

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

NOVEMBER 20, 2013 3:30 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Wednesday, **November 20, 2013**, in the Citrus Memorial Hospital Administration Building, 2nd floor Board Room, 502 W. Highland Blvd., Inverness, Florida. Chairwoman Mrs. Ressler called the meeting to order at 3:30P.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)
Trey Crab, (Transaction Broker)
Karla Dozier (Administrative Assistant)

Prestige Court Reporting

Members of the Public: Paresh Desai, MD.; Manoj Shukla, MD.; Ronald Joseph, MD.; Jeffrey Wallis, MD; Bob Schweickert, Jr.; Jane Callahan, Esq.; James Neal, Esq.; Bob Plaisted (Mayor of the City of Inverness); John Papp (Nature Coast Ministries) and Mark Williams (CMHF)

Mrs. Ressler stated the CCHB Mission.

(5) PUBLIC COMMENT

➤ **Paresh Desai, MD.:** Dr. Desai expressed that the management of the Hospital needs to go and not wait until the closing with HCA because they already have their golden parachutes and they will not have incentive to keep working.

(6) APPROVAL OF MINUTES

MOTION by Dr. Fallows, second by Mrs. Joseph to approve the minutes from September 05, 2013 Special Meeting; September 18, 2013 Joint Meeting; September 26, 2013 Joint Meeting; September 30, 2013 Regular Meeting; September 30, 2013 Joint Meeting; October 07, 2013 Regular Meeting; October 18, 2013 Joint Meeting; October 21, 2013 Special Meeting and October 28, 2013 Joint Meeting. The Motion passed unanimously, 4-0.

(7) FINANCE COMMITTEE REPORT

a) Approval of the Finance Report for October, 2013: (Copy on file)

MOTION by Mrs. Joseph, second by Dr. Fallows to approve the finance report for October, 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: None

(8) BONDS UPDATED INFORMATION

None.

(9) INFORMATION UPDATE

• Presentation by Jane Callahan: Attorney Callahan made a presentation regarding the creation of a charitable foundation and the difference between a Trust and a Foundation. (Copy on file)
The Trustees had the opportunity to ask multiple questions of Attorney Callahan.

• Presentation by Dr. Shukla: Dr. Shukla stated that the mission of the physicians is bringing quality care to the patients and not expensive care. Dr. Shukla also noted the hospital doesn't have enough nurses, the emergency room doesn't function well, the hospital administration never understood risk management, quality assurance and primary economics.
Dr. Shukla could not understand why, if the hospital keeps losing money, why keep rewarding them with more and more monitors, and they layoff nurses, nursing aides, technicians and therapists. Why keep giving money to people who put us in that place to begin with.

• Presentation by Nature Coast Ministries: Mayor Plaisted stated that Nature Coast and the Catholic Charities signed a Resolution. Mr. Plaisted also noted that they are twelve (12) buses available for patients with dental problems that they can be transported from the hospital emergency to the clinic.
Mr. Papp expressed not having any issues with dentists donating time for the program and Nature Coast is trying to have the opening tentative day before the end of the year.

• Presentation by Attorney James Neal: Attorney Neal represents a mining company called Crystal River Quarries that requires blasting close to the Hospital Board property in Lecanto (Allen Ridge). Crystal River Quarries just want the property owners close to the mining to be aware of the impact of the blasting especially as it relates to medical equipment used because of the vibrations.
The blasting times are Monday to Friday from 8:00am to 5:00pm (no holidays)

RECESS

(10) TRANSACTION UPDATE

Attorney Burks (via telephone) requested approval of the Letter of Intent (LOI). Discussion ensued and questions by Trustees.

MOTION by Dr. Fallows, second by Mrs. Joseph to approve the Letter of Intent (LOI) as presented. The motion passed unanimously, 4-0.

Mrs. Ressler informed the Board that she received an invitation from Nature Coast EMS to attend a roundtable breakfast meeting for Health Care on December 04, 2013 from 7:30am to 9:00am. Mrs. Ressler informed the Trustees that she will attend the meeting (*Copy on file*).

(11) COMMENCE ATTORNEY CLIENT EXECUTIVE SESSION MEETING

The meeting was closed at 5:53pm (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 7:33pm.

(12) FOUNDATION GOVERNANCE ISSUES

Mr. Grant asked the pleasure of the Board regarding the Master Settlement Agreement (MSA). The Trustees stated that MSA was created to dismiss all the lawsuits with the Foundation at the closing of the Transaction with the exception of the Supreme Court case.

MOTION by Dr. Fallows, second by Mrs. Joseph to re-authorize the Master Settlement Agreement that was originally authorized. The motion passed unanimously, 4-0.

Mr. Grant also informed the Trustees that he spoke with AIG the insurance company about paying the legal invoices. Information will be forthcoming.

Discussion ensued about the pension information being shared with Attorney Burks

MOTION by Mr. Priselac, second by Dr. Fallows to have a Resolution that the CCHB transaction counsel Ashby Burks and transaction agent Trey Crabb have unfettered access to the Foundation pension Attorney and Actuary prior to the payment of any monies to the Foundation for the purpose of conducting their own due diligence. The motion passed unanimously, 4-0.

Mr. Grant presented to the Board the Joint Resolution of Cooperation sent by Mr. Stillwell with some changes. After reviewed and discussion the Board authorized Mr. Grant to rewrite the Resolution.

MOTION by Mrs. Joseph, second by Dr. Fallows to authorize General Counsel to rewrite the Joint Resolution of cooperation between the Citrus County Hospital Board and the Citrus Memorial Health Foundation. The motion passed unanimously, 4-0.

Discussion ensued about the presentation from Attorney Callahan regarding the charitable foundation.

MOTION by Dr. Fallows, second by Mrs. Ressler to engage Attorney Jane Callahan and her Law Firm and authorize the Chairperson to sign the agreement. The motion passed unanimously, 4-0.

Mr. Grant presented to the Board the F.S. 155.40 timeline. (*Copy attached*)

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 Mrs. Joseph, second by Dr. Fallows to engage in an attorney-client executive session meeting for December 16, 2013 for the purpose of discussing settlement negotiations or strategy sessions related to litigation expenditures. Following discussion, the motion passed 4-0.

Mr. Grant read a letter sent by the Citrus County Board of County Commissioners and Mr. Grant's response regarding the waiver and the inter-local agreement (ILA)

(11) COMMITTEE REPORTS/MEDIA

- **Steering:** Mr. Priselac stated that the Community Needs Assessment met on November 12, 2013 and talked about the continuation of the committee and the creation of a program called Citrus Connection.

(12) UNFINISHED BUSINESS

None

(13) NEW BUSINESS

None.

(14) TRUSTEE COMMENTS

None.

(15) NEXT SCHEDULE MEETING DATE:

The next scheduled board meeting will be Monday, December 16, 2013.

(16) ADJOURNMENT

MOTION by Dr. Fallows, second by Mrs. Joseph to adjourn the meeting, the motion passed 4-0. The meeting was adjourned at 8:42pm.

Respectfully Submitted,



Krista Joséph
Secretary/Treasurer

11.20.13 Minute Copy on File:

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

11.20.13 Attachments

1. Presentation by Jane Callahan, Esq.
2. Letter of Intent (LOI)
3. Letter from Nature Coast EMS dated 11-06-2013
4. Letter from Attorney Larry Haag dated 11-13-2013