

MINUTES OF  
THE REGULAR MEETING OF THE  
CITRUS COUNTY HOSPITAL BOARD

**DECEMBER 16, 2013 5:15 P.M.**

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **December 16, 2013**, in the Citrus Memorial Hospital Administration Building, 2<sup>nd</sup> floor Conference Room, 502 W. Highland Blvd., Inverness, Florida. Chairwoman Mrs. Ressler called the meeting to order at 5:15P.M.

(2) PUBLISHED MEETING LEGAL NOTICE

*(Agenda & Published Legal notice Copies On File)*

(3) QUORUM PRESENT

(4) ATTENDANCE

Board Members: Debbie Ressler (Chairwoman), Dr. Mark Fallows (Vice-Chairperson), Krista Joseph (Secretary/Treasurer) and Robert Priselac (Trustee).

Also in attendance:

William Grant, Esq. (General Counsel)  
Ashby Burks, Esq. (Transaction Attorney)  
Trey Crab, (Transaction Broker)  
Robert Jaeger (Ziegler)  
Karla Dozier (Administrative Assistant)

Prestige Court Reporting

Members of the Public: Nancy Harker, Glenn Holmes, Mickey Smith (HCA), Rob Barlow and Rick James (HCA)

Mrs. Ressler stated the CCHB Mission.

5) PUBLIC COMMENT

➤ Nancy Harker: Mrs. Harker asked the Board if Home Health will be available when HCA takes charge of the Hospital. Mrs. Harker also thanked the Board for their service looking out for the citizens of Citrus County.

(6) APPROVAL OF MINUTES

**MOTION** by Mrs. Joseph, second by Mr. Priselac to approve the minutes from October 30, 2013 Special Meeting; November 04, 2013 Joint Committee Meeting; November 11, 2013 Joint Meeting; November 11, 2013 Special Meeting; November 18, 2013 Joint Committee Meeting; November 20, 2013 Regular Meeting; November 20, 2013 Budget Hearing. The Motion passed unanimously, 4-0.

**(7) FINANCE COMMITTEE REPORT**

a) Approval of the Finance Report for November, 2013: Mrs. Joseph presented the CCHB Finance report for November and stated that the Property Appraiser fees will increase in the second quarter which includes billing for all contingency money due to the Duke/Progress Energy litigation. (Copy on file)

MOTION by Mrs. Joseph, second by Dr. Fallows to approve the finance report for November, 2013. The Motion passed unanimously, 4-0.

b) Approval of the Citrus County Hospital Board Invoices: (Copy on file)

MOTION by Mrs. Joseph, second by Dr. Fallows to approve payment of the invoices as presented. The motion passed unanimously, 4-0.

c) Other: Mrs. Ressler asked the Board to consider modifying the Ziegler payment schedule. Discussion ensued.

MOTION by Mrs. Ressler, second by Dr. Fallows to approve modifying the Ziegler schedule payment as follows: (1) \$175,000 after LOI execution by all parties (2) \$150,000 after definitive agreement is executed by all parties (3) \$150,000 at the completion of closing and the CCHB authorizes Chairwoman Ressler to sign the addendum for the Ziegler contract. The motion passed unanimously, 4-0.

**(8) BONDS UPDATED INFORMATION**

None.

**(9) INFORMATION UPDATE**

None.

**(11) COMMITTEE REPORTS/MEDIA**

• **Media**: Mrs. Joseph stated that media team is constantly monitoring the process and evaluating to lower the cost.

**(10) TRANSACTION UPDATE**

Mr. Crabb stated that they still some issues that need be work out with HCA. Mr. Crabb also stated that he will present all issues tonight at the Joint meeting between the Hospital Board and the Foundation for discussion.

Mrs. Ressler asked the Board to have more possible joint meeting dates with the Foundation in January and keep moving the process forward.

**(12) FOUNDATION GOVERNANCE ISSUES**

Mr. Grant asked informed the Board that the Master Settlement Agreement (MSA) was sent to the Foundation's counsel with two (2) options: Option 1: that in exchange for Mr. Beaty's resignation the CCHB will dismiss the following lawsuits 2011-CA-809 (Beaty's contract) and 219-CA-2012 (Golden parachute).

Option 2: to abate all the lawsuits until closing.

Mr. Grant also presented a possible Option 3: If the transaction does not close on or before September 30, 2014 the CCHB becomes the majority of Foundation Board.

Mr. Grant requested the Board's advice for the purpose of settlement negotiations and strategy sessions related to litigation expenditures in all pending litigations of the CCHB. Mr. Grant stated he needed to seek the Board's

advice and direction. The entire session shall be recorded by a certified court reporter. The court reporter will record the times of the commencement and termination of the attorney/client session. All discussions and proceedings as well as the names of all persons present shall be recorded. The names of all persons speaking shall be recorded. No portion of the session shall be off of the record. The court reporter's notes shall be fully transcribed and be filed with the entity's clerk within a reasonable time after the meeting. Their counsel, William J. Grant and any other counsel deemed appropriate, will be put on the notice. The session shall commence at an open meeting at which the persons chairing the meeting, which will be the chairperson, shall announce the commencement and estimated length of the Attorney-Client Session and the names of the persons attending. At the conclusion of the Attorney-Client Executive Session, the meeting shall be reopened and the person chairing the meeting shall announce the termination of the session.

**MOTION** by Dr. Fallows, second by Mrs. Joseph to engage in an attorney-client executive session meeting on any all scheduled meetings of the CCHB in January 2014 for the purpose of discussing settlement negotiations or strategy sessions related to litigation expenditures. Following discussion, the motion passed 4-0.

Mr. Priselac made some comments about the article about Mr. Beaty published in the newspaper.

**(11) COMMENCE ATTORNEY CLIENT EXECUTIVE SESSION MEETING**

The meeting was closed at 6:00pm (All the unauthorized individuals left the room) for the Attorney client executive session. According to Section 286.011(8) Florida Statutes the Executive Session will be closed to the public to allow the Citrus County Hospital Board of Trustees to meet with the Board's Attorneys regarding pending litigation.

The meeting was re-opened to the public at 6:32pm.

**(12) UNFINISHED BUSINESS**

None

**(13) NEW BUSINESS**

None.

**(14) TRUSTEE COMMENTS**

None.

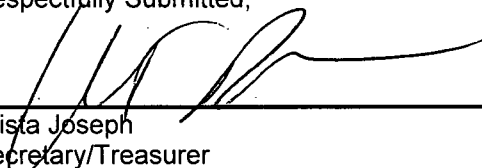
**(15) NEXT SCHEDULE MEETING DATE:**

The next scheduled board meeting will be Wednesday, January 22, 2014.

**(16) ADJOURNMENT**

**MOTION** by Dr. Fallows, second by Mrs. Joseph to adjourn the meeting, the motion passed 4-0. The meeting was adjourned at 6:36pm.

Respectfully Submitted,

  
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Krista Joseph  
Secretary/Treasurer

12.16.13 Minute Copy on File:

1. Agenda & Public Notice
2. CCHB Finance Report & Invoices

11.20.13 Attachments