

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

APRIL 23, 2018 6:00 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **April 23 2018**, in the Conference Room of the Annex Building located at 123 S. Pine Ave., Inverness, Florida. Chairman Ressler called the meeting to order at 6:02P.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), Allan Bartell (Trustee), Rick Harper (Trustee) and Dr. Jeff Wallis (Secretary/Treasurer).

Also in attendance:

William Grant, Esq. (General Counsel)
Taylor Ford, Esq. (via telephone)
Karen Schapira, Esq.
Karla Dozier (Chief Administrative Officer)

Members of the Public: Nancy Harker, Glenn Holmes, Tito Rubio (Citrus County Health Department), Jimmy T. Smith (Citrus County Commissioner), Fred Hiers (Citrus County Chronicle) and Tim Langer.

Mrs. Ressler stated the CCHB Mission.

(5) PUBLIC COMMENT

➤ **Nancy Harker:** Mrs. Harker commented to the Board the bad experience she recently encountered when she took Mr. Holmes to the Emergency room. At the CMS ER Mr. Holmes was seated in a wheelchair and moved to a hallway and left there for 10 hours.

Mrs. Ressler noted that she spoke with Mrs. Harker via telephone regarding the experience and contacted the CNO of the Hospital to ask her to contact Mrs. Harker. Also Mrs. Ressler expressed that the ER is in the middle of renovations.

➤ **Tito Rubio:** Mr. Rubio asked the Citrus County Hospital Board if could be possible the checks that Board sends to the Citrus County Community Charitable Foundation can be sent to the investment account. The CCHB explained that first Mr. Rubio has to have that discussion with the CCCCCF Board and the CCCCCF needs to send a proposal to CCHB for consideration.

(6) APPROVAL OF MINUTES

MOTION by Dr. Wallis, second by Dr. Fallows to approve the minutes from the March 26, 2018 Regular Meeting and April 09, 2018 Special Meeting. After discussion, the Motion passed unanimously, 5-0.

(7) FINANCE COMMITTEE REPORT

a) Approval of the Finance Report for March 2018: Mrs. Ressler presented the CCHB Finance Report for March 2018. (Copy on file)

Mrs. Ressler expressed that the next finance report will have additional items in the revenue and expenses to show the work that CCHB legal team does on behalf of the Foundation Resolution Corporation.

MOTION by Mr. Bartell second by Dr. Fallows to approve the Finance Report for March 2018. The Motion passed unanimously, 5-0.

b) Approval of the Citrus County Hospital Board Invoices:

Mrs. Ressler presented the invoices for April 2018. (Copy on file)

MOTION by Dr. Wallis, second by Dr. Fallows to approve payment of the invoices for April 2018 as presented. The motion passed unanimously, 5-0.

c) Other:

None.

(8) COMMENCE ATTORNEY CLIENT EXECUTIVE SESSION MEETING

Previously scheduled Attorney Client Executive Session meeting was canceled.

(9) LEGAL

Attorney Ford joined the meeting via telephone.

Attorney Clark Stillwell expressed that he is addressing the Board on behalf of his client Charter – RBOI to request approval from the Board and HCA for a conceptual road plan in the driveway that ends in the RBOI building. (Attached copy)

Mr. Stillwell noted that his client spent a lot of time and money looking for a way to comply with County standards and the only solution they found is to build a cul de sac, which allows Charter – RBOI building to have a lot of record.

The Board asked Mr. Stillwell if this plat will affect the LOC that we have with the BOCC for the drainage. Mr. Stillwell indicated that if HCA approves the concept; and there is no cost to the CCHB.

Mr. Stillwell stated that his client will assume the cost of the project, and will not affect the LOC that the CCHB has with the BOCC and finally Mr. Stillwell is waiting for HCA to respond.

MOTION by Dr. Wallis, second by Mr. Harper to approve a conceptual road plan to the Charter-RBOI property in Allen Ridge with the approval of HCA with the expressed conditions of NO cost to the CCHB, except to maintain compliance with all HCA and RBOI Agreements. After discussion, the motion passed unanimously, 5-0.

Mr. Grant informed the Board that we received the revised Lease agreement with HCA for the CCHB office space. Attorney Ford stated that HCA agreed to the changes made by the CCHB which includes complying with Florida Statute 119, the structure of the building and others; there was one minor issue that HCA didn't change, but will not affect the Lease.

MOTION by Mr. Harper, second by Dr. Fallows to approve the Lease Agreement with HCA for a CCHB office space with the changes provided by the CCHB. Also the Board authorizes the Chairman to sign. After discussion, the motion passed unanimously, 5-0.

Mr. Grant asked the Board to consider adding in every future check/warrant that the CCHB pays on behalf of the Foundation Resolution Corporation the following initials o/b/o FRC, this will allow people to understand the legal and other invoices and also demonstrate that the CCHB has very minimum obligations bills, legal or otherwise.

MOTION by Dr. Wallis, second by Mr. Harper to have an annotation on every payment that the CCHB makes on behalf of the Foundation Resolution Corporation (o/b/o FRC) beginning April 01, 2018 forward. After discussion, the motion passed unanimously, 5-0.

Also, Mr. Grant noted to add the annotation to the CCHB ledger beginning November 01, 2014 to the present, if legally appropriate. Discussion ensued and the Board agreed to add the annotation to clarify misunderstandings and how much work the CCHB has done since the transaction on behalf of the FRC, November 01, 2014.

MOTION by Dr. Wallis, second by Mr. Harper to add an annotation on the ledger of the CCHB beginning November 01, 2014 forward, if legally appropriate. After discussion, the motion passed unanimously, 5-0.

Attorney Schapira presented to the Board a memorandum with the update of the different indemnifications matters. *(Attached copy)*

Status of the Medicare cost report, after many conversations with HCA with the help of Attorney Burks it was suggested that we deal directly with Relay Health. Attorney Schapira is waiting for Relay Health to send a sales order to be able to retrieve the data needed for CMS to audit the information and for the CCHB to receive the reimbursement for FY 2012-2013 in the amount of \$1.3M and \$ 1.4M for FY 2013-2014.

Attorney Schapira is of the opinion that will cost the FRC/CCHB approximately \$500 for each month for the data retrieval and will take approximately 45 days from start of work until receipt of data.

Also Attorney Schapira indicated that the prior years showed that the CMHF/FRC failed to request reimbursement in the amount of \$1.2M for FYE 2012 and \$1.5 for FYE 2010, which the CCHB legal team is trying to correct o/b/o FRC and to find a way to request this reimbursement, because the time for reopening lapsed.

The review continues for years 2006-2009. Potentially, millions of additional dollars may become available for transfer from the CCHB/FRC to the CCCC.

Attorney Schapira communicated to the Board that a final hearing is set for June in the Petition for Formal Administrative Hearing and Judge Stevenson agreed to hear our Emergency Motion to Stay Recoupment. Mr. Grant is having conversations with the Attorney from AHCA regarding recoupment.

Attorney Schapira noted that her team is working on BCBS managed care recoupment and they are separating and reconciling the payments made by HCA with payments received by BCBS. Attorney Schapira is working with a Senior Counsel of Florida Blue (BCBS) to resolve.

Mr. Grant informed the Board that we received a letter from the VA requesting reimbursement of overpayment. Attorney Schapira contacted the CGI collection and advised that she is representing the FRC/CCHB and beginning the dispute process.

Attorney Schapira commented that this has been a long and difficult process, but they will continue working hard on all the various indemnification cases to recover additional millions for the FRC/CCHB to make available to the CCCCf.

Mr. Grant advised the Board that the hearing with AHCA will be in Tallahassee and to anticipate charges for accommodations and food, unless AHCA consents to the request of the CCHB.

Mr. Grant noted that he received the revised CCCCf By-Laws from the CCCCf Attorney. Mr. Grant has some questions and will need clarification from the CCCCf. Also, discussion ensued regarding the CCCCf Articles of Incorporation and their By-Laws.

(10) UNFINISHED BUSINESS

➤ Foundation Resolution Corporation Update: Mrs. Ressler presented to the Board an updated list of the Foundation's invoices. *(Copy on file)*

MOTION by Dr. Wallis, second by Dr. Fallows to approve the list of FRC invoices. After discussion, the motion passed unanimously, 5-0.

➤ Citrus County Community Charitable Foundation (CCCCf) Update: Mrs. Ressler indicated that a copy of the CCCCf Financials can be found on their website and a copy was printed to add to the CCHB records. *(Copy on file)*

Dr. Wallis noted that the next CCCCf meeting is Thursday, April 26, 2018 and will recommended a review of their website.

Real Estate Update

None.

(11) NEW BUSINESS

None

(12) TRUSTEE COMMENTS

None.

(13) OTHER

None

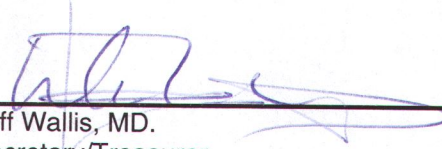
(14) NEXT SCHEDULE MEETING DATE

The Board scheduled a Special Meeting for Monday, May 07, 2018 at 6:00pm at the Conference Room of the Law Office of Grant & Dozier.

(15) ADJOURNMENT

MOTION by Dr. Fallows, second by Mr. Harper to adjourn the meeting, the motion passed unanimously, 5-0.

Respectfully Submitted,



Jeff Wallis, MD.
Secretary/Treasurer

04.23.18 Minutes Copy on File:

1. Agenda & Public Notice
2. CCHB Finance Report
3. CCHB list of Invoices
4. FRC list of invoices
5. CCCC Financials

04.23.18 Minutes Attached copy

1. Memorandum from Attorney Clark Stillwell (RBOI Road)
2. Update from Attorney Schapira