



BOARD OF DIRECTORS
SPECIAL MEETING AGENDA
Virtual/Teleconference

ZOOM LINK: <https://zoom.us/j/93443061917>

TELEPHONE +1 669 900 9128 WEBINAR ID: 934 4306 1917

November 30, 2022
5:00 p.m.
(Immediately following the Pajaro
Valley Health Care District Hospital
Corporation Board Meeting)

Pursuant to PVHCD Resolutions adopted monthly, Assembly Bill 361, and guidance from the Santa Cruz County Health Department in response to concerns regarding COVID-19, Board Members of PVHCD are permitted to participate in this duly noticed public meeting via teleconference and certain requirements of The Brown Act are suspended.

TRANSLATION SERVICES/SERVICIOS DE TRADUCCIÓN

Spanish language translation is available on an as needed basis. Please make advance arrangements at least three business days before the meeting at by calling at 831.763.6040 or by emailing at info@pvhcd.org

Las sesiones de la Mesa Directiva pueden ser traducidas del inglés al español y del español al inglés. Por favor llame por lo menos tres días hábiles antes de la junta al 831.763.6040 o envíe un correo electrónico a info@pvhcd.org para solicitar interpretación.

ACCOMMODATIONS FOR PERSONS WITH DISABILITIES

The Pajaro Valley Health Care District does not discriminate on the basis of disability, and no person shall, by reason of a disability, be denied the benefits of its services, programs, or activities. If you are a person with a disability and wish to participate in the meeting and require special assistance in order to participate, please call 831.763.6040 or email info@pvhcd.org at least three business days in advance of the meeting to make arrangements. Persons with disabilities may request a copy of the agenda in an alternative format.

For Public Participation Guidelines, see last page(s) of the agenda.

1. CALL TO ORDER/ROLL CALL

2. CONSIDERATION OF LATE ADDITIONS TO THE AGENDA

3. PUBLIC COMMENT

This time is set aside for members of the general public to address the Board on any item not on the Board Agenda (not to exceed two minutes), which is within the subject matter jurisdiction of the Board. No action or discussion shall be taken on any item presented except that any Board Member may respond to statements made or questions asked or may ask questions for clarification. All matters of an administrative nature will be referred to staff. All matters relating to Board will be noted in the minutes and may be scheduled for discussion at a future meeting or referred to staff for clarification and report.

4. INFORMATIONAL ITEMS (No Action Required) (if any)

5. CONSENT AGENDA

Consent items include routine business that does not call for discussion. One roll call vote is taken for all items. Only a Board Member may pull items from Consent to Regular agenda. Members of the public must request that a Board Member pull an item from the Consent Agenda prior to the start of the meeting.

ACTION ON CONSENT AGENDA

- a) Board questions to staff
- b) Public Comment
- c) Motion to approve Consent Agenda
- d) Action by Board/Roll Call Vote

A. RESOLUTION MAKING FINDINGS AND ORDERING THE USE OF TELECONFERENCE MEETINGS OF THE BOARD OF DIRECTORS DUE TO COVID-19, PURSUANT TO THE REQUIREMENTS OF ASSEMBLY BILL 361: AND DIRECT STAFF TO RETURN WITHIN 30 DAYS WITH A NEW RESOLUTION ADDRESSING THE NEED TO CONTINUE HOLDING TELECONFERENCE MEETINGS CONSISTENT WITH THE REQUIREMENTS OF ASSEMBLY BILL 361

B. MOTION APPROVING MINUTES OF OCTOBER 6, 2022

6. REGULAR AGENDA

A. APPROVAL OF PROJECT-DISTRICT MEMORANDUM OF UNDERSTANDING WITH PAJARO VALLEY HEALTHCARE DISTRICT PROJECT & NEW POST AFFILIATION PROJECT BOARD MEMBERS

- a) Oral Report by June Ponce, Dir of Marketing, Growth & Outreach
- b) Board questions to staff

- c) Public Comment
- d) Motion whether to approve the Memorandum of Understanding with the Pajaro Valley Healthcare District Project & new post affiliation project board members
- e) Action by Board/Roll Call Vote

7. ADJOURNMENT

Agenda documents are available for review in person at Watsonville Community Hospital, 75 Nielson Street, Hospital Main Lobby-Visitors Desk; and electronically on the Pajaro Valley Healthcare District's website, at: PVHCD.org

To view online, visit the Board's website at: PVHCD.org. Select the meeting date to view the agenda and supporting documents.

This agenda was posted in accordance with the California Brown Act. Any materials related to an item on this Agenda submitted to the Board after distribution of the agenda packet will be made available to the public in accordance with Government Section 54957.5.

RELATED CORRESPONDENCE -

Written comments on agenda items may also be submitted to the Board by email or US Mail

Email: info@pvhcd.org

- Emailed documents may take up to 24 hours to be posted
- Please include the agenda item number

U.S. Mail:

PVHCD Board of Directors
75 Nielson Street
Watsonville, CA 95076

Comments received after 4 p.m. the day of the meeting and before the end of the meeting will be included with the minutes record.

For additional information, call 831.763.6040 or email info@pvhcd.org

Public Participation Guidelines

PUBLIC COMMENT

Participating in Person:

The meeting space is open with limited capacity. Face coverings are highly recommended in the meeting space, regardless of vaccination status. To address the Board, please line up at the podium when the Board Chair calls for general public comment or calls for public comment on the regular agenda item to which you would like to speak. Please state your name clearly for the record before making your comment and limit your remarks to the allotted time.

Participating by Phone:

To address the Board, dial the telephone number provided and you will be prompted to enter the meeting ID number. After that, you will be able to listen to the meeting and speak during public comment as announced by the Chair. The Clerk will call on people by the last four digits of their phone number.

The following commands can be entered via DTMF tones using your phone's dial pad while in a Zoom meeting:

- *6 - Toggle mute/unmute
- *9 - Raise hand

Participating online via Zoom:

You may download the Zoom client or connect to the meeting in-browser. If using your browser, make sure you are using a current, up-to-date browser: Chrome 30+, Firefox 27+, Microsoft Edge 12+, Safari 7+. Certain functionality may be disabled in older browsers including Internet Explorer.

You will be asked to enter an email address and name. **Please identify yourself by any name you choose (you are not required to state your real name to participate)** as this appears online and is how we notify you when it is your turn to speak.

When the Board Chair calls for the item on which you wish to speak, click on "raise hand." The Clerk will activate and unmute speakers in turn. Speakers will be notified shortly before they are called to speak.

When called, please limit your remarks to the time allotted.



Executive Sponsor: Steven Salyer, CEO

Subject: AB 361 Resolution Authorizing Teleconference Meetings

Meeting Date: November 30, 2022

Recommended Actions:

- a) Adopt resolution making findings and ordering the use of teleconference meetings of the Board of Directors due to COVID-19, pursuant to the requirements of Assembly Bill 361; and
- b) Direct Staff to return within 30 days with a new resolution addressing the need to continue holding teleconference meetings consistent with the requirements of Assembly Bill 361.

Executive Summary

As a result of the continuing impacts of the COVID-19 pandemic, many local agencies have been holding teleconference meetings under the modified rules authorized under Assembly Bill 361. This item asks the Board to adopt a resolution ordering the use of teleconference meetings under the modified rules. This will allow District Board members to appear at meetings remotely if they choose to do so.

Background

On March 4, 2020, Governor Newsom issued a Proclamation of State of Emergency in response to the COVID-19 pandemic pursuant to Government Code section 8550 et seq., which remains in effect.

Assembly Bill 361 ("AB 361") allows legislative bodies to hold teleconference meetings during declared emergencies as long as they follow designated rules, and the legislative body routinely reviews the need to continue holding such teleconference meetings.

On September 30, 2021, Santa Cruz County Public Health Officer Dr. Gail Newel issued a strong recommendation that legislative bodies in Santa Cruz County continue to engage in physical/social distancing by meeting via teleconference as allowed by AB 361 and confirmed that she will regularly review and reconsider this recommendation and notify the public when it is no longer recommended. Dr. Newel's recommendation remains in effect.

Analysis

Many local legislative bodies have recognized that COVID-19 presents a continuing threat to the Santa Cruz County community and that there is an important governmental interest in protecting the health, safety, and welfare of those who participate in public meetings. Requiring all members of legislative bodies to appear in-person at meetings presents greater risk to the health and safety of meeting participants, including reduced social distancing among people of different communities, increased exposure for those who are immunocompromised or unvaccinated, and challenges associated with fully

ascertaining and ensuring compliance with vaccination, face coverings, and other safety measures at such public meetings.

Pursuant to AB 361, a legislative body can hold teleconference meetings under the modified AB 361 teleconferencing rules if a state of emergency remains active, or local officials have recommended measures to promote social distancing, as long as the legislative body reconsiders the circumstances of the state of emergency and determines either that the state of emergency continues to directly impact the ability of the members to meet safely in person or that local officials continue to recommend measures to promote social distancing.

The Governor's emergency proclamation has not been lifted and Dr. Newel's social distancing recommendation remains in effect. The dangers presented by returning to non-emergency meeting protocols remain. Staff recommends that the Board adopt the draft resolution accompanying this item, which contains the findings necessary to hold teleconference meetings under the modified Brown Act rules.

Financial Impact

There is no financial impact associated with this item.

Attachment(s)

1. Resolution AB361

**BEFORE THE BOARD OF DIRECTORS
OF THE PAJARO VALLEY HEALTH CARE DISTRICT**

RESOLUTION NO. _____

On the motion of Director
Duly seconded by Director
The following resolution is adopted.

**RESOLUTION AUTHORIZING TELECONFERENCE MEETINGS UNDER ASSEMBLY
BILL 361 AS A RESULT OF THE CONTINUING COVID-19 PANDEMIC STATE OF
EMERGENCY AND HEALTH OFFICER RECOMMENDATION FOR SOCIAL
DISTANCING**

WHEREAS, on March 4, 2020, Governor Newsom issued a Proclamation of State of Emergency in response to the COVID-19 pandemic pursuant to California Government Code section 8550 et seq., which remains in effect; and

WHEREAS, on March 17, 2020, Governor Newsom issued Executive Order N-29-20 that suspended the teleconferencing rules set forth in the California Open Meeting law, known as the Ralph M. Brown Act, and codified in California Government Code section 54950 et seq., provided that certain requirements were met and followed; and

WHEREAS, on June 11, 2021, Governor Newsom issued Executive Order N-08-21 which further extended the suspension of the teleconferencing rules set forth in the Brown Act and clarified that the provisions issued in N-29-20 would remain in effect through September 30, 2021; and

WHEREAS, on September 16, 2021, Governor Newsom signed Assembly Bill 361 ("AB 361"), which amended Government Code section 54953 to permit legislative bodies subject to the Brown Act to continue to meet under modified teleconferencing rules provided that they comply with specific requirements set forth in the statute; and

WHEREAS, pursuant to AB 361, a legislative body may hold an initial teleconference meeting under the modified teleconferencing rules during a proclaimed state of emergency where local officials have imposed or recommended measures to promote social distancing; and

WHEREAS, on September 30, 2021, Santa Cruz County Public Health Officer Dr. Gail Newel strongly recommended that legislative bodies in Santa Cruz County continue to engage in physical/social distancing by meeting via teleconference as

allowed by AB 361 and confirmed that she will regularly review and reconsider this recommendation and notify the public when it is no longer recommended; and

WHEREAS, after its initial AB 361 teleconference meeting, a legislative body can continue to hold such teleconference meetings if a state of emergency remains active, or local officials have recommended measures to promote social distancing, if the legislative body has reconsidered the circumstances of the state of emergency and determined either that the state of emergency continues to directly impact the ability of the members to meet safely in person or that local officials continue to recommend measures to promote social distancing; and

WHEREAS, the findings set forth in the paragraph immediately above must be made within 30 days of the date the legislative body first held a teleconferenced meeting pursuant to AB 361, and every 30 days thereafter, for as long as the legislative body wishes to hold such teleconference meetings; and

WHEREAS, the District has an important governmental interest in protecting the health, safety, and welfare of those who participate in meetings of the District; and

WHEREAS, this Board finds that there is a continuing threat of COVID-19 to the community and finds that requiring all Board members to appear in-person at meetings presents greater risk to the health and safety of meeting participants stemming from reduced social distancing among people of different communities, increased exposure for those who are immunocompromised or unvaccinated, and challenges associated with fully ascertaining and ensuring compliance with vaccination, face coverings, and other safety measures at such public meetings; and

WHEREAS, this Board meets in-person in a facility where other functions take place, such that increasing the number of people present may impair the safety of participants and members of the public; and

WHEREAS, as required by AB 361, this Board has considered the circumstances of the current state of emergency and finds that the COVID-19 pandemic continues to directly impact the ability of Board members to meet safely in person and further finds that the Santa Cruz County Public Health Officer continues to recommend measures to promote social distancing; and

WHEREAS, in the interest of public health and safety, due to the emergency caused by the spread of COVID-19 the Board of Directors deems it necessary to utilize the modified teleconferencing rules set forth in AB 361.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE PAJARO VALLEY HEALTH CARE DISTRICT HEREBY RESOLVES AND ORDERS AS FOLLOWS:

Section 1. The foregoing recitals are adopted as findings of the Board of Directors as set forth within the body of this Resolution.

Section 2. Effective immediately, for the next 30 days the Board of Directors will meet using the modified teleconference rules authorized under AB 361 and Government Code section 54953(e)(3).

Section 3. Staff is directed to return no later than thirty (30) days after the adoption of this Resolution with an item requesting the Board to reconsider the circumstances of the COVID-19 state of emergency and, if necessary, consider adoption of a subsequent Resolution to continue using the modified teleconference rules for meetings in accordance with Government Code section 54953(e)(3).

Section 4. Staff is authorized and directed to take all such other necessary or appropriate actions to implement the intent and purposes of this Resolution.

PASSED AND ADOPTED by the Board of Directors of the Pajaro Valley Health Care District this ____ day of _____, 2022, by the following vote:

- AYES:
- NOES:
- ABSENT:
- ABSTAIN:

Chair, Board of Directors

ATTEST:

Clerk of the Board

APPROVED AS TO FORM:

District Counsel

**PAJARO VALLEY HEALTH CARE DISTRICT
BOARD OF DIRECTORS
SPECIAL MEETING MINUTES**

November 16, 2022

5:03 p.m.

Meeting was held in a hybrid format

1. CALL TO ORDER/ROLL CALL

Directors Gabriel-Cox, Nuñez, and Pimentel were present. Director Nájera and Chair Friel were absent.

2. CONSIDERATION OF LATE ADDITIONS TO THE AGENDA (None)

3. PUBLIC COMMENT (None)

4. REPORT FROM THE CHIEF EXECUTIVE OFFICER (None)

5. COMMENTS FROM BOARD MEMBERS

Director Pimentel stated that he welcomed the new board member and looked forward to thanking Director Nájera for her service.

Director Nuñez said that the Fund Development Subcommittee continues to meet every other Wednesday. He said they met that Wednesday and also discussed how to contact people who donated to the campaign.

6. REPORT FROM SUBCOMMITTEES AND/OR AD HOC SUBCOMMITTEES OF THE BOARD (NONE)

7. INFORMATIONAL ITEMS (No Action Required) (None)

8. CONSENT AGENDA

ACTION ON CONSENT AGENDA

a) Board questions to staff (None)

b) Public Comment (None)

c) **MOTION:** Director Gabriel-Cox made a motion to approve the Consent Agenda, seconded by Director Pimentel, and carried by the following vote:

d) **Action by Board/Roll Call Vote**

AYES: Directors: Gabriel-Cox, Nuñez, Pimentel

NOES: Directors: None

ABSENT: Directors: Nájera, Friel

**A. RESOLUTION NO. 15-2022
RESOLUTION MAKING FINDINGS AND ORDERING THE USE OF
TELECONFERENCE MEETINGS OF THE BOARD OF DIRECTORS DUE TO
COVID-19, PURSUANT TO THE REQUIREMENTS OF ASSEMBLY BILL 361:
AND DIRECT STAFF TO RETURN WITHIN 30 DAYS WITH A NEW RESOLUTION
ADDRESSING THE NEED TO CONTINUE HOLDING TELECONFERENCE
MEETINGS CONSISTENT WITH THE REQUIREMENTS OF ASSEMBLY BILL 361**

B. MOTION APPROVING MINUTES OF OCTOBER 6, 2022

9. REGULAR AGENDA

**A. APPROVAL OF DISTRICT-PROJECT AFFILIATION OVERVIEW AND NEW
PROJECT BOARD MEMBER CORE QUALIFICATIONS**

a) Oral Report by June Ponce, Dir of Marketing, Growth & Outreach

b) Board questions to staff

Director Pimentel said that the current board members would be able to reapply just as any new applicant would be considered for membership.

Director Nuñez asked if people outside the District boundaries would be able to apply. Ponce said that one of the requirements was to have members who have connections and not necessarily residence in District's boundaries.

Legal Counsel Basset answered Director Pimentel regarding the timing of the current Project Board Members' resignation and said they would not be resigning until the new members were appointed. She also explained the designators of the Project and said that the District would become the future designator.

c) Public Comment

Dr. Gallagher asked if the changes to the bylaws would jeopardize the tax-exempt status of the Project. Legal Counsel Basset answered that the amendments to the bylaws would not affect the tax-exempt.

d) **MOTION:** Director Gabriel-Cox made a motion to approve the District-Project Affiliation Overview and New Project Board Member Core Qualifications. The motion was seconded by Director Pimentel and carried by the following vote:

e) **Action by Board/Roll Call Vote**

AYES: Directors: Gabriel-Cox, Nuñez, Pimentel

NOES: Directors: None

ABSENT: Directors: Nájera, Friel

**B. REVIEW OF PROJECT-DISTRICT MEMORANDUM OF UNDERSTANDING
(INFORMATION ONLY)**

- a) Oral Report by June Ponce, Dir of Marketing, Growth & Outreach
- b) Board questions to staff
- c) Public Comment (None)

10. ADJOURNMENT

The meeting was adjourned at 5:33 p.m.

Approved: _____
John Friel, Chair

Attest: _____
Beatriz Vazquez Flores, Clerk of the Board



From: Steven Salyer, CEO
Subject: Approval of District-Project Memorandum of Understanding and Post-Affiliation Project Board Members
Meeting Date: November 30, 2022

Recommended Action

- a) Approval of Memorandum of Understanding between the District and the Pajaro Valley Health Care District Project.
- b) Approval of the Post-Affiliation Project Board members recommended by staff.
- c) Provide staff the authority to work with District counsel and the Project to put in place the text of agreed upon public communications regarding the affiliation and modify the affiliation date as needed.

Executive Summary

The Memorandum of Understanding (“MOU”) was previously provided to the Board for information only at the November 16, 2022, special meeting. The MOU sets forth the steps that will be taken by the Project and the District to accomplish the affiliation of the two entities. Staff is recommending an affiliation date of January 1, 2023, in order to allow staff sufficient time to perform the necessary due diligence and ensure proper staffing of the Project post affiliation. Staff will work with District counsel and the Project to put in place text of agreed upon public communications regarding the affiliation. In addition, the MOU sets forth the slate of the initial post-affiliation Project Board members to be approved by the District Board. Staff has recommended five (5) proposed candidates for approval by the District Board. The proposed candidates are:

- Janet Heien
- Brent Dunton
- Irene Chavez
- Tila Guerrero
- Steven Salyer

Information about each proposed candidate is attached hereto.

Background

The Project and District will enter into a MOU which shall set forth the steps for the affiliation of the Project and the District. The MOU will provide for certain actions including the District’s ability to conduct due diligence with respect to the Project’s financial information, an agreed upon post affiliation public communication plan, an amendment of the Project bylaws to provide

for the District's approval and removal rights of the Project Board members as well as certain ongoing reporting obligations of the Project to the District, the resignation of the current Project Board members and the appointment, by the District, of the initial, post-affiliation directors who shall be responsible for governing the Project post affiliation. The MOU contains the amended and restated bylaws of the Project, the communication plan of the parties and the new post-affiliation Project Board members. The MOU has an affiliation effective date of January 1, 2023.

Analysis

The approval will allow the affiliation to be completed as of January 1, 2023 and provide for the new Board members of the Project, effective as of January 1, 2023.

Financial Impact

None

Attachments:

- 1) Memorandum of Understanding
- 2) Information Regarding Proposed Post-Affiliation Project Board Members

Memorandum of Understanding

Affiliation of
Pajaro Valley Health Care District Project
And
Pajaro Valley Health Care District

This Memorandum of Understanding, dated as of December ____, 2022, is entered into by and between Pajaro Valley Health Care District Project, a California nonprofit public benefit corporation (“Project”), and Pajaro Valley Health Care District, a local health care district formed pursuant to the California Local Health Care District Law (California Health & Safety Code Section 32000 *et. seq.*) (“District”).

1. Background.

- (a) The Project was organized in July of 2021 for the purpose of raising funds for and taking steps necessary to accomplish the acquisition of Watsonville Community Hospital (“Hospital”) through a local health care district that provides a responsive system of care with a range of services that are well-functioning and focused on the health outcomes of that district’s residents and, following its organization, the Project has acted in furtherance of that purpose.
- (b) The District acquired the Hospital as of September 1, 2022. With that acquisition accomplished, the District and the Project wish to arrange for the Project to act in the future as a fundraising organization for the Hospital and as otherwise as the District shall determine to be for the benefit of the District and the communities it serves.
- (c) The District and the Project therefore have agreed to effect the affiliation of the District and the Project, pursuant to which the District shall have the power to approve the selection and removal of the members of the Project’s Board of Directors, as described in this Memorandum of Understanding (the “Affiliation”).
- (d) The District and the Project acknowledge that it is planned that, following the Affiliation, the Project will amend its Articles of Incorporation to change its purposes to include acting as a fundraising organization for the Hospital.

2. Affiliation Date. The Affiliation shall be accomplished on or about January 1, 2023 (“Affiliation Date”).

3. Communications Plan. The District and the Project have agreed upon a communications plan for the Affiliation, which is attached to this Memorandum of Understanding (“Communications Plan”).

4. Amendment to Bylaws. The District and the Project have agreed upon the text of an amendment to the Bylaws of the Project that shall accomplish the Affiliation, the text of which is attached to this Memorandum of Understanding (“Amendment to Bylaws”).
5. Appointment of First Post-Affiliation Directors. The District and the Project have agreed upon the text of the document by which the District shall inform the Project of the new members of the Project’s Board of Directors (“First Post-Affiliation Directors”) that have been selected with the approval of the District in accordance with the terms and conditions of the Amendment to Bylaws and who shall take office upon the Affiliation Date (“Appointment of First Post-Affiliation Directors”).
6. Process to Accomplish Affiliation. The District and the Project shall accomplish the Affiliation through the following process.
 - (a) Appointment of First Post-Affiliation Directors. The District shall, with the approval of the Board of Directors of the District, execute and deliver to the Project the Appointment of First Post-Affiliation Directors.
 - (b) Approval of Amendment to Bylaws by Project Board of Directors. The Project shall submit the Amendment to Bylaws to the Project’s Board of Directors for approval.
 - (c) Resignations by Pre-Affiliation Directors. The Project shall request that the members of the Project’s Board of Directors in office at the time the Amendment to Bylaws is approved (“Pre-Affiliation Directors”) execute written resignations from office that shall take effect upon the Affiliation Date in accordance with their terms.
 - (d) Consent by Designators. If the Project Board approves the Amendment to Bylaws, the Project shall submit the Amendment to Bylaws to the Designators identified in the Project’s Bylaws, *i.e.*, the Director of the Santa Cruz County Health Services Agency, the Chief Executive Officer of Salud Para La Gente, and the City Manager of the City of Watsonville (“Designators”), for their written consent, as is required by the Project’s Bylaws.
 - (e) Approval of Affiliation. Upon the Designators’ consent in writing to the Amendment to Bylaws, the Affiliation shall be deemed to have been approved by the Project and the District in accordance with the terms of the Amendment to Bylaws and the Appointment of First Post-Affiliation Directors.
 - (f) Events Taking Place on Affiliation Date. On the Affiliation Date, the following events shall occur:
 - (i) The Amendment to Bylaws and the resignations of Pre-Affiliation Directors shall take effect in accordance with their respective terms.

- (ii) Upon the resignations of the Pre-Affiliation Directors, the District's Appointment of First Post-Affiliation Directors shall take effect in accordance with its terms, and the First Post-Affiliation Directors will take office and assume their responsibilities as the Directors of the Project.
- (iii) The District and the Project shall announce the occurrence of the Affiliation in accordance with the Communications Plan.

7. Cooperation. The District and the Project shall cooperate and work together to accomplish the Affiliation on the Affiliation Date as described in this Memorandum of Understanding.

Pajaro Valley Health Care District

Pajaro Valley Health Care District Project

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

Attachment One
Communications Plan

Attachment Two
Amendment to Bylaws

Attachment Three

Appointment of First Post-Affiliation Directors

AMENDED AND RESTATED BYLAWS OF
PAJARO VALLEY HEALTHCARE DISTRICT PROJECT
A California Nonprofit Public Benefit Corporation

ARTICLE I EXEMPT PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law (the “Law”) for charitable purposes.

ARTICLE II OFFICES

Section 1. Principal Office. The principal office of the corporation for the transaction of the business of the corporation shall be fixed and located at such place within the State of California as the Board of Directors (the “Board”) shall determine. By resolution, the Board is granted full power and authority to change such principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE III NO MEMBERS

The corporation shall have no members within the meaning of Section 5056 of the Law. Any action which otherwise would require approval of the members shall require approval only of the Board.

ARTICLE IV DIRECTORS

Section 1. Powers. Subject to the limitations of the corporation’s Articles of Incorporation (the “Articles”), these Bylaws, the powers reserved to the “Designator” (as defined below) and the Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Subject to the same limitations, the Board shall have all powers permitted to or conferred by Law on the board of directors of a nonprofit public benefit corporation.

Section 2. Number of Directors. The number of directors shall consist of a maximum of fifteen (15) members and no less than five (5) members with the exact number to be fixed within these limits by approval of the Board of Directors or the Designator in the manner provided in these Bylaws.

Section 3. Selection of Directors. The Board shall establish, as a board committee, a nominating committee to identify and present candidates to the Board for selection by the Board (“Nominating Committee”). The members of the Nominating Committee shall serve at the discretion of the Board. Potential Director candidate names can be submitted at any time to the Nominating Committee by the Designator (as defined in Section 4 below), the Board and its officers, self-nominations or other community resources solicited by the Board or the Nominating Committee. The Nominating Committee shall advance candidates and supporting information to the Board for consideration at a regular or special Board meeting. The Board shall select candidates so advanced by a two-thirds vote of the members of the Board, subject to final approval by the Designator as set forth in Section 4 below. The Chief Executive Officer (“CEO”) of Watsonville Community Hospital shall have the right to select one (1) board member, who shall be subject to the approval rights of the Designator as set forth in Article IV Section 4 below.

Section 4. Designator Right to Approve. The Pajaro Valley Health Care District shall be the “Designator” under these Bylaws. Once a selection has been made by the Board following the process set forth in Section 3 above, the Board shall notify the Designator at least 30 days prior to the Designator’s next regularly scheduled board meeting. The Designator may interview the candidate submitted by the Board. The Designator shall have sixty (60) days, to approve or reject the candidate. If the Designator fails to act, the candidate shall be deemed to be automatically rejected. If the Designator rejects the candidate, the Board shall select another candidate and the notification and acceptance/rejection process shall be repeated.

Section 5. Term of Office. Directors shall hold office for a term of three (3) years. Terms may be staggered, including by establishing one- or two- or three-year terms as may be determined by the Designator. Directors may succeed themselves in office.

Section 6. Resignation. Any director may resign effective upon giving written notice to the Chair, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation; provided, however, that a director may not resign without permission of the Attorney General in a case where the corporation would be left without a duly elected director in charge of its affairs. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 7. Removal. Any director may be removed with or without cause by the Designator, at any time, in a writing delivered by the Designator to the Board and to the director.

Section 8. Vacancies. Any vacancies shall be filled by the Nominating Committee and approved by the Designator as set forth in Sections 3 and 4 above, with the exception that if there is a vacancy in the one (1) Board member selected by the CEO under Article IV, Section 3, the CEO shall select a replacement, subject to the approval rights of the Designator as set forth in Article IV Section 4 above. Unless earlier removed, each director so designated shall hold office until the term of his or her predecessor and until his or her successor has been designated.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, is convicted of a felony, or is found

by a final order of judgment of any court to have breached a duty to the corporation arising under Chapter 2, Article 3, of the Law.

Section 9. Interested Directors. Not more than 49% of the persons serving on the Board at any time may be interested persons. An “interested person” is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law of any such person. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 10. Place of Meeting. Regular or special meetings of the Board shall be held at any place within the County of Santa Cruz which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 11. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board. Such regular meetings shall include an annual meeting to elect directors then up for election, and to conduct all other business as may properly come before the Board. The annual meeting shall take place at such time and place as determined by resolution of the Board.

Section 12. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, the Designator, or any two (2) directors.

Special meetings of the Board shall be held upon four days’ written notice by first-class mail or 48 hours’ notice delivered (i) personally (which may be oral or written), (ii) by telephone, including a voice messaging system, or (iii) by “electronic transmission by the corporation” (as defined below). Written notice shall be addressed or delivered to each director at his or her physical or email address, as applicable, as it is shown upon the records of the corporation, or as may have been given to the corporation by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. “Electronic transmission by the corporation” means a communication (a) delivered by (1) facsimile or email when directed to the facsimile number or email address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the Law, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient, including by telephone voice messaging system.

Section 13. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 14. Quorum. A majority of the directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Article IV. Section 16. All matters shall be decided by the vote of a majority of directors present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Board, unless a greater number is required by Law, the Articles or these Bylaws. Without limiting the foregoing, the actions listed in Section 19(a) through 19(e) shall require the vote of a majority of all directors then in office in order to be effective. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 15. Participation in Meetings by Conference Telephone. Members of the Board may participate in any meeting through use of conference telephone, electronic video screen equipment or similar communication equipment, so long as all the directors participating in the meeting can hear one another. All such participating directors shall be deemed to be present in person at such meeting.

Section 16. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the directors who were not present at the time of adjournment.

Section 17. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. Directors may consent, vote, or otherwise take action under this Section 17 by a signed document transmitted by mail, messenger, courier, email, facsimile, or any other reasonable method satisfactory to the Chair (if any) or the President.

Section 18. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the corporation, and to inspect the physical properties of the corporation.

Section 19. Board Committees. The Board may designate and appoint one or more committees, each consisting of at least two (2) directors and no non-directors and delegate to such committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies on the Board or in any committee;
- (b) The amendment or repeal of bylaws or the adoption of new bylaws;
- (c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (d) The appointment of committees of the Board or the members thereof; or
- (e) The approval of any self-dealing transaction, as defined in Section 5233(a) of the Law, except as provided in Section 5233(d)(3) of the Law;

Any such committee must be established and the members thereof appointed, by resolution adopted by a majority of the number of directors then in office, and such committee may be designated by any name the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meeting and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 20. Advisory Committees. The Board may, by resolution adopted by a majority of the directors then in office, create one or more advisory committees to serve at the pleasure of the Board. Each advisory committee shall have at least one (1) director as a member at all times. Other appointments to such advisory committees need not, but may, be directors. The Board shall appoint and discharge advisory committee members at will. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Section 21. Compensation. The corporation shall not pay any compensation to directors for services rendered to the corporation as directors, except that directors may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as approved by the Board. Nothing shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation for such services.

ARTICLE V OFFICERS

Section 1. Required Officers. The officers of the corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be chosen by and hold office at the pleasure of the Board. Any number of offices required or permitted by this Article may be held by the same person, except that the Secretary and Treasurer may not serve concurrently as President or Chair of the Board.

Section 2. Permitted Officers. The Board may choose one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, a Chief Operating Officer and such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board at its pleasure may from time to time determine.

Section 3. Election of Officers. The officers shall be elected by the Board at the annual meeting, or at any regular or special meeting of the Board, and may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Board at a regular or special meeting.

Section 4. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board.

Section 5. Chair of the Board. The Chair of the Board shall be a director and shall govern at all meetings of the Board. The Chair of the Board shall have the right to appoint himself or herself to any Board Committee or advisory committee, and to serve as Chair thereof.

Section 6. President. Subject to the discretion and control of the Board, the President shall be the Chief Executive Officer of the corporation and shall have general supervision, direction and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the Board from time to time.

Section 7. Secretary. The Secretary shall be the custodian of the seal of the corporation and of the books and records and files thereof. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 8. Chief Operating Officer. If any, the Chief Operating Officer shall be responsible for managing the day to day operations of the corporation subject to the supervision and oversight of the President.

Section 9. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or the directors, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 10. Compensation. The Board shall decide all matters relating to the compensation of any officer. No salaried officer serving on the Board shall be permitted to vote on his or her own compensation as an officer.

ARTICLE VI INDEMNIFICATION OF AGENTS OF THE CORPORATION: LIABILITY INSURANCE

Section 1. The corporation shall indemnify any person who was or is a party or threatened to be made a party to any Proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in a charitable trust) by reason of the fact that such person is or was an Agent, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation, and, in the case of a criminal Proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the corporation, or that such person had reasonable cause to believe that such person's conduct was unlawful.

Section 2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation or brought under Section 5233 of the Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in a charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an Agent, against Expenses, actually and reasonably incurred by such person in connection with the defense or settlement of such action, if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, except that no indemnification shall be made under this Section 2: (i) in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duties to the corporation, unless and only to the extent that the court

in which such Proceeding is or was pending shall determine upon application that, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the Expenses which such court shall determine; (ii) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (iii) of Expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 3. To the extent that an Agent of the corporation has been successful on the merits in defense of any Proceeding referred to in Section 1 or Section 2 hereof or in defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.

Section 4. Except as provided in Section 3 hereof any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof by: (i) a majority vote of a quorum consisting of directors who are not parties to such Proceeding; or (ii) the court in which such Proceeding is or was pending upon application made by the corporation, the Agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the Agent, attorney or other person is opposed by the corporation.

Section 5. Expenses incurred in defending any Proceeding may be advanced by the corporation prior to the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the Agent to repay such amount unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article VI.

Section 6. No indemnification or advance shall be made under this Article VI except as provided in Section 3 or clause (ii) of Section 4, in any circumstance where it appears: (i) that it would be inconsistent with a provision of the Articles of Incorporation of the corporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (ii) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. The corporation shall have power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such whether or not the corporation would have the power to indemnify the Agent against such liability under the provisions of this Article VI; provided, however that the corporation shall have no power to purchase and maintain such insurance to indemnify any Agent for a violation of Section 5233 of the Law.

Section 8. For the purposes of this Article VI, (i) "Agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee

or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; (ii) "Attorney General" means the Attorney General of the State of California; (iii) "Expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 3 or clause (ii) of Section 4; and (iv) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

ARTICLE VII REPORTS

Section 1. Annual Report. No later than one hundred twenty (120) days after the close of the corporation's fiscal year, the corporation shall furnish to all of the directors a report containing the following information in reasonable detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the preceding fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the preceding fiscal year.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the preceding fiscal year.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the preceding fiscal year.
5. With respect to the preceding fiscal year, (a) any transaction(s) involving both (i) the corporation and either a director or officer of the corporation (or its parent or subsidiary) and (ii) more than \$50,000; or (b) any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation.

The report required by this Article VII, Section 1 shall be accompanied by any report thereon of independent accountants, or if there is no such report, by the certificate of an authorized officer of the corporation that such reports were prepared without audit from the books and records of the corporation.

Section 2. Regular Reporting to Designator of Budget and Fundraising Efforts. On an annual basis, at the same time as the annual report is provided as set forth in Article VII, Section 1 above, the corporation will provide to Designator its annual, Board approved, budget. In addition, on periodic basis, to align with the Designator's quarterly board meetings, the corporation shall provide a report to the Designator that shall include the following information: (1) the corporation's current fundraising goals and projects; (2) the funds and/or pledges received by the corporation as of the date of the report; and (3) the funds and/or pledges anticipated to be received by the corporation before the next regularly scheduled report.

ARTICLE VIII OTHER PROVISIONS

Section 1. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California the original copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the directors and such other persons as required by law, at all reasonable times during office hours.

Section 2. Endorsement of Documents: Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chair of the Board, the President, or any Vice President and the Secretary or any Assistant Secretary of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, but, unless so authorized by the Board, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

Section 3. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 4. Loans to Directors and Officers. The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation, its parent, or any subsidiary. The provisions of this Section 4 do not apply to (1) the payment of premiums in whole or in part by the corporation on a life insurance policy of a director or officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value; or (2) a loan of money to or for the benefit of an officer in circumstances where it is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in the state of California.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Part 1 of the California Nonprofit Corporation Law and in the Law shall govern the construction of these Bylaws. Section references refer to sections in such Article unless otherwise noted.

Section 6. Amendments. Subject to the advance written consent of the Designator, these Bylaws may be amended, restated or repealed by the affirmative vote of a majority of the number of directors then in office.

CERTIFICATE OF SECRETARY

THIS IS TO CERTIFY: That I am the duly elected, qualified, and acting Secretary of Pajaro Valley Healthcare District Project, a California nonprofit public benefit corporation, and that the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of such corporation as of _____, 2022.

Dated: _____, 2022.

Name: _____
Secretary



Communications Plan Outline

Announcement of Transition TBD

Pajaro Valley Healthcare District Project transitions to
Pajaro Valley Healthcare District for Fundraising

Scope of Plan

Provide communication tools to help assist with a smooth transition of the Pajaro Valley Healthcare District Project to a foundation/non-profit fundraising arm of the Pajaro Valley Health Care District.

Communication Tools

- Press Release to announce the transition
- Draft joint letter(s) to donors – individual and corporate, allies, Sen. Laird and Assemblymember Rivas, community partners - (Signed by- Mimi Hall PVHDP and John Friel PVHCD)
- Talking Points for PVHDP Board, District Board

Pre-Announcement Phase

- Identify Spokespeople
- Gather background information for the press release and talking points
- Draft Talking Points for review
- Draft Press Release for review
- List of donors – individual and corporate, community allies, media and state delegation confirmed

Announcement

- Both Boards agree on date
- Spokespeople are briefed
- Talking points are disseminated
- Press Release and letter(s) distribution timing is agreed upon and set
- Announcement is made to media and to donors/stakeholders

**Pajaro Valley Healthcare District Project (Project)
Prospective Post Affiliation Project Board Members
November 2022**

Janet Heien

Janet Heien was born and raised in Watsonville, California and has lived in Santa Cruz County for over 35 years. She has been employed in agriculture and food processing during her career, most recently completing 22 years with Driscoll's as a Director of Human Resources before retiring. Her board service includes Cabrillo College Foundation, Workforce Investment Board of Santa Cruz County, and at the end of 2022 she will complete her 9th and final year on the board of the Community Foundation of Santa Cruz County. She has a personal commitment to improving the quality of life for people in the County. She sees Watsonville Community Hospital as an important piece in improving the health care and well-being for all folks in the community.

Brent Dunton

Brent Dunton has a 19- year career in finance and banking. He currently works at Santa Cruz County Bank as the Vice President and Business Banking Officer. Mr. Dunton has been an active community volunteer who has served on the boards of the American Red Cross, Kennolyn Camp Foundation, and is a past President of the Aptos Chamber of Commerce and the Soquel Parent Education Nursery School. He is a board member of Santa Cruz Sunrise Rotary and served on the United Way of Santa Cruz Allocations panel for numerous years. As a Director of the Sunrise Rotary, he helped coordinate a three-day bike ride, and helped raised over half a million dollars under his leadership in the last two years. Mr. Dunton was also an influential ambassador in supporting the campaign to save Watsonville Community Hospital.

Irene Chavez

Irene Chavez is the Senior Vice President and Area Manager for San Jose/Santa Cruz Kaiser Health Plan where she leads the hospital operations, Health Plan Operations and Community benefits covering over 260,000 members from San Jose, Gilroy, and Santa Cruz County. She has worked for several health systems including Tenet Healthcare, Providence Memorial, and a physician joint-venture health system - El Paso Specialty Hospital. She was President of a Health Plan specializing in self-funded employer and carrier structured entities. She has mentored individuals and teams working closely to enhance their success. Irene serves on the Silicon Valley Leadership Group, Healthier Kids Foundation Board, and the California Hospital Association Board. In 2018 San Jose Chamber of Commerce recognized Irene Chavez as Businesswoman of the Year.

Tila Guerrero

Tila Guerrero is the President CEO at Mas Mac, dba McDonald's. Ms. Guerrero has been active in our local community, and she believes that helping others makes any community a better place. She is the current owner of a McDonald franchise and has volunteered in various organizations. Ms. Guerrero has won numerous awards for her community involvement, including the Pajaro Valley Chamber of Commerce Women of the Year for 2000, Community Service Award from the Watsonville Association of Realtors, and the Elena Baskin Award from Santa Cruz County Schools.

Steven Salyer

Steven is an accomplished and innovative healthcare executive with experience running complex hospital operations as both a CEO and COO, including trauma, cardiac, cancer and surgical services. Before beginning his career in healthcare, Steven served as a Captain in the United States Marine Corps for five years, both in peacetime and in combat support operations in Iraq. Steven has a Bachelor of Science degree from East Tennessee State University and a master's degree in business administration from New York Institute of Technology. He holds certificates in Lean/Six Sigma, Theory of Constraints, and executive leadership, as well as Marine Corps officer leadership training. Steven has a strong history of increasing patient, employee, and physician satisfaction, establishing cultures of excellence, recruiting new physicians, and improving both quality and financial metrics. His leadership is an asset to Watsonville Community Hospital. Steven is an engaged member of the Watsonville community and thrives in delivering quality and personalized care for our community.