

MINUTES OF
THE REGULAR MEETING OF THE
CITRUS COUNTY HOSPITAL BOARD

MAY 20, 2019 6:00 P.M.

(1) CALL TO ORDER

A regular meeting of the Citrus County Hospital Board of Trustees was held Monday, **May 20, 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), Allan Bartell (Trustee), Rick Harper (Trustee), Dr. Mark Fallows (Vice-Chairman) arrived at 6:10pm.

Absent Board Members: Dr. Jeff Wallis (Secretary/Treasurer)

Also in attendance:

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

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

(5) PUBLIC COMMENT

None.

(6) APPROVAL OF MINUTES

MOTION by Mr. Harper, second by Mr. Bartell to approve the minutes from the April 29, 2019 Regular Meeting. After discussion, the Motion passed unanimously, 3-0.

(7) FINANCE COMMITTEE REPORT

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

MOTION by Mr. Harper second by Mr. Bartell to approve the Finance Report for April 2019. The Motion passed unanimously, 3-0.

b) Approval of the Citrus County Hospital Board Invoices:

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

MOTION by Mr. Harper, second by Mr. Bartell to approve payment of the CCHB invoices for May 2019 as presented. The motion passed unanimously, 3-0.

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 Mr. Bartell, second by Mr. Harper to approve CCHB payment of the invoices o/b/o FRC as presented. The motion passed unanimously, 3-0.

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) UNFINISHED BUSINESS

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

MOTION by Mr. Harper, second by Mr. Bartell to approve the list of FRC invoices. After discussion, the motion passed unanimously, 3-0.

➤ Citrus County Community Charitable Foundation (CCCCF) Update: Mr. Grant stated that he will send an amended memo to the CCCCCF with section 9.04 which was inadvertently omitted from the previous memo. Also Mrs. Ressler will attend the CCCCCF meeting on Thursday, May 23, 2019.

Dr. Fallows entered the meeting at 6:10pm.

➤ Real Estate Update: Mr. Morton sent an email (Attached copy) regarding the two vacant lots in Crystal River and asked the Board to decrease the price of the lots \$10K each. Discussion ensued and the Board wants quotes for clearing the lots which could help the selling of the lots. Mr. Grant will contact Mr. Morton to inform him the Board's inquiry. CCHB will then decide to clear or not clear.

MOTION by Mr. Harper, second by Dr. Fallows to acquire quotes for clearing the lots and make a decision as to the price at the next meeting. After discussion, the motion passed unanimously, 4-0.

(10) NEW BUSINESS

None.

(8) LEGAL

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

- **Medicaid Recoupment:** Temporarily on hold through May 30.
- **CMHI Indemnification Matters:** Temporarily on hold through May 30.
- **Medicare cost report FY 2013 and FY 2014:** Waiting to see if CMS will approve the check to be issued directly to the CCHB or if same will be issued to HCA which will then transfer to CCHB. The other reimbursement was submitted. CMS has 4 months to review and make adjustments. Attorney Schapira thanked the Trustees for their amazing support and leadership in every step, even in challenging moments.

- **Manage Care Recoupment:** Expanding to have all the claims on a spreadsheet and reviewing notes, medical records so there will be no room for dispute.
- **Blue Cross & Blue Shield Recoupment:** Attorney Schapira reached a Settlement Agreement with Blue Cross & Blue Shield in the amount of \$50K from a claim of \$401,836.96.
- **2011/2012 DSH Additional Documentation Request:** First Coast gave an extension to Attorney Schapira until May 30, 2019. Based on circumstances and experience and because her team didn't prepare the 2011-2012 DSH survey. Attorney Schapira believes there will be discrepancies between the numbers submitted by Attorney Fitzgerald and those that will be submitted by her firm.
IT programmers were hired to facilitate the consolidation process (5 million line items). After the auditors review and correct the data; Attorney Schapira will begin the report process and have it ready by the due date.

MOTION by Mr. Bartell, second by Dr. Fallows to approve the Settlement Agreement with Blue Cross & Blue Shield in the amount of \$50K and authorize the Chairperson to sign; the check will be issued by the Citrus County Hospital Board (CCHB) and the CCHB will be reimbursed from the Indemnity Escrow account. After discussion, the Motion passed unanimously, 4-0.

The Oncology Group in Allen Ridge (RBOI) has been acquired by a different Group based in California and this Group legal team has contacted Attorney Ford to exercise the option of buying the land stipulated in the Lease Agreement signed between the CCHB and RBOI.

Attorney Ford informed the Board the different options and asked the Board for direction in how to proceed. The Board will incur on Attorney's fees. Discussion ensued and the Board would prefer the Group to exercise the option of buying the land and asked Attorney Ford to contact Attorney Stillwell regarding the status of the plating of the lot. The Board will continue with the discussion at the June meeting.

Attorney Ford distributed to the Board the Order by Judge Moody, Denying Aon's Motion to Dismiss and the Report and Recommendation submitted by the Magistrate Lammes in the FRC Pension Lawsuit against AON (*Attached copy*).

Discussion ensued. The legal team is reviewing the documents received from the AON discovery request.

*** RECESS ***

Mr. Grant noted that Attorney Sharon Dixon (FRC Pension Attorney) received an email from the PBGC requesting information regarding some pensioners, but this information needs to be acquired from AON.

The Auditor General Engagement letter was executed by the CCHB Chairperson. Also, the CCHB sent a clarifications letter. (*Attached copy*)

Mr. Grant sent an email (*Attached copy*) with a history of the transaction which includes the Laws of Florida 2014.254, FS 155.40 and clarifying the origin and analysis of the CCHB \$8M (CCHB's administrative and other costs to facilitate, manage and enforce the Replacement Lease during the entire term of the Replacement Lease and any renewal term thereof; which sum shall be paid directly to CCHB from the gross proceeds at the closing), the Global Allocation Agreement with the Foundation Resolution Corporation (part of the Master Agreement with HCA).

Mr. Grant requested the Board's authorization to meet with Senator Simpson and Representative Massullo to request the following in a Special Legislation:

1. Sunset the CCHB in October 2023.
2. Request a Hotel concession be specifically authorized for a Hotel on Hospital Board property.
3. To readdress the \$8M Admin Funds and allow the CCHB the capacity to reevaluate the future financial needs of the CCHB.

MOTION by Mr. Harper, second by Dr. Fallows to authorize the CCHB General Counsel to meet with Senator Simpson and Representative Massullo for three (3) matters stated above (CCHB Sunset, Hotel concession, and CCHB \$8M) . Also, Mr. Powell is to reevaluate the financial needs of the CCHB Administrative and lease enforcement and financial needs and to authorize the Chairperson to sign any agreement with Mr. Powell for any costs. After discussion, the Motion passed unanimously, 4-0.

(11) TRUSTEE COMMENTS

- **Ressler:** Mrs. Ressler inquired the status of the FRC worker's compensation and pension beneficiaries. Mr. Grant noted that Mr. Stillwell expressed that all the pension beneficiaries were found, but still not answered about the loss portfolio insurance for the worker's compensation.

(12) OTHER

None.

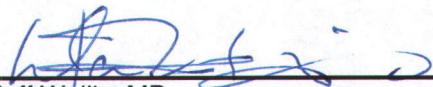
(13) NEXT SCHEDULE MEETING DATE

The Board scheduled new meeting dates for July, August and September 2019. The next scheduled Board meeting is set for Monday, June 24, 2019 at 6:00pm in the Conference Room of the Annex Building, 123 S. Pine Ave. Inverness, Florida.

(14) 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

05.20.19 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

05.20.19 Minutes Attached copy

1. Email from JW. Morton (Century 21 Real Estate)
2. Memorandum from Attorney Schapira
3. Order by Judge Moody and Report and Recommendation by Magistrate Lammes
4. CCHB Clarification Letter
5. Email sent by Mr. Grant (different matters)