

**EMERGENCY MEDICAL SERVICE AUTHORITY – A Public Trust**  
**Special Board of Trustees Meeting**  
**April 2, 2018 at 1:00 p.m.**  
Hampton Inn, 913 West Ada Webb Drive, Stroud OK

**Minutes:**

**NOTICE AND AGENDA** for the Special Meeting of the Board of Trustees for the Emergency Medical Services Authority, a Public Trust, were posted March 29, 2018 at 8:15 a.m. in the offices of the City Clerk of Tulsa and with the City Clerk of Oklahoma City on March 29, 2018 at 8:27 a.m., more than 48 hours prior to the time set for the meeting.

**TRUSTEES PRESENT**

Mr. Kyle Nondorf  
Ms. Kelly Brader  
Mr. Phil Lakin  
Mr. Larry McAtee  
Ms. Jan Slater  
Mr. Larry Stevens  
Ms. Allison Petersen  
Chief Bryan Wood  
Mr. Wiley Williams

**TRUSTEES ABSENT**

Dr. Jim Rodgers (Excused)  
Dr. Jeffrey Goodloe (Excused)

**OTHERS PRESENT**

Jim Winham, EMSA  
Angela McLain, EMSA  
Kent Torrence, EMSA  
Frank Gresh, EMSA  
Tracy Johnson, EMSA  
James Davis, EMSA  
Kelli Bruer, EMSA  
Julie Roberts, EMSA  
May Williams, EMSA  
John Graham, EMSA  
Johna Easley, EMSA  
Sonny Geary, AMR  
Heath Wright, AMR  
Tina Wells, AMR  
Lara O’Leary, AMR  
Jeremy Coombs, AMR  
Jim Orbison, Riggs Abney  
Kris Koepsel, Riggs Abney  
Paul Coggins, Locke Lord  
Laura Rudicel, Saxum  
Anthony Triana, Saxum  
Nolan Clay, The Oklahoman  
Curtis Killman, Tulsa World

A quorum was present and the meeting was called to order at 1:00 p.m. by Madam Chair Slater.

**CONSENT AGENDA**

**1. Approval of Board Minutes from the EMSA Board of Trustees Special Meeting dated February 28, 2018 at 1:00 p.m.**

Upon motion made by Mr. Lakin and seconded by Mr. Williams, the Board of Trustees voted to approve the Board Minutes from the EMSA Board of Trustees Special Meeting dated February 28, 2018 at 1:00 p.m.

AYE: Ms. Brader, Mr. McAtee, Ms. Slater, Mr. Williams, Chief Wood, Ms. Petersen, Mr. Lakin, Mr. Stevens, Mr. Nondorf

NAY: None

ABSENT: Dr. Rodgers, Dr. Goodloe

The motion was passed.

**REGULAR AGENDA**

**1. Approval of Preventative Maintenance Contract**

Angela McLain provided a quick overview of EMSA's current sole source contract with Zoll for the 731 Ventilators that upon approval will be extended through 2021.

Upon motion made by Mr. Williams and seconded by Mr. Stevens, the Board of Trustees voted to approve the Preventative Maintenance Contract.

AYE: Ms. Brader, Mr. McAtee, Ms. Slater, Mr. Williams, Chief Wood, Ms. Petersen, Mr. Lakin, Mr. Stevens, Mr. Nondorf

NAY: None

ABSENT: Dr. Rodgers, Dr. Goodloe

The motion was passed.

**2. Approval of Training Manikin Purchase**

Angela McLain provided a quick overview of the Laerdal Medical Corporation Training Manikin purchase.

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Upon motion made by Ms. Petersen and seconded by Mr. Stevens, the Board of Trustees voted to approve the Laerdal Medical Corporation Training Manikin purchase.

AYE: Ms. Brader, Mr. McAtee, Ms. Slater, Mr. Williams, Chief Wood, Ms. Petersen, Mr. Lakin, Mr. Stevens, Mr. Nondorf

NAY: None

ABSENT: Dr. Rodgers, Dr. Goodloe

The motion was passed.

**3. An Executive Session of the Board of Trustees, as authorized by Title 25, §307 B.4 of the Oklahoma Statutes, for the purpose of confidential communications with its attorneys concerning the lawsuits and claims listed below:**

- a. a lawsuit filed by the United States of America, *ex rel.* Stephen Dean against EMSA, and others, in the United States District Court for the Eastern District of Texas, Sherman Division, Civil Action No. 4:14-CV-203, and, with the advice of its attorneys, a determination by the Board of Trustees that disclosure to the public of the communications in such Executive Session will seriously impair the ability of the Board of Trustees to process such litigation in the public interest;
- b. a lawsuit filed by EMSA, Plaintiff against RSUI Indemnity Company, in the United States District Court for the Western District of Oklahoma, Civil Action No. 5:17-cv-01168-M, and, with the advice of its attorneys, a determination by the Board of Trustees that disclosure to the public of the communications in such Executive Session will seriously impair the ability of the Board of Trustees to process such litigation in the public interest;
- c. potential claims against Paramedics Plus, LLC, and, with the advice of its attorneys, a determination by the Board of Trustees that disclosure to the public of the communications in such Executive Session will seriously impair the ability of the Board of Trustees to process such claims in the public interest.

Ms. Slater called for a motion to enter an Executive Session for such purpose and to make such determination based on the advice of its attorneys. Upon motion made by Mr. Stevens and seconded by Mr. Williams, the Board of Trustees voted to enter an Executive Session at 1:05 p.m.

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AYE: Mr. Nondorf, Mr. Stevens, Mr. Lakin, Ms. Petersen, Chief Wood, Mr. Williams, Ms. Slater, Mr. McAtee, Ms. Brader

NAY: None

ABSENT: Dr. Rodgers, Dr. Goodloe

The motion was passed.

**4. After a return by the Board of Trustees to the public meeting, vote upon any item of business which concerns the above-described lawsuits and claims and is considered during the Executive Session.**

Ms. Slater called for a motion to close the Executive Session. Upon motion made by Ms. Petersen and seconded by Mr. Stevens, the Board of Trustees voted to close the Executive Session at 2:15 p.m.

AYE: Ms. Brader, Mr. McAtee, Ms. Slater, Mr. Williams, Chief Wood, Ms. Petersen, Mr. Lakin, Mr. Stevens, Mr. Nondorf

NAY: None

ABSENT: Dr. Rodgers, Dr. Goodloe

The motion was passed.

Ms. Slater recapped that in January of last year a case was filed against EMSA claiming \$20M fraud because of a violation of the anti-kickback statute. She stated that after many months of discovery and depositions of dozens of people, EMSA has been cleared and there is no fraud and there is no violation of the anti-kickback statute and almost all the major allegations were disproven. She stated EMSA worked with the government, the U.S. Attorneys, the Oklahoma attorneys and the Relator's attorneys and have come to a Settlement Agreement. She entertained a motion to vote on this Agreement.

Mr. Williams added that along the way there has been no determination one way or the other that the profit cap was legal or illegal, so we are not admitting by entering into the Settlement that anything we did in terms of the profit cap is illegal. Mr. Williams made a motion to approve the Settlement Agreement and any mitigation in the amount of \$300,000 and no other terms and conditions. The Agreement would settle all claims against EMSA by the United States, the State of Oklahoma, and the Relator including all claims for attorneys' fees by the Relator. The motion was seconded by Mr. Lakin.

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AYE: Mr. Nondorf, Mr. Stevens, Mr. Lakin, Ms. Petersen, Chief Wood, Mr. Williams,  
Ms. Slater, Mr. McAtee, Ms. Brader

NAY: None

ABSENT: Dr. Rodgers, Dr. Goodloe

The motion was passed.

Ms. Slater asked if there were any other motions to be made. Mr. Williams stated that in prior meetings the Board had entered into a Severance Agreement with Steve Williamson that required EMSA to pay a certain amount of his attorneys' fees during litigation and in order to close out the case and reduce EMSA's expenses toward those litigation fees, he called for a motion to approve the contribution towards Steve Williamson's settlement of the deemed litigation in the amount of \$25,000 in exchange for modifying his Severance Agreement to allow EMSA to discontinue to pay any of his attorneys' fees or any indemnification in that Agreement in the amount of \$25,000 per month ceasing on April 30<sup>th</sup> of this year thereby saving EMSA any obligation beyond April 30<sup>th</sup> for his attorneys' fees. A motion was made by Mr. Stevens and seconded by Ms. Petersen.

AYE: Mr. Nondorf, Mr. Stevens, Mr. Lakin, Ms. Petersen, Chief Wood, Mr. Williams,  
Ms. Slater, Mr. McAtee, Ms. Brader

NAY: None

ABSENT: Dr. Rodgers, Dr. Goodloe

The motion was passed.

Ms. Slater entertained any other motions. Mr. Williams recalled a previous discussion regarding a case against EMSA's bonding company, RSUI, and called for a motion that Jan Slater, Allison Petersen and himself be appointed to oversee claims or any mitigation against RSUI and any claim involving Paramedics Plus for indemnification going forward. A motion was made by Chief Wood and seconded by Ms. Brader.

AYE: Mr. Nondorf, Mr. Stevens, Mr. Lakin, Ms. Petersen, Chief Wood, Mr. Williams,  
Ms. Slater, Mr. McAtee, Ms. Brader

NAY: None

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ABSENT: Dr. Rodgers, Dr. Goodloe

The motion was passed.

**5. An Executive Session of the Board of Trustees, as authorized by Title 25, § 307 B.1 of the Oklahoma Statutes, for the purpose of discussion of the appointment of a Chief Executive Officer/President.**

Upon motion made by Ms. Brader and seconded by Ms. Petersen, the Board of Trustees voted to return to an Executive Session at 2:22 p.m.

AYE: Mr. Nondorf, Mr. Stevens, Mr. Lakin, Ms. Petersen, Chief Wood, Mr. Williams, Ms. Slater, Mr. McAtee, Ms. Brader

NAY: None

ABSENT: Dr. Rodgers, Dr. Goodloe

The motion was passed.

**6. After a return by the Board of Trustees to the public meeting vote upon any item of business which concerns the above-described claim and is considered during the Executive Session.**

Ms. Slater called for a motion to close the Executive Session. Upon motion made by Mr. Williams and seconded by Mr. Lakin, the Board of Trustees voted to close the Executive Session at 2:42 p.m.

AYE: Ms. Brader, Mr. McAtee, Ms. Slater, Mr. Williams, Chief Wood, Ms. Petersen, Mr. Lakin, Mr. Stevens, Mr. Nondorf

NAY: None

ABSENT: Dr. Rodgers, Dr. Goodloe

The motion was passed.

Ms. Slater asked if there were any motions to be made from the Executive Session. Mr. Stevens made a motion to appoint Jim Winham as the Chief Executive Officer and President of EMSA and to remain at his current salary. The motion was seconded by Mr. Lakin.

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AYE: Mr. Nondorf, Mr. Stevens, Mr. Lakin, Ms. Petersen, Chief Wood, Mr. Williams,  
Ms. Slater, Mr. McAtee, Ms. Brader

NAY: None

ABSENT: Dr. Rodgers, Dr. Goodloe

The motion was passed.

Mr. Winham thanked the Board of Trustees for this opportunity and promised that he will not let the citizens we serve or this Board down and will do his best every day.

- 7. Adjourn** – The meeting was adjourned by Madam Chair Slater at 2:53 p.m.

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Julie Roberts, Assistant Secretary

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Date