

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

NOVEMBER 12, 2019 6:00 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Tuesday, **November 12, 2019**, in the City of Inverness Government Center Council Chambers, located at 212 W. Main Street, Inverness, Florida. Chairwoman Ressler called the meeting to order at 7:58P.M.

(2) PUBLISHED MEETING LEGAL NOTICE

(Agenda & Published Legal notice Copies On File)

(3) QUORUM PRESENT

(4) ATTENDANCE

Board Members: Debbie Ressler (Chairwoman), Allan Bartell (Trustee), Rick Harper, (Trustee) Mark Fallows (Vice-Chairman), Dr. Jeff Wallis (Secretary/Treasurer).

Also in attendance:

William Grant, Esq. (General Counsel)

Karla Dozier (Administrative Administrative)

Members of the Public: Tica Harper and Fred Hiers (Citrus County Chronicle).

(5) PUBLIC COMMENT

None.

(6) BUDGET HEARING AND RESOLUTION AMENDING THE CITRUS COUNTY HOSPITAL BOARD BUDGET FOR THE 2018-2019 FISCAL YEAR.

Mrs. Ressler presented and read the Citrus County Hospital Board Resolution amending the Budget for Fiscal Year 2018-2019. Discussion ensued.

Public Comment: None

MOTION by Dr. Fallows, second by Mr. Bartell to adopt Resolution 2019-02 with the Amended Budget as exhibit "A". The Motion passed unanimously, 5-0.

(7) APPROVAL OF MINUTES

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

(8) FINANCE COMMITTEE REPORT

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

MOTION by Dr. Fallows second by Dr. Wallis to approve the Finance Report for October 2019. The Motion passed unanimously, 5-0.

b) Approval of the Citrus County Hospital Board Invoices:

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

MOTION by Dr. Fallows, second by Mr. Bartell to approve payment of the CCHB invoices for November 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 for November to be considered for payment by the Citrus County Hospital Board o/b/o FRC for approval. (Copy on file)

MOTION by Dr. Wallis, second by Dr. Fallows to approve CCHB payment of the invoices o/b/o FRC for November 2019 as presented. The motion passed unanimously, 5-0.

d) Other:

Presented an updated Lease Proceeds and report of Escrow account for JP Morgan (Copy on file). An update from Fifth Third Bank couldn't be provided at this time, because as of today, CCHB has not received the statement in the mail.

(10) UNFINISHED BUSINESS

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

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

➤ Citrus County Community Charitable Foundation (CCCCF) Update: Mrs. Ressler informed the CCHB that the CCCCCF hired an assistant and their office is up and running. The CCCCCF had discussion regarding the possibility of changing the 80/20 earnings. Also CCCCCF is in the middle of their Grant cycle.

Real Estate Update: Discussion ensued regarding the extension of the Listing Agreement and to continue listing of the two vacant lands with JW Morton/Century 21. (Copy on file)

Dr. Wallis would like for the Board to review the contract in six months.

MOTION by Mr. Harper, second by Dr. Fallows to extend the agreement between the Citrus County Hospital Board and JW. Morton (Century 21) for six (6) months and authorize the Chairman to sign. After discussion, the motion passed unanimously, 5-0.

➤ Funding Initiative: Mrs. Ressler asked the Board to take action regarding the Memorandum sent by Mrs. Dozier on October 23, 2019. (Attached copy) Discussion ensued.

MOTION by Dr. Fallows, second by Mr. Bartell to send the additional \$41,000.00 of the Funding Initiative to the Veterans Village Assisted Living Facility. After discussion, the motion passed unanimously, 5-0.

(9) LEGAL

Mr. Grant addressed the legal fees the City of Inverness Council will incur to do their due diligence to explore the possibility of assuming all the CCHB assets and responsibilities. A resolution or memorandum of understanding will have to be signed. Discussion ensued.

MOTION by Dr. Wallis, second by Dr. Fallows to budget the cost of exploration by the City of Inverness Council and the Citrus County Hospital Board not exceed the amount of \$400K. After discussion, the motion passed, 4-1.

The PBGC Audit has concluded and the FRC will file all necessary tax return(s).

Mr. Grant communicated with Mr. Stillwell regarding his new salary and will have a response in January.

Attorney Schapira submitted an email (*Attached copy*) to the Board requesting a money advance in the amount of \$25K, because the CCHB will not have a meeting for December 2019. This amount is needed to pay her consultants for work performed in December 2019. Attorney Schapira will adjust and credit against her final invoice to CCHB o/b/o FRC indemnification matters in January 2020 for December 2019.

MOTION by Dr. Fallows, second by Harper to approve the advance of \$25K to Karen Schapira, PLLC to pay consultants. After discussion, the Motion passed, 4-1.

The FRC will continue shopping for D&O insurance and will have to issue a financial report.

Mr. Grant informed the Board that the CCHB will recover the \$500K that HCA request as a part of an indemnity claim from AHCA. Also, the VA didn't provide the information requested by Attorney Schapira to support them keeping the \$62k from the HITECH reimbursement and the CCHB could file against the VA if needed to recover the CCHB money.

The Desai Hotel Group returned the legal description and requested some modifications. The CCHB legal team will review and made the changes according with the Board desires with no cost to the CCHB.

Update of the FRC Pension Lawsuit, one the defendants Alight Solutions contacted the FRC legal team regarding a potential settlement. Also, Alight has terminated their previous counsel and want to get out of the suit.

Mr. Powell will have his report re-evaluating the CCHB Administrative and lease enforcement and financial needs by the January 2020 meeting.

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

- **Hyperbaric Oxygen Therapy:** The consultants complete the HBO spreadsheet with the information that we have. Attorney Schapira is reviewing the spreadsheet, but may need to obtain the paper records.
- **Medicaid Recoupment:** Attorney Schapira is reviewing the documents that she received from AHCA.
- **CMHI Indemnification Matters:** The matters are in review.
- **Medicare cost report FY 2014:** All adjustments were done and the sign documents have been submitted to First Coast for payment and expect a reimbursement in the amount of \$1,283,813.00.
HITECH: Neither CMHI/HCA or CCHB haven't received any offset letters.
- **Manage Care Recoupment:** Attorney Schapira and her team are completing the spreadsheet to present to the HCA parties.
- **2011/2012 DSH Additional Documentation Request:** Attorney Schapira follow up with Myers & Stauffer (AHCA's contractor) to receive confirmation the 2011-2012 DSH Survey supplement brings CMH to zero.
- **Reopening Medicare Cost Reports (2008-2012):** Reopening prior years beginning with 2012, there is potential recovery of \$1.2M for 2012 and 201. Attorney Schapira will present her findings and recommendations at the January 2020 meeting.

Mr. Grant recommends the Board to have a Resolution with the City of Inverness Council moving forward, non binding and until the Bill is passed by the Florida Legislature that includes the negotiation of the assets, costs and responsibilities.

MOTION by Mr. Harper, second by Dr. Fallows to enter into a Joint Resolution with the City of Inverness Council and authorize the Chairperson and Secretary to sign. After discussion, the motion passed unanimously, 4-1.

(11) NEW BUSINESS

None.

(12) TRUSTEE COMMENTS

- **Ressler:** Mrs. Ressler stated that Mr. Aleman will be retiring as a CEO of the Hospital in December 2019.

(13) OTHER

Mrs. Ressler requested to the Board the possibility of moving the November meeting date from Wednesday 13th to Tuesday 12th, 2019. Via consensus the Board will rescheduled the November meeting. A new Notice shall be published.

MOTION by Dr. Wallis, second by Dr. Fallows to move the November meeting date from Wednesday 13th to Tuesday 12th. After discussion, the motion passed unanimously, 5-0.

Mrs. Ressler informed the Board that the CCHB could not update the website at this time, because the Webmaster is out of country.


(14) NEXT SCHEDULE MEETING DATE

The Board will schedule new meeting dates for Jan, Feb and Mar 2020 and Joint meeting with the City of Inverness Council. The meeting scheduled for Monday, December 16, 2019 at 6:00pm in the Conference Room of the Annex Building, 123 S. Pine Ave. Inverness, Florida has been cancelled.

(15) ADJOURNMENT

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

Respectfully Submitted,



Jeff Wallis, MD.
Secretary/Treasurer

11.12.19 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. JP Morgan Report of Escrow account
6. Listing Agreement with Century 21 Real Estate

11.12.19 Minutes Attached copy

1. FRC list of invoices
2. Memorandum from Mrs. Dozier – Entry Error Funding Initiative
3. Email from Attorney Schapira
4. Memorandum from Attorney Schapira