

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

SEPTEMBER 24, 2018 6:00 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **September 24, 2018**, 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) Allan Bartell (Trustee), Rick Harper (Trustee) Dr. Jeff Wallis (Secretary/Treasurer) Dr. Mark Fallows (Vice-Chairman) arrived at 6:11pm.

Also in attendance:

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

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

(5) PUBLIC COMMENT

None.

(6) BUDGET HEARING TO REVIEW THE CITRUS COUNTY HOSPITAL BOARD BUDGET FOR THE 2018-2019 FISCAL YEAR. ADOPTION OF THE FINAL BUDGET BY RESOLUTION 2018-01

Mrs. Ressler presented the proposed Citrus County Hospital Board Budget for Fiscal Year 2018-2019.

Public Comment: None

MOTION by Dr. Wallis, second by Mr. Bartell to approve the Citrus County Hospital Board budget for fiscal year 2018-2019 and Resolution 2018-01 as presented. The Motion passed 4-0.

(7) APPROVAL OF MINUTES

MOTION by Dr. Wallis, second by Mr. Harper to approve the minutes from the August 20, 2018 Regular Meeting. After discussion, the Motion passed unanimously, 4-0.

(8) FINANCE COMMITTEE REPORT

a) Approval of the Finance Report for August 2018: Mrs. Ressler presented to the Board the Finance Report for August 2018. *(Copy on file)*

MOTION by Mr. Bartell second by Dr. Wallis to approve the Finance Report for August 2018. *The Motion passed unanimously, 4-0.*

b) Approval of the Citrus County Hospital Board Invoices:

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

MOTION by Dr. Wallis, second by Mr. Harper to approve payment of the CCHB invoices for September 2018 as presented. *The motion passed unanimously, 4-0.*

Dr. Fallows entered the meeting at 6:11pm.

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

Mr. Grant stated that Attorney Burks has submitted corrected legal invoices, pursuant to CCHB policy. 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. Wallis, 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)*

(9) LEGAL

Mr. Grant distributed a letter sent this afternoon by Waller on behalf of HCA *(Attached copy)* regarding the Hotel project. The letter is asking the CCHB to confirm the consent and support of the proposed transaction subject to final approval of the parties. HCA would like the CCHB to obtain a legal opinion that operation of a hotel would be permitted under Florida Statute 2014-254. Mr. Grant noted that CCHB will not seek the legal opinion until a deposit of \$5K was made and the CCHB will not incur any cost regarding the hotel project.

Also Mr. Grant presented a copy of email correspondence with HCA *(Attached copy)* requesting to review any proposed land use restrictions before the opinion, because this would impact CCHB approval.

MOTION by Mr. Harper, second by Dr. Wallis to authorize Chairman Ressler to sign the letter from Waller (HCA) dated 09-24-18 supporting the Hotel project subject to further review and final approval of the Citrus County Hospital Board. *The motion passed unanimously, 5-0.*

Mr. Harper informed the Board that the CDAR documents were executed according with the Citrus County Hospital Board instructions.

Mr. Grant presented to the Board an email from Attorney Stillwell *(Attached copy)* regarding a settlement offer in the amount of \$50,000 for one of the two FRC Worker's Compensation cases left.

MOTION by Dr. Fallows, second by Mr. Bartell to approve the settlement offer in the amount of \$50,000 for a FRC Worker's Compensation case. *The motion passed unanimously, 5-0.*

Mr. Grant discussed the concerns that he had with the timing of the publication of a CCCCCF notice. Mr. Grant contacted Attorney Rey (CCCCF General Counsel) via email regarding this notice. Attorney Rey replied and Mr. Grant thanked for her prompt response.

Also, Attorney Shepard sent an email with his comments. *(Attached copy)*

The Board asked Mr. Grant to continue monitoring the CCCCCF Sunshine law situation(s).

Dr. Wallis distributed a draft of the CCCCCF By-Laws, Articles of Incorporation, Electronic Account Policy and Ethics Policy for informational purposes only. *(Attached copy)* Mrs. Ressler noted that these documents can't be reviewed and approved by the Citrus County Hospital Board until the Citrus County Community Charitable Foundation Board approves it.

Mr. Grant talked about the hours he spends on CCHB business, which has increased. Mr. Grant will write a proposal to amend his contract for Citrus County Hospital Board consideration at a future meeting.

RECESS

Bascom Communications sent a press release to different media outlets when the Foundation Resolution Corporation federal pension lawsuit was filed against AON.

Attorney Ford informed the Board that the Foundation Resolution Corporation federal pension lawsuit was filed on August 30, 2018 against AON for mismanagement of the FRC pension plan. AON has 21 days to respond, but AON requested an extension and have until October 22 to file responsive pleadings. The lawsuit was filed in Ocala, and transfer to Tampa to Judge Moody.

The FRC will have 14 days to respond to the filing from AON and everything is submitted in writing and very meticulous; the next step will be a case management meeting between attorneys.

Mr. Grant mentioned that the FRC account in Brannen Bank has a balance of \$67K and he will recommend the possibility of transferring money from Fifth Third Bank pension account, because the FRC will not have enough money to pay FRC obligations. Discussion ensued.

MOTION by Dr. Wallis, second by Mr. Harper to transfer to the Foundation Resolution Corporation Brannen Bank account the sum of \$250,000.00 and the Citrus County Hospital Board will review quarterly. The motion passed unanimously, 5-0.

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

- **Medicaid Recoupment:** No change of status. Attorney Schapira will continue to work towards resolution with ACHA to avoid recoupment of the balance of \$3,647,267.41 of the total alleged overpayment of \$5,397,349.57.
- **Medicare cost report FY 2013 and FY 2014:** The information that we received from CMHI/HCA was reviewed, but did not comply with all the information required by First Coast Service Options (FCSO). The data provided by Cerner only represents professional services as opposed to facility charges. CCHB legal team will continue working with CMHI/HCA to get the information needed, because under the Master Agreement we are entitled to this information.
- **Medicare cost report FY 2010 and FY 2012:** No change of status.
- **Medicare cost report FY 2006-2009 and FY 2011:** No change of status.
- **Blue Cross & Blue Shield Recoupment:** CMH/HCA indemnity claim amount is \$979,751.17. Attorney Schapira is requesting additional information from Glenn Romig, CFO of Citrus Memorial Hospital.

After her audit and analysis, Attorney Schapira recommends indemnifying CMHI/HCA \$150,090.16 for claims made by BCBS of overpayment. Also, the additional \$50,000.00 was previously authorized by the CCHB to settle with BCBS all claims known or unknown for service renders through October 31, 2014. Discussion ensued.

MOTION by Dr. Fallows, second by Mr. Bartell to authorize payment to HCA in the amount of \$150,090.16 for a BCBS indemnification claim. After discussion, the motion passed 3-2.

(10) UNFINISHED BUSINESS

➤ Foundation Resolution Corporation Update: Mrs. Ressler presented to the Board a list of the Foundation's invoices. (Copy on file)
Dr. Fallows inquired and requested more information.

MOTION by Dr. Wallis, second by Mr. Harper to approve the list of FRC invoices. After discussion, the motion passed, 4-1.

➤ Citrus County Community Charitable Foundation (CCCCF) Update: Discussed on item 9 (Legal).
Real Estate Update

None.

(11) NEW BUSINESS

None.

(12) TRUSTEE COMMENTS

None.

(13) OTHER

None.

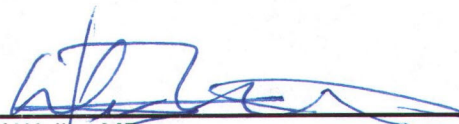
(14) NEXT SCHEDULE MEETING DATE

The next scheduled Board meeting is set for Monday, October 22, 2018 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

09.24.18 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

09.24.18 Minutes Attached copy

1. Letter from Waller (HCA) regarding Hotel Project
2. Email correspondence with HCA
3. Email from Clark Stillwell (FRC Worker's Compensation settlement)
4. Email regarding CCCC Notice
5. Draft of CCCC By-Laws and Articles of Incorporation
6. Memorandum from Attorney Schapira