



February 11, 2022

## NOTICE

The Board of Directors of the Kaweah Delta Health Care District will meet in an open Finance, Property, Services and Acquisition Committee meeting at 10:00AM on Wednesday February 16, 2022 in the Kaweah Health Support Services Building, 520 West Mineral King Avenue, Copper Room (2<sup>nd</sup> Floor), Visalia, CA.

All Kaweah Delta Health Care District regular board meeting and committee meeting notices and agendas are posted 72 hours prior to meetings (special meetings are posted 24 hours prior to meetings) in the Kaweah Health Medical Center, Mineral King Wing entry corridor between the Mineral King lobby and the Emergency Department waiting room.

The disclosable public records related to agendas are available for public inspection at Kaweah Health Medical Center – Acequia Wing, Executive Offices (Administration Department) {1st floor}, 400 West Mineral King Avenue, Visalia, CA and on the Kaweah Delta Health Care District web page <https://www.kaweahhealth.org>.

KAWEAH DELTA HEALTH CARE DISTRICT  
Mike Olmos, Secretary/Treasurer

A handwritten signature in black ink that reads "Cindy Moccio".

Cindy Moccio  
Board Clerk, Executive Assistant to CEO

DISTRIBUTION:  
Governing Board  
Legal Counsel  
Executive Team  
Chief of Staff  
<http://www.kaweahdelta.org>

**KAWEAH DELTA HEALTH CARE DISTRICT BOARD OF DIRECTORS  
FINANCE, PROPERTY, SERVICES & ACQUISITION COMMITTEE**

Wednesday February 16, 2022

Kaweah Health Medical Center – Support Services Building  
520 W. Mineral King Avenue – 2<sup>nd</sup> floor Copper Room Conference Room

ATTENDING: Directors: David Francis & Mike Olmos; Gary Herbst, CEO; Malinda Tupper, VP & CFO; Kevin Morrison, Director of Facilities Planning; Jennifer Stockton, Director of Finance, Deborah Volosin, Director of Community Engagement; Cindy Moccio, Recording

**1. OPEN MEETING – 10:00AM**

**2. CALL TO ORDER – *David Francis***

**3. PUBLIC PARTICIPATION** – Members of the public may comment on agenda items before action is taken and after it is discussed by the Board. Each speaker will be allowed five minutes. Members of the public wishing to address the Board concerning items not on the agenda and within the jurisdictions of the Board are requested to identify themselves at this time. For those who are unable to attend the beginning of the Board meeting during the public participation segment but would like to address the Board, please contact the Board Clerk (Cindy Moccio 559-624-2330) or [cmoccio@kaweahhealth.org](mailto:cmoccio@kaweahhealth.org) to make arrangements to address the Board.

**4. FINANCIALS** – Review of the most current fiscal year financial results and budget.

*Malinda Tupper – Vice President & Chief Financial Officer*

**5. [CALIFORNIA HEALTH FACILITIES FINANCIAL AUTHORITY \(CHFFA\)](#)** - Review a proposal resolution authorizing execution and delivery of a loan and security agreement, promissory note, and certain actions in connection therewith for the CHFFA non-designated public hospital bridge loan program.

*Jennifer Stockton, Director of Finance*

**6. ADJOURN – *David Francis***

*In compliance with the Americans with Disabilities Act, if you need special assistance to participate at this meeting, please contact the Board Clerk (559) 624-2330. Notification 48 hours prior to the meeting will enable the District to make reasonable arrangements to ensure accessibility to the Kaweah Delta Health Care District Board of Directors meeting.*

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*Mike Olmos – Zone I  
Secretary/Treasurer*

*Lynn Havard Mirviss – Zone II  
Vice President*

*Garth Gipson – Zone III  
Board Member*

*David Francis – Zone IV  
President*

*Ambar Rodriguez – Zone V  
Board Member*

**MISSION:** *Health is our Passion. Excellence is our Focus. Compassion is our Promise.*

RESOLUTION OF **KAWEAH DELTA HEALTH CARE DISTRICT** AUTHORIZING EXECUTION AND DELIVERY OF A LOAN AND SECURITY AGREEMENT, PROMISSORY NOTE, AND CERTAIN ACTIONS IN CONNECTION THEREWITH FOR THE CALIFORNIA HEALTH FACILITIES FINANCING AUTHORITY NONDESIGNATED PUBLIC HOSPITAL BRIDGE LOAN PROGRAM

**Nondesignated Public Hospital Bridge Loan Program**

WHEREAS, **KAWEAH DELTA HEALTH CARE DISTRICT** (the “Borrower”) is a nondesignated public hospital as defined in Welfare and Institutions Code Section 14165.55, subdivision (l), excluding those affiliated with county health systems pursuant to Chapter 240, Statutes of 2021 (SB 170), Section 25; and

WHEREAS, Borrower has determined that it is in its best interest to borrow an aggregate amount not to exceed **\$8,857,998.00** from the California Health Facilities Financing Authority (the “Lender”), such loan to be funded with the proceeds of the Lender’s Nondesignated Public Hospital Bridge Loan Program; and

WHEREAS, the Borrower intends to use the funds solely to fund its working capital needs to support its operations;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Borrower as follows:

Section 1. The Board of Directors of Borrower hereby ratifies the submission of the application for a loan from the Nondesignated Public Hospital Bridge Loan Program.

Section 2. **MALINDA TUPPER, CHIEF FINANCIAL OFFICER,**( an “Authorized Officer”) is hereby authorized and directed, for and on behalf of the Borrower, to do any and all things and to execute and deliver any and all documents that the Authorized Officer(s) deem(s) necessary or advisable in order to consummate the borrowing of moneys from the Lender and otherwise to effectuate the purposes of this Resolution and the transactions contemplated hereby.

Section 3. The proposed form of Loan and Security Agreement (the “Agreement”), which contains the terms of the loan is hereby approved. The loan shall be in a principal amount not to exceed **\$8,857,998.00**, shall not bear interest, and shall mature 24 months from the date of the executed Loan and Security Agreement between the Borrower and the Lender. The {Each} Authorized Officer(s) is (are) hereby authorized and directed, for and on behalf of the Borrower, to execute the Agreement in substantially said form that includes the redirection of up to 20% of Medi-Cal reimbursements (checkwrite payments) to Lender in the event of default, with such changes therein as the Authorized Officer(s) may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 4. The proposed form of Promissory Note (the “Note”) as evidence of the Borrower's obligation to repay the loan is hereby approved. The Authorized Officer(s) is (are) hereby authorized and directed, for and on behalf of the Borrower, to execute the Note in substantially said form, with such changes therein as the Authorized Officer(s) may require or approve, such approval to be conclusively evidenced by the execution and delivery thereof.

Date of Adoption: \_\_\_\_\_

**SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, Secretary of **KAWEAH DELTA HEALTH CARE DISTRICT**, hereby certify that the foregoing is a full, true and correct copy of a resolution duly adopted at a regular meeting of the Board of Directors of **KAWEAH DELTA HEALTH CARE DISTRICT** duly and regularly held at the regular meeting place thereof on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_, of which meeting all of the members of said Board of Directors had due notice and at which the required quorum was present and voting and the required majority approved said resolution by the following vote at said meeting:

**Ayes:**

**Noes:**

**Absent:**

I further certify that I have carefully compared the same with the original minutes of said meeting on file and of record in my office; that said resolution is a full, true and correct copy of the original resolution adopted at said meeting and entered in said minutes; and that said resolution has not been amended, modified or rescinded since the date of its adoption, and is now in full force and effect.

\_\_\_\_\_  
Secretary

Date: \_\_\_\_\_