\$0	\$0	0	0	0
30 Fringe Benefits	16	\$0	\$0	\$0	0	0	0
31 Contract Labor	17	\$0	\$0	\$0	0	0	0
32 Physicians Fees	18	\$0	\$0	\$0	8,800	0	0
33 Purchased Services	19	\$37,944	\$46,799	\$110,767	181,418	233,995	227,388
34 Supply Expense	20	\$65	\$0	\$108	314	0	375
35 Utilities	21	\$0	\$0	\$0	0	0	0
36 Repairs and Maintenance	22	\$0	\$0	\$0	0	0	0
37 Insurance Expense	23	\$0	\$0	\$0	0	0	0
38 All Other Operating Expenses	24	\$5,830	\$4,255	\$83,125	0	0	0
IGT Expense	25	\$0	\$0	\$0	68,608	21,275	102,617
## Leases and Rentals	26	\$0	\$0	\$0	0	0	0
## Clinic Expenses	26.5	\$162,541	\$66,873	\$66,310	0	0	0
		206,379	117,927	260,310	378,579	334,365	338,801
EBIDA		117,316	227,686	111,064	637,719	589,635	669,181
## Depreciation	27	\$502,454	\$500,000	\$494,513	2,504,329	2,500,000	2,545,640
## Interest Expense (Non-Governmental Pr	29	\$389,022	\$391,112	\$397,880	1,954,234	1,955,560	1,997,931
		891,476	891,112	892,393	4,458,564	4,455,560	4,543,571
50 Contributions	30	\$0	\$16,667	\$0	52,112	83,335	50,524
## Tax Subsidies for GO Bonds - M-A	34	\$598,629	\$605,781	\$585,613	2,980,129	3,028,905	2,928,063
Total Non Operating Revenue/(Expense)		598,629	622,448	585,613	3,032,241	3,112,240	2,978,587
NET INCOME		(\$175,531)	(\$40,978)	(\$195,717)	(\$460,021)	(\$206,111)	(\$351,899)

Balance Sheet - Assets

**SAN GORGONIO MEMORIAL HEALTHCARE DISTRICT
BANNING, CALIFORNIA**

11/30/19

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		Current Month 11/30/2019	Prior Month 10/31/2019	ASSETS Positive/ (Negative) Variance	Percentage Variance	Prior Year 06/30/2019
ALL CASH (Healthcare System)		\$2,930,710	\$4,457,254			\$4,457,254
Current Assets -DISTRICT ONLY						
Cash and Cash Equivalents	2000	\$1,715,870	\$3,050,410	(\$1,334,540)	-43.75%	\$3,109,902
Gross Patient Accounts Receivable	2300	\$0	\$0	\$0	0.00%	\$0
Less: Bad Debt and Allowance Reserve	2305	\$0	\$0	\$0	0.00%	\$0
Net Patient Accounts Receivable		\$0	\$0	\$0	0.00%	\$0
Interest Receivable	2360	\$4,583,128	\$1,494,518	\$3,088,610	206.66%	\$566,680
Other Receivables	9999	\$0	\$0	\$0	0.00%	\$0
Inventories	2500	\$0	\$0	\$0	0.00%	\$0
Prepaid Expenses	2600	\$116,590	\$263,423	(\$146,833)	-55.74%	\$263,423
Due From Third Party Payers	2400	\$0	\$0	\$0	0.00%	\$0
Due From Affiliates/Related Organization	2420	\$0	\$0	\$0	0.00%	\$0
Other Current Assets	2430	\$0	\$0	\$0	0.00%	\$0
Total Current Assets		6,415,588	4,808,351	1,607,236	33.43%	3,940,006
Assets Whose Use is Limited						
Cash				\$0	0.00%	
Investments	2800	\$5,008,812	\$4,272,642	\$736,170	17.23%	\$8,854,421
Bond Reserve/Debt Retirement Fund		\$0	\$0	\$0	0.00%	\$0
Trustee Held Funds		\$0	\$0	\$0	0.00%	\$0
Funded Depreciation		\$0	\$0	\$0	0.00%	\$0
Board Designated Funds		\$0	\$0	\$0	0.00%	\$0
Other Limited Use Assets		\$0	\$0	\$0	0.00%	\$0
Total Limited Use Assets		5,008,812	4,272,642	(4,272,642)	-100.00%	8,854,421
Property, Plant, and Equipment						
Land and Land Improvements	3100	\$4,820,671	\$4,820,671	\$0	0.00%	\$4,820,671
Building and Building Improvements	3120	\$129,283,884	\$129,283,884	\$0	0.00%	\$129,283,884
Equipment	3140	\$25,848,777	\$25,594,175	\$254,601	0.99%	\$25,586,875
Construction In Progress	3160	\$8,391,329	\$8,391,329	(\$0)	0.00%	\$8,390,249
Capitalized Interest		\$0	\$0	\$0	0.00%	\$0
Gross Property, Plant, and Equipment		\$168,344,660	\$168,090,059	\$254,601	0.15%	\$168,081,679
Less: Accumulated Depreciation	3200	(\$73,585,543)	(\$71,583,668)	(\$2,001,875)	2.80%	(\$71,114,751)
	0					
Net Property, Plant, and Equipment	0	94,759,117	96,506,391	(1,747,275)	-1.81%	96,966,928
Other Assets						
Unamortized Loan Costs	3400	\$1,461,293	\$12,426,861	(\$10,965,568)	-88.24%	\$12,419,080
Assets Held for Future Use		\$0	\$0	\$0	0.00%	\$0
Investments in Subsidiary/Affiliated Org.	2601	\$11,631,706	\$0	\$11,631,706	0.00%	\$0
Other		\$0	\$0	\$0	0.00%	\$0
Total Other Assets		13,092,999	12,426,861	666,138	5.36%	12,419,080
TOTAL UNRESTRICTED ASSETS		119,276,515	118,014,246	1,262,269	1.07%	122,180,435
Restricted Assets		\$0	\$0	\$0	0.00%	\$0
TOTAL ASSETS		\$119,276,515	\$118,014,246	\$1,262,269	1.07%	\$122,180,435

Balance Sheet - Liabilities and Net Assets

**SAN GORGONIO MEMORIAL HEALTHCARE DISTRICT
BANNING, CALIFORNIA**

11/30/19

		Cur Month	Prior Month	Positive/ (Negative)	Percentage	Prior
		11/30/2019	07/31/2019	Variance	Variance	Year
						06/30/2019
Current Liabilities						
Accounts Payable	4100	\$163,676	\$113,024	\$50,652	44.82%	\$89,989
Notes and Loans Payable	4400	\$0	\$0	\$0	0.00%	\$0
Accounts Payable- Construction	4105	\$0	\$0	\$0	0.00%	\$0
Accrued Payroll Taxes	4300	\$0	\$0	\$0	0.00%	\$0
Accrued Benefits	4120	\$0	\$0	\$0	0.00%	\$0
Accrued Pension Expense (Current Portion)		\$0	\$0	\$0	0.00%	\$0
Other Accrued Expenses		\$0	\$0	\$0	0.00%	\$0
Accrued GO Bond Interest Payable	4450	\$1,616,183	(\$12,825)	\$1,629,008	-12702.21%	\$2,049,304
Property Tax Payable	4420	\$0	\$0	\$0	0.00%	\$0
Due to Third Party Payers	4430	\$0	\$0	\$0	0.00%	\$0
Advances From Third Party Payers		\$0	\$0	\$0	0.00%	\$0
Current Portion of LTD (Bonds/Mortgages)	4060	\$2,335,000	\$2,335,000	\$0	0.00%	\$2,095,000
Current Portion of LTD (Leases)	4075	\$0	\$0	\$0	0.00%	\$0
Other Current Liabilities		\$0	\$0	\$0	0.00%	\$0
Total Current Liabilities		4,114,859	2,435,199	(1,679,660)	-68.97%	4,234,293
Long Term Debt						
Bonds/Mortgages Payable	4510	\$108,324,091	\$108,410,794	(\$86,703)	-0.08%	\$110,761,547
Leases Payable	4500	\$0	\$0	\$0	0.00%	\$0
Current Portion		\$0	\$0	\$0	0.00%	\$0
Total Long Term Debt		108,324,091	108,410,794	(86,703)	-0.08%	110,761,547
Other Long Term Liabilities						
Deferred Revenue		\$0	\$0	\$0	0.00%	\$0
Accrued Pension Expense (Net of Current)		\$0	\$0	\$0	0.00%	\$0
Other		\$0	\$0	\$0	0.00%	\$0
Total Other Long Term Liabilities		0	0	0	0.00%	0
TOTAL LIABILITIES		112,438,950	110,845,994	(1,592,957)	-1.44%	114,995,840
Net Assets:						
Unrestricted Fund Balance	5400	\$7,297,586	\$7,227,638	\$69,948	0.97%	\$6,320,219
Temporarily Restricted Fund Balance	5401	\$0	\$0	\$0	0.00%	\$0
Restricted Fund Balance	5402	\$0	\$0	\$0	0.00%	\$0
Net Revenue/(Expenses)	5403	(460,021)	(59,385)	(400,636)	674.64%	864,375
TOTAL NET ASSETS		6,837,565	7,168,253	330,688	4.61%	7,184,594
TOTAL LIABILITIES AND NET ASSETS		\$119,276,515	\$118,014,246	(\$1,262,269)	-1.07%	\$122,180,435
		\$0.00	\$0.00			\$0.00

TAB D

San Gorgonio Memorial Healthcare District

Measure A analysis of Project Funds Paid by General Category

11/30/2019

Measure A

Current Month-Measure A District Funds

	<u>Project-to-Date</u>	<u>11/30/2019 UPDATE</u>	<u>11/30/2019 UPDATE</u>
Computer Equipment	\$ 5,311,028	\$ -	
Radiology Equipment	\$ 1,526,641	\$ -	
Legal/Regulatory/Bonds	\$ 3,143,910	\$ -	
Architectural (HDR)-ALL PHASE 1 PRO	\$ 11,756,851	\$ -	
Construction Management-ALL PHASE	\$ 12,875,601	\$ -	
Contractors 1-A (HELIPAD/COOLING TO	\$ 7,814,103	\$ -	
Other	\$ 3,021,460	\$ -	
Contractors 1-B (CENTRAL PLANT)	\$ 20,800,201	\$ -	
Contractors 1-C (ED/ICU)	\$ 28,157,355	\$ -	
Contractors 1-E Dietary Remodel	\$ 5,225,946	\$ -	
Contractors 1-Medley Project	\$ 4,796,620	\$ -	
Previous Expenditures for Measure A-Phase 1	\$ 104,429,717	\$ -	
Contractors, Architect, Mgmt - 2-A Patient Facility prior to	\$ 7,015,575		
Expenditures prior to 9/01/14 all phases	\$ 111,445,293		
Project expenditures using District Funds			
TCU Conversion 0001	\$0.00	\$0.00	\$ 108,612
Medical Records Conversion 0004	\$0.00	\$0.00	\$ 13,618
Pharmacy Conversion 0005	\$0.00	\$0.00	\$ 50,447
CIP Patient Care Facility-0008	\$0.00	\$0.00	\$ 2,100
Project Expenditures using Measure A funds			
TCU Conversion 0001	\$ 539,852.53	\$0.00	
Medical Records Conversion 0004	\$0.00	\$0.00	
Pharmacy Conversion 0005	\$0.00	\$0.00	
CIP Patient Care Facility-0008	\$1,329,536.28	\$0.00	\$0.00
OR Electrical Conversion	\$0.00	\$0.00	\$39,751.00
Other Construction Costs	\$150,247.92	\$0.00	
Other Non-Construction Costs	\$193,576.42	\$0.00	\$5,955.22
Total Expenditures	\$ 113,658,506	\$ -	\$ 220,483

Measure A Project General Obligation Funds

Statement of Funds Flows

PROCEEDS SUMMARY:	
Initial Project Fund transfer from sale of General Obligation Bonds 2006 A to F	25,200,349
Initial Project Fund Transfer from sale of General Obligation Bonds 2006 B (08/)	24,876,964.91
Initial Project Fund from sale of General Obligation Bonds 2006 C (08/14/2009)	57,800,000
Planholder Checks project to date and refunds for overpayments	24,072
HDR Returned payments	139,979
Initial Proceeds	108,041,365
Investment Income	
FSA Inc. (Series 2006 A)	1,762,060
BB&T GIC (Series 2008 B)	1,461,176
Bank of Hemet Series A	1,001
City National Money Market	81
GE Capital (Series 2009 C)	2,638,823
Security Bank Money Market	38,400
Interest Income SUBTOTAL	5,901,541
Total Proceeds Available for Measure A:	\$ 113,942,906

Projected Interest by end of Project>	5,912,351
Total Projected Proceeds Available for Measure A:	\$ 113,953,716

FUND FLOWS:		
Total Measure A Funds Initial Proceeds (from above)	108,041,364.81	
Add:	Interest Income	
FSA Inc. (Series 2006 A), FY 07	5.27%	1,030,536.43
FSA Inc. (Series 2006 A), FY 08	5.27%	635,706.73
FSA Inc. (Series 2006 A), FY 09	5.27%	95,817.32
BB&T GIC (Series 2008 B) FY 09	4.94%	680,384
BB&T GIC (Series 2008 B) FY 10	4.94%	648,151
BB&T GIC (Series 2008 B) FY 11	4.94%	132,640
GE Capital (Series 2009 C) FY 10	1.75%	688,722
GE Capital (Series 2009 C) FY 11	1.75%	956,529
GE Capital (Series 2009 C) FY 12	1.75%	591,104.24
GE Capital (Series 2009 C) FY 13	1.75%	293,402.39
GE Capital (Series 2009 C) FY 14	1.75%	109,065.59
Bank of Hemet Series A		1,001
City National Money Market		81
Security Bank Construction funds		1,126
Security Bank Construction Money Market		37,273
Total Interest Income earned	\$ 5,901,541	
Project Expenditures (from above)	\$ 113,658,506	
Total Consolidated Funds available:	\$ 284,400.30	
spent to date	100%	

MEASURE A BALANCES:	
	Balances as of 11/30/2019
Bank of Hemet Series A	4310
Security Bank of California Construction I	1812
Security Bank of California Money Marke	2509
Total Balances	\$ 284,400

San Geronio Healthcare-District
Measure A Project Fund
30-Nov-19

Check#	INVOICE#	Payee	Check/Inv. Date	AMOUNT
		No expenditures		
		Total		\$0.00

TAB E

**AMENDED AND RESTATED BYLAWS
OF THE
SAN GORGONIO MEMORIAL
HEALTHCARE DISTRICT**

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AMENDED AND RESTATED BYLAWS
OF THE
SAN GORGONIO MEMORIAL HEALTHCARE DISTRICT

ARTICLE I. PURPOSES

Section 1. Specific Purposes. The purposes of this healthcare district shall be:

- (a) To establish and maintain a hospital for the care of persons suffering from illnesses or disabilities which require that the patients receive hospital care.
- (b) To carry on any activities related to health services which, in the opinion of the Board of Directors, may be justified by the facilities, personnel, funds or other requirements that are or can be made available.
- (c) To promote and carry on scientific research related to the care of the sick and injured insofar as, in the opinion of the Board of Directors, such research and education can be carried on in, or in connection with, the hospital.
- (d) To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health of the community.

Section 2. Public Body. This district is organized as a public body. No part of its earnings will inure to the benefit of any member, director, officer or individual.

ARTICLE II. ORGANIZATION

Section 1. Name. The name of this healthcare district shall be "San Gorgonio Memorial Healthcare District".

Section 2. Principal Office. The function and governance of this District shall be conducted at the principal office of the San Gorgonio Memorial Hospital, which is located at the southeastern corner of Highland Springs Avenue and West Wilson Street in the City of Banning, in the County of Riverside, State of California or such other place or places in the District as the Board of Directors may from time to time designate.

Section 3. Board of Directors. The administrative powers of this District shall be vested in a Board of Directors of five members who have charge, control and management of the property, affairs and funds of the District and who have the power and authority to perform all acts and functions not inconsistent with these bylaws or with the Healthcare District Laws of the State of California.

Section 4. Seal. The District shall have a seal which shall be circular in form and have in the perimeter thereof the following inscription:

San Gorgonio Memorial Healthcare District

Organized October 9, 1947

California

Section 5. District Service Area. The District is entirely located in Riverside County and the State of California. Communities serviced are as follows: CALIMESA - CHERRY VALLEY - BANNING - BEAUMONT - CABAZON - WHITEWATER. The present boundary of San Gorgonio Memorial HealthCare District is as shown on attached map.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Number and Qualification. There shall be five (5) directors of this District, each of whom shall be a registered voter residing in this District.

Section 2. Term. The term of each Director shall be four (4) years. These terms shall be staggered. In each year divisible by four, two (2) Directors shall be elected for four (4) year terms. In the other even years, three (3) Directors shall be elected for four (4) years.

Section 3. Electorate. Directors shall be elected by the qualified electors of the District. All registered voters residing in the District are qualified electors.

Section 4. Successors. Directors shall go out of office upon the election and qualification of their successors after each healthcare district general election in even numbered years, as provide by California Health and Safety Code Section 32100.

Section 5. Vacancies. A vacancy upon the Board can occur upon the happening of any of the events set forth in Government Code Section 1770. Any vacancy shall be filled in accordance with Section 1780 of the Government Code and in accordance with other applicable statutes. Any person appointed to fill such vacancy shall hold office for the unexpired term.

Section 6. Quorum. A quorum for the transaction of business at regular or special meetings shall consist of a majority of the members of the Board of Directors.

Section 7. Agenda. The agenda at any meeting of the Board of Directors shall be as required from time to time by the Local Healthcare District Law.

Section 8. Regular Meetings. The Board of Directors shall hold regular meetings at such times as may be prescribed from time to time by resolution of the Board of Directors, but not less than ten times annually. Such meetings shall be held on the campus of the San Gorgonio Memorial Hospital or at such other place within the boundaries of the District as may be designated from time to time by the Healthcare District Board of Directors.

Section 9. Organizational Meeting.

- (a) At the first meeting following a regular hospital election, the Board of Directors shall meet for the purpose of organization, including election of officers, committee assignments and the transaction of other necessary business.
- (b) At the regular meeting in January, the Board of Directors shall meet for the purpose of reviewing the Bylaws and updating them as necessary.

Section 10. Special Meetings. Special meetings of the Board may be called by the Chair, or shall be called at the written request of three members of the Board. Written notice of special meetings shall be mailed from a point within the District to each member of the Board at least forty-eight hours before the date of such special meeting. This notice shall state the business to be conducted and no business other than that stated in the notice shall be conducted at such special meeting.

Section 11. Management. Subject to the limitations of the Local Healthcare District Laws, or as the same may hereafter be amended, and subject to the duties of Directors as prescribed by the bylaws, it is the responsibility of the Board of Directors to ensure that any hospital operated by the District is properly managed in accordance with the Health and Safety Code, and to establish policy, maintain quality patient care, and provide for institutional management and planning.

Section 12. Sessions of Board Open to Public. All of the sessions of the Board of Directors, whether regular or special, shall be open to the public, except as authorized by Government Codes 54950 et seq., Health and Safety Code Sections 32106 and 32155, and such additional statutory authority as may exist from time to time relating to public meetings of local health care districts.

Section 13. Adjournment. A quorum of the Directors may adjourn any Directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum those present at any directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 14. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting shall be given to absent directors.

Section 15. Compensation and Expenses. The members of the District Board of Directors are entitled to receive amounts per meeting as provided by California Administrative Codes. Such amounts shall not be mandatory and Board Members choosing not to accept compensation may do so. Additionally, each Board member is also entitled to receive reimbursement for expenses incurred in conjunction with educational seminars.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Board of Directors shall be a Chair, a Vice Chair, a Secretary, a Treasurer and such other officers as the Board of Directors may authorize. They shall hold office for a period of one year or until their successor shall have been duly elected and qualified. All officers, agents and employees shall be bonded in such amounts as may be determined from time to time by the District Board of Directors.

Section 2. Duties of Officers.

- (a) **Chair.** The Chair shall call and preside at all meetings and shall be ex-officio, a member of all committees.
- (b) **Vice Chair.** The Vice Chair shall act as Chair, in the absence of the Chair and when so acting shall have all the power and authority of the Chair.
- (c) **Treasurer.** The Treasurer's duties shall correspond with those delineated in Section 32127 of the Health and Safety Code of the State of California or as the same may hereafter be amended.
- (d) **Secretary.** The Secretary shall: (i) act as or cause to be provided a Secretary of the Board, (ii) act as or cause to be provided a custodian of all records and reports of the District and of the Board (iii) be responsible for or cause to be maintained the keeping and reporting of adequate records of all transactions and of the minutes of all meetings of the Board of Directors. The Secretary shall also be responsible for causing the copying and forwarding to the County Clerk of the disclosure forms required to be filed with the Secretary under the California Political Reform Act.

ARTICLE V. MISCELLANEOUS

Section 1. Contracts and How Executed. Except as otherwise provided by these bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the District, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors no officer, agent or employee shall have any power or authority to bind the District by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the District, shall be signed or endorsed by such person or persons and in the manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 3. Conflict of Interest and Employment Restriction.

(a) **Prohibited Conflict of Interest.** Members of the Board of Directors shall not have a prohibited conflict of interest and may not make, participate in making, or in any way use or attempt to use his or her official position to influence a District decision when he or she knows or has reason to know he or she has a disqualifying financial interest. A disqualifying conflict of interest arises when a Director, or his or her immediate family, can reasonably foresee a direct and material monetary gain or suffer any direct and material monetary loss as a result of his or her official activity or on any financial interest described by Title 2 of the California Code of Regulations §18700. A disqualifying conflict does not exist if, as a member of a business profession, occupation or group, a Director accrues no greater of a benefit or detriment than any other Director. As may be permitted by Government Code Sections 1091-1091.5, if a member of the Board of Directors has a disqualifying conflict of interest with certain matters before the Board, such Member shall recuse himself/herself from any discussion on the matter as well as any vote on the matter.

(b) **No Employment with District or Hospital.** An employee of the District or the Hospital shall not be sworn into office as an elected or appointed member of the Board unless the elected or appointed member resigns as an employee. If the elected or appointed member does not resign, the employment shall be deemed automatically terminated upon his or her being sworn into office.

(c) **No Significant Financial Interest in Transaction or Contract.** An elected or appointed member of the Board of Directors shall not be sworn into office as long as the member has a significant financial interest in a pending transaction or existing contractual arrangement with the District or the Hospital. A significant financial interest exists where the Director, or his or her immediate family, has a direct and material monetary gain or would suffer direct and material monetary loss as a result of the transaction or contractual arrangement with the District, including any financial interest described by Title 2 of the California Code of Regulations §18700.

(d) **One Year Restriction.** A former member of the Board of Directors may not be hired by the District in the capacity of an employee, or have a significant financial interest in any transaction or contractual arrangement with the District for one (1) year after the former member has ceased to be a Director. This prohibition shall not apply to any Director who was at the inception of his or her term of office an employee, or had a significant financial interest with the District and terminated such employment status or such significant financial interest upon the commencement of his or her term.

(e) **Compliance with District's Conflict of Interest Code.** Members of the Board of Directors shall comply with the District's Conflict of Interest Code, as it may be amended or supplemented from time to time, applicable provisions of the Political Reform Act, Government Code Section 81000, et seq. Government Code Section 1090 et seq. and other policies adopted by the Board, including but not limited to confidentiality and conflict of interest policies. As required by the foregoing laws, Board members shall file an FPPC Form 700 with the District within 30 days of taking office, annually, and within 30 days of leaving office.

ARTICLE VI. COMMITTEES

The Committees of the Board shall be standing or special. The Chair of each Committee must be a member of the Board of Directors. All Committee appointments shall be made by the Chair of the Board of Directors.

All Standing Committees shall meet annually, unless the specific description of a Standing Committee specifies a different frequency of meeting, or except as a different frequency of meeting is set by the Board of Directors.

Ad hoc committees may be appointed by the Chair with the concurrence of the majority of the Board and in such numbers and for such special tasks as circumstances warrant. Such special Committees shall limit their activities to the accomplishment of the task for which created and appointed, and shall have no power to act except such as is specifically conferred by action of the Board. Upon completion of the tasks for which appointed, each such special committee shall stand discharged.

All appointments to committees shall terminate with the reorganization of the Board of Directors at the organizational meeting held following regular district elections or upon the special election or appointment of any new Board member(s).

ARTICLE VII. Chief Executive Officer

Section 1. Chief Executive Officer. The Board of Directors may employ an experienced Chief Executive Officer (“CEO”), who shall be the direct executive representative in the management of the District. This CEO shall be given the necessary authority and held responsible for the administration of the District in all its activities and departments, subject only to such policies as may be adopted, and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action. The CEO shall act as the duly authorized administrative representative of the Board of Directors in all matters concerning the District.

ARTICLE VIII MEDICAL STAFF

Section 1. Medical Staff. The Board of Directors shall assure that the Medical Staff of any hospital operated by the District is organized into a responsible self-governing administrative unit that has the overall responsibility for the quality of all medical care provided to patients, and for the ethical conduct and professional practices of its members, as well as for accounting therefore to the Board of Directors.

Section 2. Incorporation of San Gorgonio Memorial Hospital Bylaw Provisions. For so long as the hospital is leased to San Gorgonio Memorial Hospital, and thereafter until such time as this District adopts replacement language to be inserted herein, that portion of the corporate bylaws of San Gorgonio Memorial Hospital which relates to the hospital Medical Staff, including matters relating to appointments, organization and hearings and appeals, is incorporated herein by this reference as though fully set forth here at.

ARTICLE IX. AMENDMENTS

The Bylaws may be amended at a regular or special meeting by affirmative vote of a majority of all members of the District Board of Directors.

ARTICLE X. CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of SAN GORGONIO MEMORIAL HEALTHCARE DISTRICT, and that the above Amended and Restated Bylaws, consisting of ~~10~~ 9 pages, including this page, are the Bylaws of the San Gorgonio Memorial Healthcare District as adopted by the Healthcare District's Board of Directors on January ~~9, 2018~~ 7, 2020 and that they have not been amended or modified since that date.

Executed on January ~~8, 2019~~ 7, 2020 at Banning, California.

_____, **Secretary Lynn Baldi,**
Secretary/Treasurer

TAB F

CONFIDENTIALITY AND NONDISCLOSURE AGREEMENT

HEALTHCARE DISTRICT BOARD

This Confidentiality and Nondisclosure Agreement (“Agreement”) is entered into on _____, _____ between San Geronio Memorial Healthcare District (“District”) and _____ an individual (“Director”). The District and Director are each a “Party” and sometimes collectively referred to herein as the “Parties”.

RECITALS

A. Director has been elected/appointed as a director of District’s board of directors (“Board of Directors”) wherein Director will have access to certain business information, including, but not limited to, financial information exchanged in closed door sessions of the Board of Directors (“Confidential Information”).

B. Director desires to assure District that the Confidential Information will not be disclosed to other individuals or entities, except as expressly authorized by this Agreement.

NOW, THEREFORE, the Parties hereby agree as follows:

OPERATIVE PROVISIONS

1. Acknowledgment. The Parties acknowledge and understand that the Confidential Information contains sensitive and private information, some of which may constitute trade secrets of District.

2. Restriction on Use. The Parties agree that only management level employees and professional advisors of District (collectively “Authorized Persons”), shall have access to the Confidential Information and that each Party shall cause any such Authorized Persons having access to the Confidential Information to sign an agreement substantially in the form of this Agreement, in which said Authorized Person agrees to be bound by terms and provisions substantially identical to those set forth in this Agreement.

3. Restriction on Disclosure. Each Party further agrees on behalf of itself and any Authorized Persons, that it shall hold, maintain and protect the confidential nature of the Confidential Information and shall not disclose the existence or contents of the Confidential Information to any person or entity, except as expressly authorized by this Agreement.

4. Exceptions to Restriction on Disclosure. Nothing contained in this Agreement shall prevent or be interpreted as preventing either Party or the Authorized Persons from disclosing the Confidential Information under the following circumstances:

- (a) Where written consent is provided by the non-disclosing Party; and
- (b) Where disclosure of the Confidential Information is required by subpoena or other process of law; provided the subpoenaed Party or the Authorized Persons, as the case may be,

shall promptly notify the non-subpoenaed Party of the receipt of said process so as to allow the non-subpoenaed Party every opportunity to resist the subpoena, service of process or court order.

5. No Rights in Confidential Information. No rights or licenses in the Confidential Information, expressed or implied, are granted to Committee Member as a result of this Agreement.

6. Survival. Director's obligations with respect to the Confidential Information shall survive any expiration, termination or cancellation of this Agreement and continue to bind Director.

7. Governing Law. This Agreement shall be governed by the laws of the State of California.

8. Remedies. Committee Member acknowledges that money damages alone would not be a sufficient remedy for its breach of this Agreement. In addition to all other remedies, District shall be entitled to specific performance and injunctive or equitable relief to remedy a breach. Director agrees to waive any requirement for the securing or posting of a bond in connection with such remedy. Director agrees to be fully responsible for its breach of any provision of this Agreement.

9. Entire Agreement. This Agreement constitutes the entire agreement and understanding of the Parties with respect to the subject matter herein and supersede all prior agreements and understandings, whether oral or written.

10. Severability. Whenever possible, each provision of this Agreement will be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Agreement is held to be invalid, illegal or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality or unenforceability will not affect any other provision or any other jurisdiction but this Agreement will be reformed, construed and enforced in such jurisdiction as if such invalid, illegal or unenforceable provision had never been contained herein.

IN WITNESS WHEREOF, this Agreement has been executed as of the day and year first above written.

DIRECTOR:

By: _____
(signature)

Name: _____
(name printed)

TAB G

San Geronio Memorial Healthcare District Board

2019 Committee Assignments

Measure A Community Oversight Committee

Lynn Bogh Baldi (C)
Phillip Capobianco
Vicki Grunewald
Donna Lester
Estelle Lewis
Ron Rader
Lanny Swerdlow
Brian Sylva
Dennis Tankersley

Measure D Community Oversight Committee

Lynn Bogh Baldi (C)
Phillip Capobianco
Amy Herr
Peg Monahan
Lanny Swerdlow
Brian Sylva
Dennis Tankersley
Jim Walling

Note: (C) indicates Committee Chair