

MALHEUR COUNTY COURT MINUTES

JULY 6, 2016

The Malheur County Court met with Judge Dan Joyce presiding with Commissioner Don Hodge and Commissioner Larry Wilson present. Staff present was Administrative Officer Lorinda DuBois.

Also present was Larry Meyer of the Argus Observer and John Braese of the Malheur Enterprise.

TREASURE VALLEY PARAMEDICS (TVP)

Meeting with the Court from Treasure Valley Paramedics were Attorney Max Taggart, Steve Patterson and Heather Land. Mr. Taggart explained that TVP has for some time been working towards transferring from a nonprofit entity to a for-profit entity. Currently the TVP nonprofit corporation has three directors (Doug Lamb, Nick Bokides, and Steve Patterson). Approximately one year ago TVP hired Hyde Valuations Inc. to do a business valuation as under ORS (Oregon Revised Statutes) assets may not be transferred without a sale. Mr. Hyde did two appraisals - one on the land only and also a full business appraisal. The valuation of the land and ambulance hall was \$300,000 (not considering the debt of \$226,000 owing against it); so the overall equity is approximately \$75,000. Hyde Valuations also performed a valuation of the business itself, including the building, and that value was \$390,000 (which does take in to consideration the debt against the building).

County Counsel Stephanie Williams joined the meeting.

Two Oregon entities have been formed; an Oregon profit corporation known as TVP Inc. and an Oregon limited liability company known as TVP Enterprises LLC. The resolution of the TVP board at their June meeting was to sell the operating business to these two entities; transferring the land and building to the LLC (for tax purposes as recommended by the CPA (Certified Public Accountant)); and all other operations, including ambulances, personal property, accounts payable, accounts receivable, to the Oregon profit corporation.

Mr. Taggart explained that TVP is proposing that the personal services contract with the County be transferred to both entities, so that both entities will be responsible for the obligations and both entities will have the benefits. Mr. Taggart explained that should TVP fail, the personal services contract includes a "takeover" provision in which the County would have the ability to take over operations of TVP for up to 150 days. Per the provisions of the personal services contract the County must approve/consent to the assignment of the agreement in writing and in advance of any transfer by TVP of its assets, liabilities and obligations to a new corporation. Department of Justice must be notified 20 days in advance of the actual transfer.

The sell price of TVP will be \$390,000 (\$50,000 down) with the rest paid over 8 years at 2.5% interest (monthly payments of approximately \$3911). TVP must distribute the sale price to a similar nonprofit corporation or government entity. TVP nonprofit will need to continue to exist for at least two years and keep its liability coverage in place. New directors will need to be in place, Mr. Patterson might remain as a director but Mr. Lamb and Mr. Bokides will need to be replaced. TVP nonprofit has been exploring the possibility of forming a foundation and the County could have input in that proposal; additionally, the County can say that it wants the funds from the sale and would be rightly entitled to the funds.

Mr. Patterson explained that the long-term future plans are to sell the business to a couple of interested long-term TVP employees and to continue operations.

Juvenile Department Director Susan Gregory joined the meeting.

The Court discussed the proposal with Mr. Taggart and Mr. Patterson. Mr. Taggart reiterated that TVP needs the County's approval to proceed with the sale and transfer of the contract to the for-profit entities. The current personal services contract ends July 2017. There is nothing in the personal services contract that guarantees that the County will extend the term of the agreement. The sales price of TVP nonprofit to TVP for-profit will be \$390,000; and the for-profit will assume the existing debt. TVP nonprofit will need to distribute funds from the sale to a similar nonprofit entity or a governmental entity. The Court discussed that if the County were to receive the funds they would be allocated to the Ambulance Service District. The Court requested that Ms. Williams and Mr. Taggart further discuss the proposal and that Ms. Williams have the opportunity to review the provisions of the proposed assignment of the personal services contract. The Court took the matter under advisement and said they would revisit the matter at their July 20th meeting.

COURT MINUTES

Commissioner Hodge moved to approve Court Minutes of June 29, 2016 as written. Commissioner Wilson seconded and the motion passed unanimously.

SUPPLEMENTAL BUDGET RESOLUTIONS

Commissioner Hodge moved to approve Resolution R16-18: In the Matter of Fiscal Year 2016/2017 Supplemental Budget by Resolution Under Local Budget Law ORS 294.471. Commissioner Wilson seconded and the motion passed unanimously. The supplemental budget allocates the spending of OHA (Oregon Health Authority) grant funds which were received but not anticipated when the adopted budget was prepared. These are grant funds to conduct outreach to inform the local community of health coverage options. See instrument #[2016-2204](#)

Commissioner Hodge moved to approve Resolution R16-20: In the Matter of Fiscal Year 2016/2017 Supplemental Budget by Resolution Under Local Budget Law ORS 294.471. Commissioner Wilson seconded and the motion passed unanimously. The supplemental budget allocates the spending One-Time VOCA (Victims of Crime Act) grant funds which were received but not anticipated when the adopted budget was prepared. See instrument #[2016-2205](#)

AMENDMENT TO IGA WITH VECTOR DISTRICT

Commissioner Wilson moved to approve Fourth Amendment to Intergovernmental Agreement (IGA) between Board of Trustees of the Vector Control District of Malheur County and the Malheur County Court for Implementation of the General Operation Plan of the Vector Control District. Commissioner Hodge seconded and the motion passed unanimously. The agreement expires June 20, 2018. See instrument #[2016-2206](#)

AMENDMENT - IGA #147797

Commissioner Hodge moved to approve Twelfth Amendment to Oregon Health Authority 2015-2017 Intergovernmental Agreement (IGA) for the Financing of Community Addictions and Mental Health Services Agreement #147797. Commissioner Wilson seconded and the motion passed unanimously. The amendment amends the financial and service information in the Financial Assistance Award. A copy will be returned for recording. See instrument #[2016-2351](#)

AMENDMENT TO SPACE USE AGREEMENT WITH OSU (Oregon State University)

Commissioner Wilson moved to approve Amendment 1 to the Space Use Agreement Recorded with Malheur County Clerk as Instrument Number 2015-2062. Commissioner Hodge seconded and the motion passed unanimously. The agreement is extended to June 30, 2017. See instrument #[2016-2230](#)

EXECUTIVE SESSION

Executive Session was called in accordance with ORS 192.660(2)(d) - Labor Negotiator Consultations, with Judge Joyce presiding and Commissioner Hodge and Commissioner Wilson present. Also present were Administrative Officer Lorinda DuBois, County Counsel Stephanie Williams, Juvenile Department Director Susan Gregory, Larry Meyer of the Argus Observer and John Braese of the Malheur Enterprise. No decisions were made during or following the session.

EXECUTIVE SESSION

Executive Session was called in accordance with ORS 192.660(2)(h) - Legal Counsel, with Judge Joyce presiding and Commissioner Hodge and Commissioner Wilson present. Also present were Administrative Officer Lorinda DuBois, County Counsel Stephanie Williams, Larry Meyer of the Argus Observer and John Braese of the Malheur Enterprise. No decisions were made during or following the session.

COURT ADJOURNMENT

Court was adjourned.