

MINUTES OF THE CALLED MEETING OF THE BOARD OF DIRECTORS FOR CHAMBERS COUNTY PUBLIC HOSPITAL DISTRICT NO. 1 HELD AT THE BAYSIDE COMMUNITY HOSPITAL CONFERENCE ROOM ON JANUARY 25, 2024, ANAHUAC, CHAMBERS COUNTY TEXAS BEGINNING AT 5:30 PM.

A called meeting of the Board of Directors of the Chambers County Public Hospital District No. 1 was held at Bayside Community Hospital Conference Room in Anahuac, Texas on Thursday, January 25, 2024, beginning at 5:30 pm with the following Directors present:

Mike Emmons, Chairperson
Andy Legg, Vice Chairperson
Linda Tinnerman, Secretary
Geraldine Brown, Director
Leslie Turner, Director

Attorney Brian Jackson and Attorney Ron Rainey by phone.

Pursuant to a Notice under the Open Meetings Act duly filed and posted a full 72 hours prior to the openings of said meeting (a copy being placed amongst the files of the District).

Also present were Robert Pascasio, CEO; Ann Newton, Administrative Assistant;

The meeting was called to order at 5:30 pm by Chairperson Emmons, and it was determined that a quorum was present. Director Brown gave the invocation. Director Turner led the pledges.

2. **WCMC ER Joint Venture** – Chairperson Emmons asked Mr. Pascasio if he had anything to share on the WCMC ER Joint Venture? Mr. Pascasio said just what he had shared before.

Director Turner said I think everything is going good and we just had construction done so we could see more patients and I want to leave WCMC as it is. Maybe we can do something at another location.

Mr. Pascasio reminded the Board of the conversation about Patients ER kicking our butt on the West side and how they “cheat the system.”

Vice Chairperson Legg said that we added a bunch of money in the budget to add our own ER.

Mr. Pascasio said there’s a free-standing urgent care center on Highway 146 leaving that location because one of the oil/gas companies is buying the land where it’s located. Street talk has it they have partnered with Patients ER and have purchased the old Family Dollar location on Eagle Drive and renovating it to become a free-standing ER/urgent care center. We’re facing a threat to WCMC now. How do we take care of this threat?

I received a call from a real estate agent that said he had a doctor that would like to buy our land and open his own free-standing ER. I said no. Maybe we could do a joint venture, but that the discussions have gotten to a point now where it was time to bring it all to the Board for consideration.

Discussion then turned to the possibility of doing something with the land South of WCMC.

Mr. Pascasio said to construct a micro-hospital on our land South of WCMC would probably be a \$30-\$40 million dollar project.

Mr. Pascasio was instructed/requested to develop feasibility studies/pro forma’s for the development of a “micro hospital,” including an ER, on the District’s property south of the existing WCMC facility, and advise potential joint venture partner accordingly.

A motion was made by Director Turner and seconded by Secretary Tinnerman to decline the WCMC ER Joint Venture as presented. Motion carried unanimously.

3. Reimburse District CEO Legal Fees – Tabled at this time.

4. District Real Estate Projects – Director Brown said that she attended the meeting yesterday in Winnie and she said I don't do a lot of fluff. She said that they don't want us there at all and to get our butts out of there. Director Brown said "I say we get out".

Director Turner said "I want to get out".

Chairperson Emmons said that Robert Pascasio had been dropped from the lawsuit completely.

A motion was made by Director Brown and seconded by Director Turner to move out of the boundaries of the Winnie-Stowell Hospital District. in reference to establishing a clinic there.

Discussion then included what "getting out" meant; how that might impact the meals on wheels and planned congregate meals programs and what other future ramifications it might have for the District. Vice Chairperson Legg repeatedly tried to request a point of order regarding the motion, Chairperson Emmons referenced "poking the bear," to which Mr. Pascasio inquired how Winnie Stowell Hospital District became "the bear?" Th conversation included not "wasting taxpayers' money" on lawsuits; the potential political ramifications of moving forward. Chairperson Emmons then called the question and the motion carried 3-2 with Vice Chairperson Legg and Secretary Tinnerman in opposition.

Subsequently a motion was made by Vice Chairperson Legg and seconded by Secretary Tinnerman to reconsider the action on the District Real Estate Project in Winnie-Stowell.

After lengthy discussions a motion was made by Vice Chairperson Legg and seconded by Secretary Tinnerman to authorize Tritico and Rainey Law Firm to enter into discussion to seek a resolution with the Winnie-Stowell Hospital District that did not jeopardize the District's existing FQHC operations and funding. Motion carried 4-1 with Chairman Emmons opposing.

EXECUTIVE SESSION:

A motion was made by Vice Chairperson Legg and seconded by Secretary Tinnerman to move into Executive Session at 7:05 pm. Motion carried unanimously.

A motion was made by Vice Chairperson Legg and seconded by Director Brown to exit Executive Session at 7:17 pm. Motion carried unanimously.

ADJOURNMENT

A motion was made by Director Turner and seconded by Director Brown to adjourn the meeting at 7:18 pm. Motion carried unanimously.

APPROVED this the 22nd day of February, 2024.

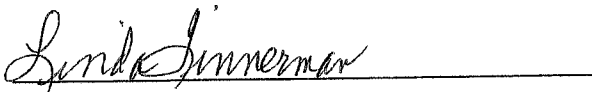


Mike Emmons, Chairperson
Board of Directors

SECRETARY'S CERTIFICATE

I, Linda Tinnerman do hereby certify that: I am the Secretary of Chambers County Public Hospital District No. 1 d/b/a Chambers Health (hereinafter the "District") that these are true and correct minutes reflecting the discussion and actions of the Board of Directors of the District at a regular or special meeting held on the date shown above and entered in the permanent records of the District.

IN WITNESS WHEREOF I have hereunto set my hand this the 22nd day of February, 2024



Linda Tinnerman, Secretary
Board of Directors