

Approval Date:
May 16, 2016

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

APRIL 18, 2016 6:00 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **April 18, 2016**, in the Conference Room of the Annex Building located at 123 S. Pine Ave., Inverness, Florida. Chairwoman Ressler called the meeting to order at 6:00P.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) arrived at 6:07pm, Dr. Jeffrey Wallis (Secretary/Treasurer), Allan Bartell (Trustee) and Rick Harper (Trustee)

Also in attendance:

William Grant, Esq. (General Counsel)
Taylor Ford, Esq. (CCHB External Counsel)
Karla Dozier (Administrative Assistant)

Members of the Public: Sandra Chadwick (FRC), Lance Ledoux, Rob Barlow, Andreas Prinsen (AON), Gary Faber (AON via telephone) and Tica Harper

Mrs. Ressler stated the CCHB Mission.

(5) PUBLIC COMMENT

None.

(6) APPROVAL OF MINUTES

MOTION by Mr. Bartell, second by Dr. Wallis to approve the minutes from the March 15, 2016 Regular Meeting. The Motion passed unanimously, 4-0.

(7) PENSION UPDATE BY AON REPRESENTATIVES

Dr. Fallows enter the meeting at 6:07pm.

Mrs. Ressler introduced Andreas Prinsen and Gary Faber (attended via phone) representatives of AON. Mr. Prinsen explain to the Board the reasons why AON is requesting an increase in their fees.

- The notices and mailers provided during the plan termination is for approximately 1,124 participants instead of 604 participants – 604 would have remained after a lump sum window assuming 75% take a lump sum.

- The cost for those notices increases from \$150,000 to \$245,000.
- Reduced Communication Services results in a \$35,000 fee savings.
- Administration Services for a lump sum offer during the plan termination is the same fee as a lump sum window - \$177,500.
- The "No Added Fee Option" removes some of the communication services but leaves the services we believe will contribute to a 75% lump sum take rate during the lump sum offer.

The Trustees asked why the plan was terminated before schedule and who authorized the early termination. AON stated that the early termination was authorized by Mark Williams (CFO of CMHF until October 31, 2014) The Board also asked why phone calls from pensioners have not been returned. The AON representatives will address the issues.

(8) FINANCE COMMITTEE REPORT

a) Approval of the Finance Report for March 2016: Mrs. Ressler presented the CCHB Finance report for March 2016. *(Copy on file)*

MOTION by Dr. Fallows second by Dr. Wallis to approve the Finance Report for March 2016. *The Motion passed unanimously, 5-0.*

b) Approval of the Citrus County Hospital Board Invoices:

Mrs. Ressler presented the invoices for March 2016 *(Copy on file)*

MOTION by Dr. Wallis, second by Dr. Fallows to approve payment of the invoices for April 2016 as presented. *The motion passed unanimously, 5-0.*

c) Other:

Mr. Harper distributed the investment options that he received from Iberia Bank and BB&T *(Copy on file)*. Mr. Harper is waiting to receive information from Regions and he also will contact Cadence Bank.

(9) LEGAL

Mr. Grant stated that he spoke with Mr. Marmenstein about the changes and updates in the hospital. HCA is hiring ER Doctors, there are changes in the OB Department and more positive changes are on the way.

Mr. Grant updated the Board regarding the status of the FRC malpractices lawsuits. Mr. Grant also noted that Mr. Stillwell (FRC Attorney) will schedule shade meetings to discuss the malpractice lawsuits.

Mr. Grant asked the Boards' authorization to allow him to engage HCA to consider the transfer of money from the indemnity escrow to cover the shortfall of the pension account. Discussion ensued.

MOTION by Dr. Wallis, second by Mr. Harper to authorize the CCHB General Counsel to approach HCA for the possibility of transferring of money from the indemnity escrow account to insure the shortfall of the pension account. *The motion passed unanimously, 5-0.*

Attorney Ford presented to the Board the Lease, Option to Purchase and Sale Agreement between the Citrus County Hospital Board (CCHB), Foundation Resolution Corporation (former Citrus Memorial Health Foundation) and the Norman H. Anderson, M.D., P.A., d/b/a Robert Boissoneault Oncology Institute. Discussion ensued. The Board thanked Dr. Fallows and Attorney Ford for their efforts for the negotiations with RBOI. *(Copy Attached)*

MOTION by Dr. Fallows, second by Mr. Bartell to approve the Lease with Option to Purchase and Sale Agreement between the Citrus County Hospital Board, Foundation Resolution Corporation and the Robert Boissoneault Oncology Institute. Also, the Board authorizes the Chairman to sign after FRC approval. *The motion passed unanimously, 5-0.*

Mr. Grant advised the Board that the legal fees for the RBOI will now be greatly reduced and that only the work to parcel the land for transfer remains to be done. The Foundation Resolution Corporation malpractice matters remain and the legal fees to evaluate and protect the Citrus County Hospital Board interests will remain high in the tens of thousands of dollars for attorneys' fees. Indemnity issues also remain but those fees will be low as the HCA claims are considered and review.

(10) UNFINISHED BUSINESS

- Foundation Resolution Corporation Update: Mrs. Chadwick presented an updated list of the Foundation's invoices. (Copy Attached)

Mrs. Chadwick stated that she had communication with Sheridan, but there remains a discrepancy with the invoice that HCA has and the invoice submitted to the FRC. Mr. Grant recommended that the FRC General Counsel send a release letter to Sheridan with the amount that Mrs. Chadwick has to forever and completely resolve any issue with Sheridan.

Also, there is an invoice from Daniel's Air Condition fixing the air for the unit rented by DASH. DASH used to rent an office space from the Foundation; Mr. Stillwell is researching the lease between DASH and the Foundation.

Mrs. Chadwick also noted that there is a balance owed to the Department of Justice for the Kysphoplasty in the amount of \$5K for interest owed. Mr. Grant presented to the Board an email from Mr. Kennedy dated August 13, 2015 in which the Department of Justice addressed the payment of the \$5,168.84, however that information was never shared with us until now. (Copy Attached).

Mr. Grant suggested to wire \$5,300 to make sure the total amount owed is paid, because of the interest that accumulated since last year. The Department of Justice will return any money left over.

Mrs. Chadwick added that the DSH report is due on April 18, 2016 and another by May.

Mr. Wardlow sent an invoice to the Foundation Resolution Corporation. (Copy Attached)

MOTION by Mr. Haper, second by Dr. Fallows to approve payment of the FRC invoices with the exception of the invoices from Daniel's AC and Wardlow & Cash, . After discussion the motion passed unanimously, 5-0.

Mrs. Chadwick also informed the Board that the Foundation Resolution Corporation voted to request the Citrus County Hospital Board to reconsider Mr. Glotzback's monthly payment to \$4,000.

RECESS

Mrs. Ressler asked the Board to discuss the request from AON. The Trustees didn't think the request from AON could be approved at this time.

MOTION by Dr. Wallis, second by Mr. Bartell to reject at this time the increase of the AON fees. After discussion the motion passed unanimously, 5-0.

Discussion ensued regarding Mr. Glotzback's monthly payment and the Foundation's request.

MOTION by Mr. Harper second by Dr. Wallis to offer Mr. Glotzback a contract with the Foundation Resolution Corporation for \$3,500 a month from May 01 to December 31, 2016. After discussion the motion passed 4-1.

- Citrus County Community Charitable Foundation (CCCCF) Update: Mrs. Ressler stated that the CCCCCF hired an Attorney and a CPA.

Real Estate Update: None.

Mr. Harper exits the meeting.

(11) NEW BUSINESS

None.

(12) TRUSTEE COMMENTS

Mrs. Ressler commented about the following:

- The CCHB audit will be ready for approval in June, because of a delay from the Florida Retirement System.
- Information regarding the CCHB post office account will be updated.
- There was a break-in to the CCHB office. The locks were changed and a peephole will be installed.
- The CCHB will transfer the interest from the escrow accounts to the CCCC quarterly.

(13) OTHER

None.

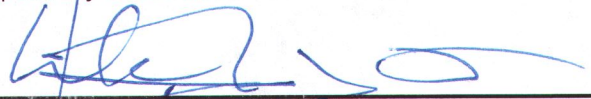
(14) NEXT SCHEDULE MEETING DATE:

The Chairman announced the next scheduled Board meeting is set for Monday, May 16, 2016 at 6:00pm in the Conference Room of the Citrus Memorial Hospital Annex Building.

(15) ADJOURNMENT

MOTION by Dr. Fallows, second by Mr. Bartell to adjourn the meeting, the motion passed 4-0.

Respectfully Submitted,



Jeff Wallis, MD.
Secretary/Treasurer

04.18.16 Minute Copy on File:

1. Agenda & Public Notice
2. CCHB Finance Report
3. CCHB list of Invoices
4. Investment Information from Iberia Bank and BB&T

04.18.16 Exhibits:

1. FRC Updated list of invoices
2. Invoice from Wardlow & Cash
3. Email from Attorney Kennedy about the Kyphoplasty
4. Agreement with RBOI