

**NORTH BROWARD HOSPITAL DISTRICT
BOARD OF COMMISSIONERS'
REGULAR MEETING
Broward Health Corporate
Spectrum Site
1700 NW 49 Street
Fort Lauderdale, Florida
August 15, 2017 – 10:30 a.m.**

MINUTES

The August Regular meeting of the Board of Commissioners of the North Broward Hospital District was held at 10:30 a.m. on August 15, 2017 at Broward Health Corporate, Spectrum Site; 1700 NW 49 Street, Suite 150, Fort Lauderdale, Florida.

Notice of this meeting is attached to the official Minutes as EXHIBIT I. The official Agenda for this meeting, as presented for the consideration of the Board, is attached to the official Minutes as EXHIBIT II. Original registration sheets listing attendees, as well as those who wished to address the Board, are attached to the official Minutes on file in the Board of Commissioners' office.

Chair Rodriguez called the meeting to order at 10:40 a.m.

ROLL CALL

Commissioners:

Present: Commissioner Rocky Rodriguez – Chair
 Commissioner Christopher Ure – Vice Chair
 Commissioner Linda Robison – Secretary/Treasurer
 Commissioner Steven Wellins - Board Member

The Pledge of Allegiance was led by Commissioner Steven Wellins

RATIFICATION OF THE SVP/CFO and SVP/COO

Ms. Capasso stated that she is truly excited to have the Board ratify two excellent highly qualified individuals. She has appointed Alan Goldsmith as the SVP Chief Financial Officer. Mr. Goldsmith brings with him valuable public health experience, having most recently served as CFO at Jackson North Hospital. He is a certified public accountant and has more than 10 years of experience handling the accounting and finances of medical institutions in various capacities across South Florida.

In addition, Ms. Capasso has appointed Gino Santorio as SVP Chief Operating Officer. Most recently, Mr. Santorio has been the Senior VP and CEO at Jackson North Medical Center. He began with Jackson Health System back in 2011 as part of an administrative turn-around team that implemented profits leading to \$148 million worth of expense reductions and revenue enhancements. Mr. Santorio also played a part in turning a projective \$400 million loss for 2012 into an \$8.2 million surplus followed by a \$50 million surplus in 2013 and a more than \$65 million surplus consecutively from 2014 to 2016.

Ms. Capasso stated they are both exceptional individuals and is pleased to request the Board's ratification. Resolution 17-08-15-03 was presented to the Board for their review and approval.

Chairman Rodriguez reminded the Board that back in June the Board of Commissioners, in accordance with the Bylaws, designated him to work with the Interim CEO to participate in the hiring process for certain senior executive positions. He advised the Board that he participated in the process and has spoken with Mr. Goldsmith and Mr. Santorio and is confident that they have the interest of Broward Health above all.

Following the reading of Resolution 17-08-15-03 by Ms. Capasso,

IT WAS MOVED BY COMMISSIONER WELLINS, SECONDED BY COMMISSIONER ROBISON:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RATIFICATION OF ALAN J. GOLDSMITH, AS SVP/CFO AND GINO SANTORIO AS SVP/COO IN ACCORDANCE WITH RESOLUTION 17-08-15-03.

ROLL CALL VOTE SHOWED:

COMMISSIONER RODRIGUEZ	YES
COMMISSIONER URE	YES
COMMISSIONER ROBISON	YES
COMMISSIONER WELLINS	YES

MOTION CARRIED UNANIMOUSLY.

Commissioner Robison inquired as to where Broward Health is in filling the other positions such as the Internal Auditor and the permanent Compliance Officer. Ms. Capasso stated that the Internal Auditor reports to the Board. Chairman Rodriguez informed the Board that the process is in place but they need to reconvene and see when the meetings for the interviews for this position can occur. With regard to the Compliance officer, that was referred to the Compliance Committee.

COMMENTS FROM AUDIENCE: There were no comments from the audience.

WALK-ON REQUEST:

At this time, Chairman Rodriguez advised the Board that there is a request to walk-on the BHMC Medical Council's report. He was informed by Dr. Yogel that their C&Q Committee could not meet until last night so he is requesting that they be allowed to walk on their Medical Council's report.

It was moved by Commissioner Ure, seconded by Commissioner Robison that BHMC be allowed to walk-on their Medical Council's report. Motion carried unanimously.

BHMC MEDICAL COUNCIL:

Dr. Louis Yogel Chief of Staff of Broward Health Medical Center, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Changes and Additions; Allied Health Changes and Additions; Community Health Services Changes and Additions; Medical Staff Reappointments; Allied

Health Reappointments; and Community Health Services & Weston Urgent Care Center Reappointment.

It was moved by Commissioner Wellins, seconded by Commissioner Ure:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH MEDICAL CENTER'S MEDICAL COUNCIL- (A-F):

- A. Medical Staff Changes and Additions
- B. Allied Health Changes and Additions
- C. Community Health Services Changes and Additions
- D. Medical Staff Reappointments
- E. Allied Health Reappointments
- F. Community Health Services & Weston Urgent Care Center Reappointment

Motion carried unanimously.

1. **BROWARD HEALTH NORTH:**

In the absence of Dr. Narendra Maheshwari, Chief of Staff of Broward Health North, Dr. Gary Lehr, Vice Chair, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Additions, Changes, Reappointments and Resignations; Allied Health Additions, Changes, Reappointments and Resignations; and Community Health Services Reappointment.

It was moved by Commissioner Ure, seconded by Commissioner Robison:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH NORTH'S MEDICAL COUNCIL -- ITEMS 1 (A-C):

- A. Medical Staff Additions, Changes, Reappointments and Resignations
- B. Allied Health Staff Additions, Changes, Reappointments and Resignations
- C. Community Health Service Reappointment.

Motion carried unanimously.

2. **BROWARD HEALTH IMPERIAL POINT**

In the absence of Dr. Howard Lewkowitz, Chief of Staff of Broward Health Imperial Point, Alice Taylor, CEO, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Changes and Additions; Medical Staff Reappointments; Allied Health Changes and Additions; and Allied Health Reappointments.

It was moved by Commissioner Robison, seconded by Commissioner Wellins:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH IMPERIAL POINT'S MEDICAL COUNCIL -- ITEMS 2 (A-D):

- A. Medical Staff Changes and Additions

- B. Medical Staff Reappointments
- C. Allied Health Changes and Additions
- D. Allied Health Reappointments

Motion carried unanimously.

3. **BROWARD HEALTH CORAL SPRINGS**

Dr. Guy Zingaro, Chief of Staff of Broward Health Coral Springs, reported that the Medical Council had reviewed and recommended for approval by the Board of Commissioners all exhibited Medical Staff Changes and Additions; Medical Staff Reappointments; Allied Health Changes and Additions; and Allied Health Reappointments.

It was moved by Commissioner Robison, seconded by Commissioner Wellins:

THAT THE BOARD OF COMMISSIONERS APPROVE THE RECOMMENDATIONS OF BROWARD HEALTH CORAL SPRINGS MEDICAL'S MEDICAL COUNCIL -- ITEMS 3 (A-D):

- A. Medical Staff Changes and Additions
- B. Medical Staff Reappointments
- C. Allied Health Changes and Additions
- D. Allied Health Reappointments

Motion carried unanimously.

Dr. Zingaro spoke on the need to upgrade the Interventional Radiology Lab at BHCS. It is 17 years old and in dire need of upgrading. He asked if the Board would approve the request.

INTERIM CEO REPORT:

Ms. Capasso reported that she is pleased to say they are moving forward in building a strong executive team to ensure the financial stability and forward growth for Broward Health. With the new addition of Alan Goldsmith, SVP/CFO, and SVP/COO, Gino Santorio, she feels confident that the BH system will have a strong team in place to lead BH in this time of change. Healthcare in the U.S. and in the State of Florida are going through transformation and it is important for BH's leadership team to have the knowledge and strength to lead the organization during this time. Together, both Mr. Goldsmith and Mr. Santorio, have experienced not only working in public hospitals but in private not-for-profit and for-profit hospitals which gives them a well-rounded understanding of the healthcare industry. Ms. Capasso thanked the Board for ratifying their employment with BH.

In addition, Ms. Capasso is happy to announce that she has hired a new VP of Physician Services who will be joining BH shortly. Her name is Beth Cherry. She brings with her 18 years of healthcare experience and recently served as Administrator of Physician Integration at the Medicine Institute at Cleveland Clinic in Ohio. She led the acquisition and integration of more than 80 physicians and 35 practice sites across northeast Ohio.

Filling of these vacancies with BH's permanent team members will help to further stabilize BH. Ms. Capasso also announced that they have already posted for the positions of SVP/CHRO and

the CEO of BHMC. She looks forward to identifying and hiring two exceptional team members to fill those positions.

Ms. Capasso also advised the Board of Commissioners that they have received two additional IRO reports recently. These reports are taken seriously and they are addressing issues that are identified to ensure compliance with all concerns. She assured the Commissioners that the team continues to focus and make progress on improving patient outcomes and reducing reliance on taxpayer subsidies.

Ms. Capasso thanked the Board for their support.

INTERIM CFO UPDATE:

Mr. Wallace welcomed Alan Goldsmith. They have had some good exchanges over the past week and wished him the very best as he moves forward.

Mr. Wallace advised the Board that they were not bringing July financials to the Board until the September meeting because there are still a few variables in the budget which have not been ironed out. However, he did report that they have closed the books for July. July was good month and BH had a gain of \$575,000 which starts the year off well.

BH has received notification from Standard & Poor's (S&P) of an adjustment to BH's credit rating which was revised to BBB+ from A- the outlook on that score remains negative and the Board has received publications discussing their findings. BH will be going back to S&P sometime in September because of the potential debt restructuring as discussed at the June Board meeting.

Lastly, the State of Florida AHCA received approval for special terms and conditions for an appropriation made by the federal government for \$1.5 billion in LIP money. BH is in the process of reviewing proposed allocation models and what they should be. A methodology will be approved and brought back for approval to be implemented in FY 2018.

GENERAL COUNSEL REPORT- No report.

DISCUSSION AGENDA

4. Approval to authorize the Interim President/CEO to approve the release of \$1,450,000 from FY 2018 capital funds to allow for replacement of the Broward Health Coral Springs Interventional Radiology Lab. Final equipment selection will be made upon approval of funding. The vendor will be part of the Group Purchasing Organization (MedAssets), in accordance with Section 24, (1) of the North Broward Hospital District Charter.

Mr. Drew Grossman, CEO of BHCS, presented the request in detail. Following his presentation and responding to questions from Commissioners,

It was moved by Commissioner Robison, seconded by Commissioner Ure:

THAT THE BOARD OF COMMISSIONERS AUTHORIZE THE INTERIM PRESIDENT/CEO TO APPROVE THE RELEASE OF \$1,450,000 FROM FY 2018 CAPITAL FUNDS TO ALLOW FOR REPLACEMENT OF THE BROWARD HEALTH CORAL SPRINGS INTERVENTIONAL RADIOLOGY LAB. FINAL EQUIPMENT SELECTION WILL BE MADE UPON APPROVAL OF FUNDING. THE VENDOR WILL BE PART OF THE GROUP PURCHASING ORGANIZATION (MEDASSETS), IN ACCORDANCE WITH SECTION 24, (1) OF THE NORTH BROWARD HOSPITAL DISTRICT CHARTER.

MOTION CARRIED UNANIMOUSLY.

5. Approval of the Board of Commissioners' schedule for the Regular Board meetings and Committee meetings for FY 2017-2018.

Commissioner Robison questioned why all meetings need to be held in the afternoon. It would appear to her that some of these meetings could be scheduled in the morning or mid-morning. She realizes that some of these meetings get changed during the course of the year and if it is a matter of approving the schedule, she would not be opposed to doing that.

Commissioner Wellins thought that the Committee meetings were going to be held closer to the time of the Board meetings especially during the summer months when some of the Commissioners are away. A lengthy discussion was held regarding this matter.

Commissioner Ure asked if, for an interim time, there is any way they can call in to meetings. Ms. Barrett reminded the Commissioners that the Bylaws indicate that a quorum consists of four members who must be present.

As a follow up, Chairman Rodriguez wanted to address the issue of the September Board meeting and Tax Hearing that were discussed at the July Board meeting: Item 7c on the July agenda.

There was a very lengthy discussion surrounding the date for the September Board meeting and Final Tax Hearing. Commissioners were advised that this is a statutory mandate and there are certain requirements in selecting a date to hold a tax hearing. Commissioners reviewed their calendars and narrowed in on the date of September 25th. That date needed to be confirmed. While awaiting confirmation,

It was moved by Commissioner Robison, seconded by Commissioner Ure:

THAT THE BOARD OF COMMISSIONERS APPROVE THE PROPOSED SCHEDULES SUBJECT TO CONFIRMATION OF THE DATE FOR THE SEPTEMBER BOARD MEETING AND FINAL TAX HEARING.

MOTION CARRIED UNANIMOUSLY.

6. Approve Resolution #17-08-15-01, Authorization for Chairman of the Board of Commissioners, the Interim President/CEO and the Senior Vice President CFO to:

- 1) Execute and deliver the new Bond Indenture; Escrow Deposit Agreement; Tender Agent agreement; Continuing Disclosure Agreement; Bond Purchase agreement; a Bridge Financing Agreement in the form of tax exempt bond purchase; and any other financing documents which may be necessary to issue the Series 2017 Bonds and execute the Plan of Finance;
- 2) Distribute the Final Official Statement;
- 3) Issue the Refunding and Improvement Revenue Bonds, Series 2017 in an aggregate principal amount not exceeding \$340,000,000 subject to the provisions set forth in the Resolution;
- 4) Negotiate sale of the bonds to the underwriter; and
- 5) Perform any and all other acts required to effectuate the sale and issuance of the bonds and the execution and delivery of the documents described above.

Mr. Wallace reminded the Board that on June 28th, he and Sergio Masvidal, Managing Director PFM, spoke to the Board about the possibility of restructuring the District's debt where they received a very positive response from the Board. Mr. Wallace stated that here today, in addition to Sergio Masvidal, are Basilio Paneque, Managing Director Merrill Lynch and John Stokes, Bond Counsel, Nabors Giblin & Nickerson all of whom will be standing by to answer any questions.

Mr. Wallace provided a summary of what had occurred and what was approved at the June 28th meeting. Today, they are bringing to the Board a request to approve a resolution for the NBHD to issue an amount of Bonds not exceeding \$340 million. He explained what the \$340 million will encompass along with a detailed explanation of the financial obligations that are going to be refinanced which include Swaps and Bonds.

Mr. Wallace stated that in looking at the justification of the project it will provide NBHD with some long-term committed capital. Once the Bonds are sold in a fixed-rate mode, the District will not have to deal with looking at Letter of Credit providers or worry about interest rate swaps; although; the District will have to pay back the negative value on the District's current swaps. It will also eliminate some of the vulnerability of the credit rating agencies because once they are sold, the District will go to the credit rating agencies and give them updates but the District will not have the vulnerability of Letters of Credit increases.

Mr. Wallace stated that at last month's meeting they discussed the interest that the District would need to pay on these Bonds and it was reinforced by all of the underwriters that were interviewed in the process of selection that the District could issue these Bonds for between 4.25% and 4.75%. He also mentioned that there is a tremendous demand in the market for municipal rate debt.

Commissioner Wellins stated that as an employee or subsidiary of one of the institutions named in this matter, he will be recusing himself from any voting on this matter. He may or may not have a conflict of interest but he is not going to be in that position so he is recused himself to eliminate any potential conflicts that may or may not arise.

Commissioner Robison asked if the \$1.45 million that was just approved for BHCS's radiology was included in this \$340 million and can those funds be used for that

purpose. Mr. Wallace said that the \$1.45 million was not included in any of the named projects that was in the reimbursement resolution. It was only for the three projects previously named. Mr. Wallace said that they could use it but it would limit what they have remaining for the BHCS construction project.

Commissioner Robison is confused about the amendment to the existing agreement with Merrill Lynch to buy the Bonds. She asked if that is a temporary deal with a step interest rate and it would go away when they close on the bonds. Mr. Wallace replied yes, because it is the District's desire to issue a brand new Master Trust Indenture.

Commissioner Robison has been in favor of doing something like this since first becoming a Board Member. She feels it makes perfect sense to roll everything in and not be subject to so much fluctuation. However, she was surprised that the negatives on the swaps were so high. She asked the advisors if in taking the cost of issuance and everything that goes along with this, is it a good deal for the District.

Mr. Masvidal stated that they believe that the plan of finance before them is a good deal for the District for the reasons stated by Mr. Wallace specified in his presentation. The goal of the Plan of Finance even with the additional \$90 million of new money of bond proceeds, it will be to keep the District's maximum annual debt service basically the same as where it is today. They understand that the termination value of the swaps are high but that is really a function of the low interest rate environment that the market is currently in.

Commissioner Robison asked if given the high rate for the termination of the swaps, are there any that would make sense to leave alone and is there any advantage of leaving any of them out there. Mr. Masvidal stated they could look at that but as Mr. Wallace has said they are not married to doing the entire \$340 million but they are just authorizing that amount; however, they will monitor the market. There could be a scenario where the District might want to leave one or two outstanding and not terminate the swap associated with it but as interest rates go up the termination values go down.

Commissioner Robison understands the need for stability and certainty and one of the ways to get there is make sure that the District's financial house is in order. She then asked what kind of covenants they are anticipating that the District is going to see in the Indenture. She does not want the other Commissioners to be surprised that the District cannot do something because their Indenture restricts them and they would then need to get approval of the bond holders. Commissioner Robison wants to know what percentage it takes for the Bond holders to approve any changes in the restrictive covenants. She also asked if they were planning on coming back to the Board with the main terms of the Indenture before the Chairman is asked to sign it.

Mr. Masvidal indicated that once they get feedback from the investors and see if there is anything that they are pushing back hard on or if there is something that they want in the Indenture that is not in there currently, they can certainly come back to the Board and advise if there is anything more restrictive than what the District currently has.

Commissioner Robison asked what their closing date is. Mr. Masvidal stated they are waiting for the audited financials to be available. They expect those around the first of

October. Mr. Masvidal still expects closing prior to Thanksgiving. Mr. Wallace said it is November 10th. Commissioner Robison asked if everyone thought that was doable and the response was “yes” but certainly without challenge.

Mr. John Stokes, Bond Counsel to the District informed the Board that he is currently working on the Master Trust Indenture (MTI). They are dealing with a 1997 MTI that the District is currently operating under now. It was a very good MTI in 1997 but this one is going to be a lot better. Mr. Stokes is representing the District and the first cut he is making of this, the Board will be very happy with the covenants. They will see how the investors push back on it but it is easier to interpret, the covenants are more liberal than they are currently and he is not even putting in debt to cap ratio in the initial draft of the document. Mr. Stokes advised the Board that there is rarely an opportunity to update a document like this and it is only because the District is restructuring its entire debt that it can be done. It will be simpler to operate under, less restrictive covenants and easier to adjust in the future.

Commissioner Ure stated that it is truly a great time to be a long term borrower. While the swap buyouts appear to be quite large, the cost of not doing what is being discussed is far greater. Since he has been on the Board he has been very concerned about the last of permanents in the District’s capital structure and what they are experiencing now is exactly the type of thing that concerns him. He feels that being able to remove those concerns, from his perspective both financially, legally and flexibility wise, is a great service to this system. Commissioner Ure is in favor of doing exactly as proposed.

There being no further questions and following the reading of Resolution 17-08-15-01 by Mr. Wallace,

IT WAS MOVED BY COMMISSIONER ROBISON, SECONDED BY COMMISSIONER URE:

THAT THE BOARD OF COMMISSIONERS APPROVE RESOLUTION 17-08-15-1 AND GIVE AUTHORIZATION TO THE CHAIRMAN OF THE BOARD, INTERIM PRESIDENT/CEO AND SVP/CFO TO:

- 1) EXECUTE AND DELIVER THE NEW BOND INDENTURE; ESCROW DEPOSIT AGREEMENT; TENDER AGENT AGREEMENT; CONTINUING DISCLOSURE AGREEMENT; BOND PURCHASE AGREEMENT; A BRIDGE FINANCING AGREEMENT IN THE FORM OF TAX EXEMPT BOND PURCHASE; AND ANY OTHER FINANCING DOCUMENTS WHICH MAY BE NECESSARY TO ISSUE THE SERIES 2017 BONDS AND EXECUTE THE PLAN OF FINANCE;**
- 2) DISTRIBUTE THE FINAL OFFICIAL STATEMENT;**
- 3) ISSUE THE REFUNDING AND IMPROVEMENT REVENUE BONDS, SERIES 2017 IN AN AGGREGATE PRINCIPAL AMOUNT NOT EXCEEDING \$340,000,000 SUBJECT TO THE PROVISIONS SET FORTH IN THE RESOLUTION;**
- 4) NEGOTIATE SALE OF THE BONDS TO THE UNDERWRITER; AND**
- 5) PERFORM ANY AND ALL OTHER ACTS REQUIRED TO EFFECTUATE THE SALE AND ISSUANCE OF THE BONDS AND THE EXECUTION AND DELIVERY OF THE DOCUMENTS DESCRIBED ABOVE.**

MOTION CARRIED 3-0: MR. WELLINS DID NOT VOTE ON THIS MATTER NOR DID HE PARTICIPATE IN THE DISCUSSION.

7. Approval to execute a finance agreement with Cisco Systems Capital Corporation in accordance with Resolution #17-08-15-2, in an amount not to exceed \$3,654,802.83, subject to General Counsel's review and approval as to legal form and conditioned on no material changes in the approved business terms.

Mr. Wallace advised the Board that this is being brought back to them because of a change in the lender. It was previously approved to enter into a financing agreement with IBM Global Financing Corporation for a Transformational License Agreement (TLA) with Dell technologies. However, the offer extended by IBM Capital that was approved in June expired. Cisco Capital offered equivalent financing terms to those of IBM Capital.

After the reading of Resolution 17-08-15-02 by Mr. Wallace,

IT WAS MOVED BY COMMISSIONER URE, SECONDED BY COMMISSIONER ROBISON:

THAT THE BOARD OF COMMISSIONERS APPROVE THE EXECUTION OF A FINANCE AGREEMENT WITH CISCO SYSTEMS CAPITAL CORPORATION IN ACCORDANCE WITH RESOLUTION #17-08-15-2, IN AN AMOUNT NOT TO EXCEED \$3,654,802.83, SUBJECT TO GENERAL COUNSEL'S REVIEW AND APPROVAL AS TO LEGAL FORM AND CONDITIONED ON NO MATERIAL CHANGES IN THE APPROVED BUSINESS TERMS.

MOTION CARRIED UNANIMOUSLY.

COMMENTS FROM COMMISSIONERS

Commissioner Wellins thanked everyone for attending another double Board meeting. He said that the Commissioners are trying their best to get their schedules aligned so that they are not kept here all day. They understand it is challenging for those attending but the Board values all of their time and energy. It is certainly important for the Board to be as responsive as possible.

Commissioner Robison felt compelled to respond to Dr. Yogel's comments regarding the need for stability. She said that stability is great and it would be great if they were in a position where everything was perfect and everyone knew what their jobs were and that they felt comfortable that things were going to continue that way. Unfortunately, even if the District was staffed the way it needed to be from day one, the world is changing in healthcare and people need to understand that there is turmoil and it is not just the physicians, it is the administrators and the patients who do not even know if they are going to have insurance or what their coverage is going to be. She feels that they are in a situation where stability is maybe a goal but it is not going to happen tomorrow.

Commissioner Robison thanked Ms. Capasso. Commissioner Robison reminded everyone that she was not the most enthusiastic person in having Ms. Capasso take on the position of Interim CEO because she felt that Ms. Capasso was invaluable as a Commissioner. However, many of the people in the audience have come up to her telling her what a great job Ms. Capasso is doing. Commissioner Robison believes it and she has spoken with her and sees what she has tackled. She has also seen the criticism that she has endured with grace and dignity. Commissioner Robison does not believe that where they are today that they could have found a better person. She also thanked Mr. Wallace for all the work that he has done with the financial advisors to try and get the District financially stable. That is one area where the District will be stable. She feels the District can get very comfortable with that only so long as

the state does not throw the District another road block and so long as everyone is working toward a position where we would not have to rely on its' taxpayers for support. Given the numbers that they have seen from some of the hospitals, she believes they will get there.

Commissioner Robison also thanked Pam Hatfield, Lynn Barrett and Maryanne Wing (who will be leaving shortly) for all the work that they do. She feels that much of the public, certainly not the press, have any clue about how much work goes into this. The meetings are long and there is so much work that goes on behind the scenes. She said if only everyone could see how much paperwork she sees to review for meetings and that goes with the fact that this District is under a CIA. There is going to be turmoil, they are trying to do the right thing, trying to make sure they clean their house, and clean it all at once so those old cobwebs do not keep coming back. Since she has been on this Commission, she has seen a tremendous amount of progress and she knows that there are people out there who are disheartened. Commissioner Robison asked everyone to remember that healthcare is not like any other business out there. The regulations, sometimes found absolutely nonsensical, but it is the law and that causes them to really dig deep to make sure that they clean up this one time so that going forward, they get clean reports. Commissioner Robison feels that most people have realized the severity of their issues and have really been digging deep to get things done. There is a little more to do in compliance and everyone needs to be cooperative with everyone who is doing their job. There is no vendetta out there. It is really a time where they are trying to do the very best they can. Unfortunately, the Commissioners are hampered by law that does not allow them to get involved in operations. All they can do is what the CIA has mandated and that they are responding to things that come before them.

Commissioner Ure echoed Commissioner Robison's comments. Commissioner Ure thanked Mr. Wallace for his service; he has been an invaluable member of the team and he has enjoyed getting to know him and working with him.

Commissioner Ure stated that this Board and senior leadership in administration and even specifically, the General Counsel's Office, are not adversaries. This is all part of a team and every team has different players that play different roles. While he genuinely wants to hear how they can play their role better, it is important to understand and know that they are not coming to this Board and senior leadership or General Counsel's Office in an adversarial position. He asked that hopefully someone will take it to heart and pass that along to Dr. Yogel. Commissioner Ure said his phone is always on.

Secondly, Commissioner Ure feels that this system is an incredible asset to this community. It supports this community but right now this system needs the community's support. Everyone is doing a yeomen's job of trying to deal with the changing landscape in healthcare. This is a moving target changing nearly every day. Outside of that, this is a system in transition and the District is transitioning from being reactive to a changing landscape to being proactive. He said it many, many months ago, he wants to be the leader in advancing change and being a system that everyone can be incredibly proud of. He has been in these types of situations in other industries and it can seem concerning or discerning to staff, medical staff, and the community. Personally, as he sits here, the sun is rising in this system, that is his belief and what he sees. It may not be what people see or read but this is what is actually happening at the District.

Chairman Rodriguez echoed all of his colleagues. One of the things that he heard from his good friend, Dr. Yogel, was that the doctors were the heart of the system. He believes the team is the heart of the system. He seldom hears about the nurses, the folks in the radiology department, the accountants, the finance people, the people that clean the hospitals, administration---it is the team that is the heart of the District. And most of all, it is the patients. He remembers that the first thing he learned when he came to the Board was quality begins at the patient's bedside. Having said that, as someone who arrived here from Alabama to Fort Lauderdale, he can say that he has visited a lot of the District's hospitals, has been a patient at both BHMC and BHIP and his wife was recently there and kudos to Alice Taylor and her team. The reality is most of the folks, 99% of the people out there, do not communicate, do not talk to the people that they communicate with and this is a very challenging job. He reads a lot of garbage out there and he does not listen to it because he gets tired of the attacks. It does not matter anymore. This District is going in the right direction and he does not care who likes him or does not like him. He did not come here to be in a popularity contest. He came here to help those unfortunate folks that have nowhere to go like the indigents, people who need behavioral health, substance abuse, the patients.

Commissioner Rodriguez thanked Maryanne and Art for being here all these years. He respects the right of their employees to retire. There is going to be a time when he is not going to be here but he assured everyone that by the time he leaves and this Board leaves, this ship is going to be right because, like Commissioner Robison says, "Times are changing." Commissioner Rodriguez thanked, Pam, Maryanne and Art; kudos to Alice Taylor from BHIP. He is sure that someone will be taking care of BHCS and BHMC but he wants to hear people talk about not only the doctors, but he wants to hear people talking about the team. Whether people like it or not, this Board is part of the team and they are trying to keep it afloat and it is not easy but they are committed to doing it.

At 12:10 p.m. the Public meeting recessed.

At 12:15 p.m. the Public meeting reconvened.

At this time, the Board was advised that the date of September 25, 2017 has been confirmed with the Department of Revenue in Tallahassee as being a viable date to hold the District's second and final tax hearing.

IT WAS MOVED BY COMMISSIONER WELLINS, SECONDED BY COMMISSIONER URE:

THAT THE BOARD OF COMMISSIONERS APPROVE SEPTEMBER 25, 2017 TO HOLD ITS REGULAR BOARD MEETING AT 4:00 P.M. AND THE SECOND AND FINAL TAX HEARING AT 5:30 P.M. THE MEETINGS WILL BE HELD AT THE SPECTRUM LOCATION 1700 NW 49 STREET, SUITE 150, AND FORT LAUDERDALE, FLORIDA.

MOTION CARRIED UNANIMOUSLY.

SHADE SESSION:

At 12:20 p.m., Chairman Rodriguez announced that the Public Meeting of the North Broward Hospital District will recess to enter into one closed meeting for an Attorney Client Session. The Purpose of the Closed Session is re: Pauline Grant vs. the North Broward Hospital District

d/b/a Broward Health *et al*, CACE 16022981; Grant vs. North Broward Hospital District CACE 17-009406, both in the Circuit Court of the 17th Judicial Circuit in and for Broward County, Florida as well as the Employment Charge of discrimination in FCHR No. 201700502.

The Public meeting of the North Broward Hospital District reconvened at 2:05 p.m.

NEXT REGULAR BOARD MEETING The next regularly scheduled Board of Commissioners' meeting will be held on September 25, 2017 at 4:00 p.m. in Broward Health Corporate Office, Spectrum Site, 1700 NW 49 Street, Suite 150, Fort Lauderdale, Florida followed by the Second and Final Tax Hearing at 5:30 p.m. same location.

Meeting adjourned at 2:08 p.m.

Respectfully submitted,

Commissioner Linda Robison
Secretary/Treasurer

By: Maryanne Wing

AUDIO TAPE AVAILABLE UPON REQUEST.