

MINUTES OF THE SPECIAL MEETING  
OF THE BOARD OF COMMISSIONERS OF THE  
GALVESTON COUNTY EMERGENCY SERVICES DISTRICT NO. 2

A special meeting of the Board of Commissioners of Galveston County Emergency Services District No. 2 (the "District") was called for at 11:00 a.m. on August 19, 2019, at the Crystal Beach fire station, 930 Noble Carl Road, Crystal Beach, Texas 77650, pursuant to notice duly posted according to law.

The meeting was called to order at approximately 11:00 a.m., and the roll was called of the duly constituted officers and members of the Board, to wit:

Sid Bouse	President
Kate Newberry	Vice President
John Lee, Jr.	Secretary
George Strong	Treasurer
Larry Flanagan	Commissioner


All of said Board members were present, with the exception of Secretary Lee, thus constituting a quorum. Also present at the meeting were: Doug Saunders, District Manager; Georgia Osten, District Administrative Assistant; David Sticker, District accountant; Joshua Heinz, attorney for the District; and, the individuals listed on the attendance log attached hereto as **Exhibit A**, including all members of the PEMSI board of directors.

Upon establishing that a quorum was present, the Board members and others in attendance said the U.S. and Texas pledges of allegiance under Agenda Item No. 3.

The Board then moved along to Agenda Item No. 4 regarding the proposed transfer of PEMSI assets to the District and agreement for same. The Board then discussed the pending proposed Agreement Incident to Plan of Dissolution with PEMSI for transfer of its assets to the District upon PEMSI's dissolution, which has been previously approved by the Board along with the proposed immediate transfer of all PEMSI's funds on hand with the exception of \$35,000.00 to be retained by PEMSI to cover the costs of its dissolution. The Board then discussed the


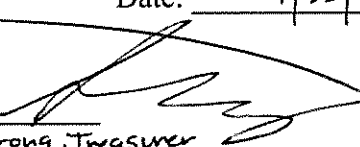
matter with the PEMSI directors present, which had questions regarding PEMSI's billing revenues for services previously rendered while PEMSI was still the EMS service provider for the District, which had been paid by Emergicon to the District. The PEMSI directors also indicated that it intended to hold on to all its funds until its dissolution had been completed. Mr. Heinz and PEMSI's attorney, Mark Smith, then stepped out of the meeting room to discuss the matter, and upon their return, at approximately 12:05 p.m., Mr. Smith and the PEMSI board of directors stepped out of the meeting room to discuss the matter privately. The Board meanwhile remained in the meeting room. The PEMSI board of directors and Mr. Smith returned to the meeting room at approximately 12:38 p.m., at which time Jake Angelo, president of the PEMSI board of directors, requested that the PEMSI billing revenue that was inadvertently paid by Emergicon to the District be returned and paid to PEMSI (not including billing revenue payments that were previously endorsed and given by PEMSI to the District), and PEMSI would assign to the District by written agreement all future billing revenue payments due and owing it by Emergicon. Mr. Angelo also indicate that PEMSI would sign the proposed Agreement Incident to Plan of Dissolution, but it will maintain possession of all its funds until such time that the dissolution process is complete, at which time it would transfer any remaining funds to the District. The PEMSI board of directors also confirmed that PEMSI has entered into an agreement with Matt Summers to provide services to assist PEMSI in its dissolution process and respond to future records requests, in that its had paid Mr. Summers \$72,000.00 in advance for said services to be provided (\$2,666.67 per month for 27 months); and, that PEMSI currently has \$103,744.74 in its billing revenue account, \$1,612.85 in its ESD operating account, and \$665.72 in its CPR class account. The Board advised that it will discuss and take any needed action regarding PEMSI's proposal at its next regular meeting.

Being as there was no other matters to come before the Board, the special meeting was adjourned at approximately 1:00 p.m.

  
\_\_\_\_\_  
Sid Bouse, President

Date: 9/25/2019

ATTEST:

  
\_\_\_\_\_  
John Lee, Jr., Secretary   
George Strong, Treasurer

Date: 9/25/2019

# Exhibit A

**GALVESTON COUNTY ESD 2**  
**MEETING SIGN-IN SHEET**

Meeting Type: *Special*

Date: *Aug. 19*

Guest Name	Do you wish to speak at the meeting?
<i>Lana Thompson</i>	
<i>JANE ANGLIS</i>	
<i>LAURA JONES</i>	
<i>John Thomas</i>	
<i>Max L. Summers</i>	
<i>LAURA</i>	