

MINUTES OF  
THE REGULAR MEETING OF THE  
CITRUS COUNTY HOSPITAL BOARD

**SEPTEMBER 30, 2013 3:30 P.M.**

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **September 30, 2013**, in the Citrus Memorial Hospital Administration Building, 2<sup>nd</sup> 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), Robert Priselac (Vice-Chairperson), Krista Joseph (Secretary/Treasurer) and Dr. Mark Fallows, (Trustee).

Also in attendance:

William Grant, General Counsel  
Barry Richard, Esq. (Via telephone)  
Taylor Ford, Esq.  
Ashby Burks, Esq.  
Trey Crabb, Ziegler  
Robert Jaeger, Ziegler  
IL You, Ziegler

Prestige Court Reporting

Members of the Public: College of Central Florida Nursing Students

Mrs. Ressler stated the CCHB Mission.

(5) PUBLIC COMMENT

None.

(6) APPROVAL OF MINUTES

**MOTION** by Mrs. Joseph, second by Dr. Fallows to approve the minutes from the July 24, 2013 regular meeting. The Motion passed unanimously, 4-0.

**MOTION** by Mr. Priselac, second by Mrs. Joseph to approve the minutes from the August 19, 2013 and August 22, 2013 and August 29, 2013 meetings. The Motion passed unanimously, 4-0.

**MOTION** by Mrs. Joseph, second by Mr. Priselac to approve the minutes from the September 18, 2013 final tax hearing meeting. The Motion passed unanimously, 4-0.

**(8) FINANCE COMMITTEE REPORT**

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

**MOTION** by Dr. Fallows, second by Mr. Priselac to approve the finance report for August, 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: Ms. Ressler presented the letters from Ms. Linda McCarthy, CNO, regarding Capital Expenditures and from Ryan Beaty, CEO CMHS regarding Long Term Debt Reduction. Discussion followed and decision to not proceed with such expenditures at this time.

**(7) UNFINISHED BUSINESS**

Discussion regarding finalization of Transaction Agent (Ziegler) contract with additions/modifications. These changes included payment structure and statement regarding use of information. Payment structure modifications include:

At time Contract signed: payment of 75,000.

At time of Definitive Agreement signing: \$225,000.

At time of Closing: \$ 250,000.

Information received from Transaction Agent/Broker will be for use by the CCHB only.

**MOTION** by Mr. Priselac, second by Mrs. Joseph to accept and fulfill the payment, structure modifications and to accept that the information will only be used by the CCHB. The motion passed unanimously, 4-0.

• **Dental Clinic Update:** Presentation from Nature Coast Ministries (Mayor Plaisted, Mr. Harnigar, Joe Papp, and Vicki Herman) regarding status and projected time lines.

Discussion regarding transparency and accountability, and need for increased willingness for CCHB and others to "visit" the clinic.

Nature Coast Ministries expenditures were provided to CCHB. (Copy on file)

Pictures of current clinic environment shared. (Copy on file)

Members of Nature Coast Ministries and Catholic Charities invited to future CCHB meetings to review status, day of opening, process for patients, etc. Dates and times to be arranged with all parties concerned.

**(9) BONDS UPDATED INFORMATION**

Mr. Grant shared Foundation's vote for approval of obtaining loan to pay off a portion of current Bond Debt was denied by institution being asked to provide loan. Mr. Grant shared that \$50,000 has been paid by the Foundation in the failed procurement process.

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

The meeting was closed at 4:30pm (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 5:15pm.

**(12) FOUNDATION GOVERNANCE ISSUES**

Mr. Grant reviewed Budgetary Status for Litigation Expenditures and Transaction Business. Expectation is for expenditures for month of September to be higher than previous months due to lengthy task of litigation expenditures for discovery.

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 October 07, 2013 for the purpose of discussing settlement negotiations or strategy sessions related to litigation expenditures. Following discussion, the motion passed 4-0.

**MOTION** by Dr. Fallows, second by Mr. Priselac to engage in an attorney-client executive session meeting for October 21, 2013 for the purpose of discussing settlement negotiations or strategy sessions related to litigation expenditures. Following discussion, the motion passed 4-0.

**(10) TRANSACTION UPDATE**

Trustees with general discussion. No official action taken. Meeting at 7pm tonight with CMHF to discuss common ground on bidder and transaction type. CMHF currently in session during same time as this CCHB meeting, goal being to select "bidder." CCHB selected "bidder" last week of HCA.

Presentation and discussion regarding FS 155.40 Sale or Lease Options: Memorandum listing (not all inclusive) of matters that address the Statutory mandates that CCHB must follow in respect to 155.40 whether decision is for lease or sale. (document on file)

Presentation and discussion regarding Opinion from External Counsel, Barry Richard, addressing questions in connection with assets currently subject to lease agreement between CCHB and CMHF. (document on file)

**(13) COMMITTEE REPORTS/MEDIA**

- **Media:** Ms. Joseph, Media Committee Chairperson shared Media Committee activity status. CCHB and CMHF published joint ads in local media newspaper, sharing joint positions and cooperation. Possibly, in the near future there will be some sample polling of the public and also radio and TV coverage. No formal action taken.

- **155.40:** major issues previously presented and discussed as Agenda Items.

**(14) NEW BUSINESS**

None.

**(15) TRUSTEE COMMENTS**

None.

**(16) OTHER**

None.

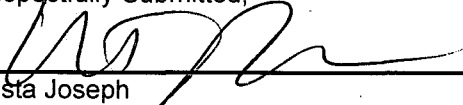
**(17) NEXT SCHEDULE MEETING DATE:**

The next scheduled board meeting will be Monday, October 07, 2013 at 5:30pm.

**(18) ADJOURNMENT**

**MOTION** by Dr. Fallows, second by Mrs. Joseph to adjourn the meeting, the motion passed 4-0. The meeting was adjourned at 6:15pm.

Respectfully Submitted,

  
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Krista Joseph  
Secretary/Treasurer

09.30.13 Minute Copy on File:

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

09-30-13 Attachments

1. Letter from Linda McCarty, CNO, CMHF
2. Letter from Ryan Beaty, CEO, CMHF
3. Nature Coast Ministries Expenditures
4. Nature Coast Ministries Pictures