

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

JUNE 24, 2019 6:00 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **June 24, 2019**, 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-Chairman), Dr. Jeff Wallis (Secretary/Treasurer), Allan Bartell (Trustee)

Board Member via telephone: Rick Harper (Trustee)

Also in attendance:

William Grant, Esq. (General Counsel)

Karen Schapira, Esq. (External Counsel)

Karla Dozier (Chief Administrative Officer)

Members of the Public: Dr. Paresh Desai, Tito Rubio (Citrus County Health Department) and Fred Hiers (Citrus County Chronicle).

(5) PUBLIC COMMENT

None.

(6) APPROVAL OF THE CCHB AUDITED FINANANCIAL STATEMENTS FOR FISCAL YEAR ENDING SEPTEMBER 2018

Mrs. Ressler presented to the Board the Audited Financial Statements for Fiscal Year ending September 30, 2018.

MOTION by Dr. Wallis, second by Dr. Fallows to accept the Audited Financial Statements for Fiscal Year ending September 30, 2018. After discussion the Motion passed unanimously, 4-0.

(7) APPROVAL OF MINUTES

MOTION by Dr. Fallows, second by Mr. Bartell to approve the minutes from the May 20, 2019 Regular Meeting. After discussion, the Motion passed unanimously, 4-0.

(8) FINANCE COMMITTEE REPORT

a) Approval of the Finance Report for May 2019: Ms. Ressler presented the Finance Report for May 2019. (Copy on file)

MOTION by Dr. Fallows second by Mr. Bartell to approve the Finance Report for May 2019. The Motion passed unanimously, 4-0.

b) Approval of the Citrus County Hospital Board Invoices:

Mrs. Ressler presented the invoices for June 2019 and two invoices to be paid in July. (Copy on file)

MOTION by Dr. Wallis, second by Mr. Bartell to approve payment of the CCHB invoices for June 2019 and the two invoices to be paid in July as presented. The motion passed unanimously, 4-0.

c) Approval of Invoices paid by the Citrus County Hospital Board o/b/o FRC:

Mrs. Ressler presented a list of invoices to be considered for payment by the Citrus County Hospital Board o/b/o FRC for approval. (Copy on file)

MOTION by Dr. Fallows, second by Dr. Wallis to approve CCHB payment of the invoices o/b/o FRC as presented. The motion passed unanimously, 4-0.

d) Other:

Presented an updated Lease Proceeds and report of the three (3) Escrow accounts (two at Fifth Third Bank and one at JP Morgan). (Copy on file)

(9) LEGAL

Mr. Harper (via telephone) informed the Board that he sent an email to Mr. Grant (Attached copy) with his analysis regarding the Hotel project. There is no comparables to make and the Board will have to make a decision with the information that we have. Discussion ensued.

Desai Group emphasizes that his group will assume all costs related to the hotel project, if approved by all parties.

MOTION by Dr. Wallis, second by Mr. Harper to approve the sale of the property to the Desai Hotel Group in the amount of \$570K and authorize the Chairperson to sign the agreement. The Desai Hotel Group will incur all the costs associated with the transaction. The motion passed unanimously, 5-0.

Mr. Harper asked the Board to authorize Mr. Grant to negotiate with HCA the CCHB leasehold interest regarding the property.

MOTION by Mr. Harper, second by Dr. Wallis to authorize Mr. Grant (CCHB General Counsel) to negotiate on behalf of the CCHB in good faith the leasehold interest with HCA . The motion passed unanimously, 5-0.

Mr. Grant presented to the Board the Consulting Agreement with Mark Flanagan. Discussion ensued. (Attached copy)

MOTION by Dr. Wallis, second by Mr. Bartell to approve the Consulting Agreement with Mark Flanagan. The motion passed, 3-1.

HCA sent their annual report and the capital expenditure report and HCA is in compliance with the agreement.

Mr. Grant talked regarding the review of 2014-254 and Master Agreement provision of the Citrus County Hospital Board Administrative and Lease Enforcement proceeds to be re-evaluated.

Mr. Grant distributed the email (*Attached copy*) received from Mr. Morton (Century 21 Real Estate) regarding the cost of the land clearing bids for the CCHB vacant lots in Crystal River. After discussion the Board via consensus will not make a decision regarding the clearing of the two lots at this time but will at this time reduce the price \$10K for each vacant lot.

MOTION by Dr. Fallows, second by Dr. Wallis to reduce the price of the two (2) vacant lots in Crystal River in the amount of \$10K each and currently leave as is. The motion passed unanimously, 4-0.

Acquiring a LPT for the Foundation Resolution Corporation (FRC) Worker's Compensation is not beneficial at this time. Mr. Stillwell will continue working trying to settle the last pending case.

The legal team is working hard on the AON lawsuit. Also, the budget is being monitored and CCHB on target.

Mr. Grant noted that in January 2019, the Board requested that Mr. Grant inquire to the Citrus County BOCC the basis of Commissioner Carnahan's claims regarding the CCHB; at this time no information has been received from the BOCC Attorney or Commissioner Carnahan.

The Citrus County Hospital Board through Mr. Powell delivered to the Auditor General information requested for the Audit.

Attorney Schapira distributed to the Board a Memorandum with an update of the indemnification matters. (*Attached copy*)

A conference call took place between CMS and the CCHB legal team regarding due money from the Medicare cost report that can be issued directly to the CCHB. CMS stated that will take two (2) weeks minimum for their Legal Department to review this issue and CMS can't assure us that the Legal Department will come up with a positive answer. Attorney Schapira has emails exchanged with Scott Rayson (HCA) (*Attached copy*) for the best option to receive the money from CMS. Mr. Rayson expressed that the fastest way for CCHB to get the money might be for CMS to pay the money to HCA. According to the Master Agreement, HCA has the obligation to forward the payment to CCHB within 10 days of receipt.

- **Medicaid Recoupment:** Temporarily on hold through June 30.
- **CMHI Indemnification Matters:** Temporarily on hold through June 30.
- **Medicare cost report FY 2013 and FY 2014:** FY 2013 waiting for the money (explained above). Attorney Schapira noted that on FY 2014, fourteen (14) lines were found erroneous and 13 of them were successfully found. Also, additional money can come back to the CCHB/ FRC for an issue with the Hitech portion.
- **Manage Care Recoupment:** Temporarily on hold through June 30.
- **Blue Cross & Blue Shield Recoupment:** The Settlement Agreement between the FRC/CCHB and Blue Cross & Blue Shield has been signed and the matter is close.
- **2011/2012 DSH Additional Documentation Request:** First Coast gave an additional extension through June 30, 2019. Attorney Schapira submitted a request to the Board for a money advance in the amount of \$60K, because the CCHB will not have a meeting on July. This amount is needed to pay her consultants for their work performed in June. Attorney Schapira will adjust and credit against her final invoice to CCHB o/b/o FRC issue in July for June.

MOTION by Dr. Fallows, second by Dr. Wallis to approve the advance of \$60K to Karen Schapira, PLLC to pay consultants. After discussion, the Motion passed unanimously, 4-0.

(10) UNFINISHED BUSINESS

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

MOTION by Dr. Wallis, second by Mr. Bartell to approve the list of FRC invoices. After discussion, the motion passed unanimously, 4-0.

➤ Citrus County Community Charitable Foundation (CCCCF) Update: Mrs. Ressler stated that the CCCCCF approved their Articles of Incorporation and By-Laws. Also the CCCCCF will vote at their June meeting the approval of Grants.

➤ Real Estate Update: Discussed on item 10 (Legal).

(11) NEW BUSINESS

➤ Lamar Agreement: Mrs. Ressler informed the Board that the Citrus County Hospital Board received a check from Lamar and asked the Board if the CCHB wants to continue the Billboard Lease Agreement between the Citrus County Hospital Board and Lamar for 2019-2020. (Copy on file)

MOTION by Mr. Bartell, second by Dr. Wallis to continue the Lease Agreement with Lamar for 2019-2020. After discussion the motion passed unanimously, 4-0.

➤ Approval of Records Disposition that have met their assigned retention periods: Mrs. Ressler requested the Board's approval to dispose of Citrus County Hospital Board records. (Copy on file)

MOTION by Dr. Wallis, second by Dr. Fallows to dispose of the records as presented. After discussion, the motion passed unanimously, 4-0.

(12) TRUSTEE COMMENTS

• Ressler: Mrs. Ressler stated that the CCHB received a letter from a patient of the Hospital complaining about a CPC Doctor. Via consensus the Board would like to refer the letter to the Management of the Hospital. (Attached copy)

Mrs. Ressler informed the Board that one (1) of the CDARS will be mature on August 22, 2019. The Board has to make a decision today regarding the continuity of the investment; because CCHB will not have a meeting until August 26, 2019.

Cadence Bank sent the current rates for CDARS: One (1) year at 2.05 %APY and two (2) years at 2% APY and Cadence cannot guarantee that these rates will be available in August when the Citrus County Hospital Board CDAR matures.

MOTION by Dr. Wallis, second by Mr. Bartell to invest in the CDAR that will mature on August 22, 2019 for an additional one (1) year and authorize the Chairperson to sign any and all needed documents to effectuate the dictate of the Citrus County Hospital Board decision . After discussion the motion passed unanimously, 4-0.

(13) OTHER

None.


(14) NEXT SCHEDULE MEETING DATE

The Board has cancelled the July 22, 2019 meeting. The next scheduled Board meeting is set for Monday, August 26, 2019 at 6:00pm in the Conference Room of the Annex Building, 123 S. Pine Ave. Inverness, Florida.

(15) ADJOURNMENT

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

Respectfully Submitted,



Jeff Wallis, MD.
Secretary/Treasurer

06.24.19 Minutes Copy on File:

1. Agenda & Public Notice
2. CCHB Finance Report
3. CCHB list of Invoices
4. List of Invoice o/b/o FRC
5. FRC list of invoices
6. Report of Escrow accounts
7. Lamar Agreement
8. Records Disposition Form

06.24.19 Minutes Attached copy

1. Email from Mr. Harper
2. Consulting Agreement
3. Email from JW. Morton (Century 21 Real Estate)
4. Memorandum from Attorney Schapira
5. Email exchange between Attorney Schapira and Scott Rayson
6. Letter from Patient