

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

MARCH 04, 2019 6:00 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **March 04, 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) and Rick Harper (Trustee).

Also in attendance:

William Grant, Esq. (General Counsel)

Members of the Public: Paresh Desai, MD.

(5) PUBLIC COMMENT

Paresh Desai: Dr Desai addressed the Board stating it is his desire to proceed with his venture of securing said property and developing a hotel site. He acknowledges he will be responsible for fees incurred if there is approval by entities to proceed with an appraisal. His intent is to purchase the land. Mr. Grant shared with the Board his firm (Grant-Dozier Law Firm) had a professional relationship with Maya LLC, a corporation of which Dr. Desai is a stakeholder. He affirmed there is no conflict of interest. Discussion ensued regarding the appraisal process.

MOTION by Mr. Bartell, second by Mr. Harper to seek an appraisal of said property after consultation and receipt of previous appraisal offered by CMH. Follow up will be provided at future CCHB meeting. After discussion, the Motion passed unanimously, 5-0.

(6) APPROVAL OF MINUTES

MOTION by Dr. Fallows, second by Dr. Wallis to approve the minutes from the November 20, 2018 Regular Meeting as corrected. After discussion, the Motion passed unanimously, 5-0.

MOTION by Dr. Fallows, second by Mr. Harper to approve the minutes from January 21, 2019 Regular Meeting. After discussion, the Motion passed unanimously, 5-0.

(7) FINANCE COMMITTEE REPORT

a) Approval of the Finance Report for January 2019: Ms. Ressler presented the Finance Report for January, 2019 and the updated Proceeds Distribution of the Lease Closing listing. *(Copy on file)*

MOTION by Dr. Fallows second by Mr. Bartell to approve the Finance Report for January 2019. Proceeds Distribution of the Lease Closing to be posted on CCHB Website. The Motion passed unanimously, 5-0.

b) Approval of the Citrus County Hospital Board Invoices:

Mrs. Ressler presented the invoices for February 2019. (Copy on file)

MOTION by Dr. Fallows, second by Mr. Harper to approve payment of the CCHB invoices for February 2019 as presented. The motion passed unanimously, 5-0.

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 were presented for approval. (Copy on file)

MOTION by Dr. Fallows, second by Mr. Harper to approve CCHB payment of the invoices o/b/o FRC as presented. The motion passed unanimously, 5-0.

d) Other:

Report of the three (3) Escrow accounts (two in Fifth Third Bank and one in JP Morgan). (Copy on file)

(8) LEGAL

Mr. Grant presented to the Board the need for discussion among Board members and subsequently with CMH/HCA to "draw down" the remaining monies as identified in the MSA in the Indemnification Escrow, at the two year interval post lease signage. Discussion may or may not include additional monies made available. If approval by CMH/HCA for any distribution from the Indemnification Fund, the monies will then be distributed to the CCCCFC, Inc.

MOTION by Dr. Wallis, second by Mr. Harper for Mr. Grant to have discussion with CMH/HCA. Joint Writing Instructions will then be completed for amount as determined by said communication. After discussion, the motion passed unanimously, 5-0.

Mr. Grant submitted to the Board, Cliff Shepard Esq, legal opinion as to the legal validity of CCHB participating in the purchase of the identified properties by Dr Desai from CMH/HCA. Involved in this transaction there will be decisions on the lease money recoupment, etc.

MOTION by Dr. Fallows second by Mr. Bartell to pay the previous \$5,000 deposit received from Dr Desai for legal opinion from Mr. Shepard. Any additional legal fees for this opinion will be the responsibility of Dr. Desai to pay directly. The motion passed unanimously, 5-0.

Mr. Grant distributed US Magistrate Judge Lammens recommendation to DISMISS the defendant's motion to dismiss as being DENIED in the AON litigation. (Attached copy)

Mr. Grant presented overview of the communication received from the Joint Legislative Auditing Committee including the Staff Analysis. Two pages of such were distributed highlighting two aspects of positive relevance: pages 4 and page 7 (Attached copy)

Mr. Grant submitted receipts from trip to Tallahassee for his requested attendance by Chairwoman Ressler to attend this hearing. (receipts on file, amounts to be approved at March 25 meeting)

Mr. Grant presented overview update from Karen B Schapira, (Attached copy). Awaiting final decision on the Medicare Cost Report with anticipation of reimbursement for \$1,408,860.00 (2014) and \$1,378,617.00 (2013). Once received these will then be distributed to the CCCCFC, Inc. Plans for such to be done publicly, preferably during a BOCC meeting with the CCHB, CCCCFC, Inc. in attendance for "check" distribution.

Mr. Grant presented timeline for CCHB disbanding/sunset legislation during the 2020 legislation with such be effective in 2022. Discussion regarding need to shortly begin the process with bill writing and legislative communication. Board approved by verbal consent for Mr. Grant to discuss and secure a contractual agreement from Mr. Mark Flannigan to assist with these activities. Anticipation to have such contract for review at future meeting.

Mr. Grant presented the Sunset issue for acceptance of responsibility of monitoring the CCHB/CMH-HCA lease and the receipt of funds remaining in the CCHB account(s) Board discussion regarding entity, possible use of said monies, and implementations. Mr. Grant shared communications with the Citrus County School Board for a preliminary discussion regarding their interest in this role. Mr. Grant and Chairwoman Ressler will attend the Citrus County School Board Workshop on March 12 at 1pm at the Citrus County School Board meeting auditorium for concept presentation, discussion, and addressing/answering questions, etc. Due to the seven day notice requirement, not being possible, other CCHB Trustees may attend but not participate in the communications. Report will be presented to the CCHB on or before the March 25 CCHB meeting.

Mr. Grant to review/explore previous signed and submitted Joint Writing Instructions from August, 2018 for \$243,434.65 from Indemnity Escrow account.

(9) UNFINISHED BUSINESS

➤ Foundation Resolution Corporation Update: No invoices or communications received as of this meeting date.

➤ Citrus County Community Charitable Foundation (CCCCF) Update: Chairwoman Ressler attended the last meeting of the CCCCCF, Inc held on February 28, 2019 at the LGB. Highlights from said meeting included the following:

- No financial report presented due to Banking Documents secured prior to their meeting.
- Some CCCCCF members sworn into office with oath signing secured.
- Discussion regarding term limits. Primarily term limit language for the rotating CCHB Members for attendance. Recommendation to add to the CCCCCF, Inc. By-laws. In Term Limit By- law section language as follows “term limit provision will not apply to CCHB representations on the Board.”
Mr. Grant will soon be submitting CCHB By- laws Revisions to the CCCCCF, Inc. as discussed/approved at previous CCHB meeting(s).
- Grants Committee is expecting Grant Inquiry receipts during the month of April, 2019.
- Communication Committee has been reformed and will becoming more active in the community.
- Personnel committee reformed and CCCCCF, Inc. is actively seeking an assistant to assist with their business activities and communications.
- Investment Brochure as shared as meeting made available for CCHB review.

➤ Real Estate Update: None.

(11) NEW BUSINESS

Chairwoman Ressler presented update of CMH capital improvements of ED, addition of Behavioral Health Outpatient services, and addition of scholarship program for employees and / or their family members. (Attached copy)

Discussion regarding CCHB CAO submitted plan to resign her position, effective, March 19, 2019. Discussion determined changes in the CCHB process would be helpful in the process of CCHB business. Included in this process securing Mr. Richard Powell, CPA to be secured/retained to be the CCHB representative to the Legislative Audit Committee. Mr. Powell is most familiar with the CCHB Financial records and activities; he also has experiences working with this committee as he has also been assistive on behalf of other state boards and cities. Mr. Grant will secure a contractual agreement from Mr. Powell.

MOTION by Dr. Fallows, second by Mr. Harper to secure Service Contract from Mr. Powell with focus being CCHB participation with Senate Audit Committee including but not limited to sending forth documents to said committee. Authorized Chairwoman Ressler to sign. After discussion, the motion passed unanimously, 5-0.

Public Records requests anticipated to increase based upon the Sunset Process. CCHB process is to submit responses timely and in consultations with Mr. Grant and Mr. Shepard. To facilitate such PRR an email will be established for such and notification will be posted in a statement on the CCHB web page. Suggested email address is: publicrecordsrequest@citruscountyhospitalboard.com such will be discussed and resolved timely with Webmaster. Once email is established, Trustees will be notified and such will be seen on the general CCHB web page.

All Trustees spoke overwhelmingly in support of Ms. Dozier, with hope of continuance of her employment. All voiced expressions of her willingness and demonstrations of historical knowledge of the CCHB as an entity, her professionalism with all she encounters, her desire for the CCHB to thrive as an organization with the mission of helping our community

(12) TRUSTEE COMMENTS

None.

(13) OTHER

None.

(14) NEXT SCHEDULE MEETING DATE

The Board will schedule new meeting dates for Apr, May and Jun 2019. The next scheduled Board meeting is set for Monday, March 25, 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. Harper to adjourn the meeting, the motion passed unanimously, 5-0.

Respectfully Submitted,



Jeff Wallis, MD.
Secretary/Treasurer

03.04.19 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

03.04.19 Minutes Attached copy

1. Motion to Dismiss
2. Pages from the Joint Legislative Auditing Committee Letter
3. Memorandum from Attorney Schapira
4. CMH Behavioral Health Program