

North Broward Hospital District Board of Commissioners
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, FL 33309

REGULAR BOARD MEETING 4:00 p.m., Wednesday, November 17, 2021

The Board of Commissioners Regular Board Meeting of the North Broward Hospital District was held at 4:00 p.m., on November 17, 2021, at the Broward Health Corporate Spectrum Location, 1700 NW 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

1. NOTICE

Notice and Agenda, titled EXHIBIT I and EXHIBIT II, are attached to the official meeting book archived at the Board of Commissioners' Office. Supporting documents, if applicable, are attached to these minutes, titled EXHIBIT III. Exhibits are presented for consideration of the Board.

2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Chair Stacy L. Angier at 4:24 p.m.

3. ROLL CALL

Present:

Commissioner Levi G. Williams, Jr.
Commissioner Ray T. Berry
Commissioner Nancy W. Stamper
Commissioner Christopher J. Pernicano, Secretary/Treasurer
Commissioner Marie C. Waugh, Vice Chair
Commissioner Stacy L. Angier, Chair

Not Present:

Commissioner Jonathan K. Hage

Senior Leadership

Additionally Present:

Shane Strum, President, Chief Executive Officer
Alan Goldsmith, EVP, Chief Operating Officer
Alex Fernandez, SVP, Chief Financial Officer
Linda Epstein, Corporate General Counsel

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4. **THE PLEDGE OF ALLEGIANCE**

The Pledge of Allegiance was led by Commissioner Williams.

5. **PUBLIC COMMENTS**

Chair Angier opened the floor for public comments, in which there were none.

6. **APPROVAL OF MINUTES**

Without objection, Chair Angier approved the minutes, dated October 27, 2021.

Motion *carried* without dissent.

7. **BHCS, Distinguished Physician Award to Gary Lai, DO (Presenter - Dr. Israel Penate, BHCS Chief of Medical Staff)**

Dr. Israel Penate, BHCS Chief of Medical Staff, presented Dr. Gary Lai with the Distinguished Physician Award.

Mr. Jared Smith, Broward Health Coral Springs' CEO, and several medical staff colleagues shared sentiments and stories of Dr. Lai being an outstanding Emergency Medicine Physician and individual.

Dr. Gary Lai expressed his gratitude for the support and recognition.

8. **MEDICAL STAFF CREDENTIALING (Presenter - Dr. Joshua Lenchus, Interim System Chief Medical Officer)**

- 8.1.) Broward Health North
- 8.2.) Broward Health Imperial Point
- 8.3.) Broward Health Coral Springs
- 8.4.) Broward Health Medical Center

MOTION It was *moved* by Commissioner Waugh *seconded* by Commissioner Pernicano that:

The Board of Commissioners of the North Broward Hospital District approve Medical Staff Credentialing Reports, as presented.

Motion confirmed by roll-call vote:

- YES** Commissioner Levi G. Williams, Jr.
- YES** Commissioner Ray T. Berry
- YES** Commissioner Nancy W. Stamper
- YES** Commissioner Christopher J. Pernicano, Secretary/Treasurer
- YES** Commissioner Marie C. Waugh, Vice Chair
- YES** Commissioner Stacy L. Angier, Chair

Motion *carried* 6/0.

9. CHIEF MEDICAL STAFF UPDATES

Medical staff updates were given by Dr. Lehr for Broward Health North, Dr. Jensen for Broward Health Imperial Point, Dr. Penate for Broward Health Coral Springs, and Dr. Kumar (via Teams) for Broward Health Medical Center. Said reports highlighted each of the facilities' objectives, events, and awards received over the past month.

- 9.1.) Broward Health North
- 9.2.) Broward Health Imperial Point
- 9.3.) Broward Health Coral Springs
- 9.4.) Broward Health Medical Center

10. PRESENTATIONS

- 10.1. CEO Update (Presenter - Shane Strum, President/Chief Executive Officer)

Mr. Strum introduced Dr. Elys M. Perez, Endocrinology, to the Board and shared a Type-2 Diabetes Prevention Education video.

Chair Angier presented CDTC Executive Director, Dr. Ana Calderon Randazzo, and Heather Woolf, VP Ambulatory Services, with the Children's Diagnostic & Treatment Center (CDTC) Annual Great Pumpkin Trophy.

Mr. Strum presented his full monthly report, highlighting the organization's Five Pillars of Excellence (Quality, Service, People, Growth, and Finance), which included the progress at each of the facilities.

The following videos were featured:

- Broward Health on Channel 10 News
 - Patient's hip fracture experience featured, a common – but often overlooked – warning sign of advanced prostate cancer.
Dr. Mehmet Hepgur, Hematologist-Oncologist, stated that undiagnosed prostate cancer can metastasize to the bone, which can cause severe bone damage. The goal is to diagnose prostate cancer before it's too late, as early detection allows the patient to receive the necessary surgery, radiation, or hormone therapy, often resulting in the patient being cured.
- Little acts of kindness can go a long way.
 - Video highlighted, Clarice Tanelus, a respiratory therapist at Broward Health Medical Center, who shared small acts of kindness by giving more than 100 personal gifts to her fellow colleagues over the past year.

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Mr. Strum shared that Alex Fernandez, Senior Vice President, Chief Financial Officer was named a 2021 CFO Award honoree by the South Florida Business Journal.

- Broward Health Imperial Point's (BHIP) new cardiovascular and interventional radiology suite:
 - BHIP recently unveiled the state-of-the-art suite during a ribbon-cutting ceremony where members of the medical team led tours throughout the center. The new suite is equipped to perform a variety of treatments, including cardiogenic shock, interventional oncology, kyphoplasty, thrombectomy therapy, and much more.

Mr. Strum shared employee thank you notes with the Board from the October 27, 2021 Board approved one-time appreciation bonus.

11. CONSENT AGENDA

Approval of Consent Agenda items 11.1. through 11.9.

11.1 Resolution FY22-11 Resolution Adopting an Unfunded Nonqualified Deferred Compensation Plan

11.2 457(f) Non-qualified Deferred Compensation Plan Adoption Agreement

11.3 Asset Allocation Review

11.3.1 Approve Asset Allocation Mix 1 for the Pension Fund

11.3.2 Approve Unchanging Asset Allocation Mix for the Unrestricted Fund

11.4 Approval of the Interim Financial Statement for the month of October 2021

11.5 Resolution FY22-12 Inducement Resolution for Reimbursement of Expenditures for Capital Improvements, with the Caveat that includes an 18-month sunset provision, as permitted by law

11.6 BHMC, Approval to Enter into New Cost Per Test Agreement with bioMerieux for Blood Culture Identification (ID) and Antibiotic Susceptibility Test (AST)

11.7 Approval to authorize the District to execute a settlement agreement and release Gene Reibman, Esq., Bruce Lyons, Esq., and former Commissioner Rocky Rodriguez, and approve payment in the amount of \$25, 000 to Gene Reibman, Esq., for appellate fees and costs incurred in the State of Florida v. Rocky Rodriguez, Case No. 19-23 AC10, in the appellate division of the circuit court of the 17th judicial circuit in and for Broward County Florida

11.8 Resolution FY22-08: Resolution Governing the Disposition of Surplus Personal Property of the District

11.9 Resolution FY22-09: Resolution Authorizing Credit Enhancement Devices

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Commissioner Williams requested that items 11.1, 11.5, 11.8, and 11.9 be removed from the Consent Agenda and placed on the Discussion Agenda, in which Chair Angier agreed.

MOTION was *amended* by Commissioner Stamper, *seconded* by Commissioner Berry that:

The Board of Commissioners of the North Broward Hospital District approve items 11.2, 11.3, 11.4, 11.6 and 11.7 on the Consent Agenda.

Motion confirmed by roll-call vote:

YES Commissioner Levi G. Williams, Jr.
YES Commissioner Ray T. Berry
YES Commissioner Nancy W. Stamper
YES Commissioner Christopher J. Pernicano, Secretary/Treasurer
YES Commissioner Marie C. Waugh, Vice Chair
YES Commissioner Stacy L. Angier, Chair

Motion *carried* 6/0.

Approval of items 11.1, 11.5, 11.8 and 11.9.

MOTION It was *moved* by Commissioner Williams *seconded* by Commissioner Berry that:

The Board of Commissioners of the North Broward Hospital District approve the following remaining Resolution items:

11.1 Resolution FY22-11: Resolution Adopting an Unfunded Nonqualified Deferred Compensation Plan

11.5 Resolution FY22-12: Inducement Resolution for Reimbursement of Expenditures for Capital Improvements, with the Caveat that includes an 18-month sunset provision, as permitted by law

11.8 Resolution FY22-08: Resolution Governing the Disposition of Surplus Personal Property of the District

11.9 Resolution FY22-09: Resolution Authorizing Credit Enhancement Devices

Discussion re-ensued, regarding the use of Resolutions. Chair Angier suggested that the Legal department develop a plan to address concerns and report back to the Board.

Motion confirmed by roll-call vote:

NO Commissioner Levi G. Williams, Jr.
YES Commissioner Ray T. Berry
YES Commissioner Nancy W. Stamper
YES Commissioner Christopher J. Pernicano, Secretary/Treasurer

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YES Commissioner Marie C. Waugh, Vice Chair

YES Commissioner Stacy L. Angier, Chair

Motion *carried* 5/1.

12. DISCUSSION AGENDA

12.1. IT Discussion (Presenter – Ray T. Berry, Commissioner)

Commissioner Berry shared his concerns in particular with Broward Health's Electronic Medical Record (EMR) current platform.

It was agreed that Mr. Strum and Commissioner Pernicano expedite a series of workshops to include stakeholder input (Board, Staff, Physicians and their Supporting Staff) to develop an (EMR) scoring matrix to determine which EMR platform would be the best fit for Broward Health.

12.2. Request to hold an Attorney Client Shade Session (Presenter – Linda Epstein, General Counsel)

Ms. Linda Epstein, General Counsel, requested an Attorney-Client Shade Session pursuant to Section 286.011(8)(d), Florida Statutes, to seek the Board's advice regarding settlement negotiations and strategy related to expenditures in the pending litigation to which the North Broward Hospital District is a party in the three (3) following cases:

- Case No. CACE-20-002538, David DiPietro vs. North Broward Hospital District;
- Case No. CACE-21-016997, Rocky Rodriguez and Bruce Lyons, Esq. v. North Broward Hospital District; and
- Case No. CACE-21-014334, Colson Hicks Eidson, P.A. v. North Broward Hospital District

Ms. Epstein noted that the aforementioned cases are currently pending in the Circuit Court of the 17th Judicial Circuit in and for Broward County, Florida. She also noted that the requested Attorney-Client Shade Session will be held following the commencement of a future open meeting.

13. COMMENTS BY COMMISSIONERS

Closing comments were given by the Commissioners.

14. NEXT REGULAR BOARD MEETING

The next regularly scheduled Board of Commissioner's Meeting will be held on Wednesday, December 15, 2021 at 4:00 p.m. at the Broward Health Corporate Spectrum location, 1700 Northwest 49th Street, Suite 150, Fort Lauderdale, Florida 33309.

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15. ADJOURNMENT

There being no further business on the agenda, the Chair adjourned the meeting at 6:09 p.m.

Respectfully submitted,
Commissioner Christopher J. Pernicano, Secretary/Treasurer

APPROVED

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Resolution FY22-08

Resolution Governing the Disposition of Surplus Personal Property of the District

WHEREAS, the North Broward Hospital District (the “District”) is a special district, as such term is defined under § 189.012(6), Florida Statutes, established in 1951 through authority granted by the Florida Legislature under Ch. 27438, Laws of Florida, as recodified in ch. 2006-347, Laws of Florida, as amended (collectively, the “District’s Charter”);

WHEREAS, from time to time, the District possesses tangible personal property of a nonconsumable nature that is obsolete or the continued use of which is uneconomical or inefficient, or which serves no useful function (“Surplus Property”);

WHEREAS, it is within the best interests of the District that such Surplus Property be disposed of pursuant to the District’s Charter and Florida law;

WHEREAS, Section 20 of the District’s Charter provides the procedure for disposing of Surplus Property;

WHEREAS, in accordance with § 274.09, Florida Statutes, the provisions of ch. 274, Florida Statutes, is cumulative and supplementary to Section 20 of the District’s Charter and likewise governs the disposition of Surplus Property;

WHEREAS, in addition to formal notice and procedural requirements, certain inventorying and recording of Surplus Property must be kept consistent with § 274.02 and § 274.07, Florida Statutes, as well as Fla. Admin. Code. R. 69I-73.001, *et seq.*;

WHEREAS, the Board of Commissioners of the District wish, in accordance with the District’s Charter and Florida law, to set forth the following procedure and recordation requirements governing the disposition of the District’s Surplus Property; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The following procedure be established governing the disposition of Surplus Property of the District.
2. *Definitions.* For purposes of this Policy, the following words shall have the meanings set forth below and ascribed to them regardless of whether they are capitalized unless the context in which they are used clearly requires a different meaning:
 - a. *Board* shall mean the Board of Commissioners of North Broward Hospital District.
 - b. *Custodian* shall mean the person to whom the custody of the District’s Property has been delegated.
 - c. *District* shall mean the North Broward Hospital District and all of its wholly-owned subsidiaries and affiliates.
 - d. *District’s Charter* shall mean ch. 2006-347, Laws of Florida, as amended.
 - e. *Governmental Unit* shall mean Broward County, Broward County Sheriff’s Office, or any other taxing district within Broward County.
 - f. *Political Subdivision* shall mean any counties, cities, towns, villages, special tax school districts, special road and bridge districts, bridge districts, and all other districts in the State of Florida.

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- g. *Private Nonprofit Agency* shall mean a nonprofit charitable organization, no part of the net earnings of which inures or may lawfully inure to the benefit of any private shareholder or individual, which has been held to be tax-exempt under the provisions of § 501 of the Internal Revenue Code of 1954, and which has as its principal mission public health and welfare; education; environmental restoration and conservation; civil and human rights; or the relief of human suffering and poverty.
 - h. *Private Persons or Entities* shall mean individuals, sole proprietors, firms, associations, joint ventures, partnerships, estates, trusts, business trusts, syndicates, fiduciaries, corporations, companies, unincorporated organizations, other legal entity or organizations, and all other groups or combinations thereof which are not otherwise deemed a Private Nonprofit Agency.
 - i. *Property* shall mean tangible personal property of the District which is of a nonconsumable nature.
 - j. *Spending Threshold* shall have the same meaning as Spending Threshold referenced in the Board's Procurement Policy entitled Threshold Categories of the Procurement Code incorporated in the Procurement Policy Table, as amended from time to time and then in effect.
 - k. *Surplus Property* shall mean Property of the District that is obsolete or the continued use of which is uneconomical or inefficient or which serves no useful function.
3. *Classification and Method of Disposition of Surplus Property.* Property of the District, that is not otherwise lawfully disposed of, may be declared as Surplus Property upon occurrence of one (1) of the following:
- a. *Classification and Disposition Method of Surplus Property with Commercial Value Under the Spending Threshold.* Property, the estimated value of which is less than the Spending Threshold, may be declared and classified as Surplus Property by the District's President and Chief Executive Officer, or his or her designee, and the method of the disposition of the Surplus Property (as explained in greater detail below) may also be made by the District's President and Chief Executive Officer, or his or her designee.
 - b. *Classification and Disposition Method of Surplus Property with Commercial Value Equal to or Above the Spending Threshold.* Property, the estimated value of which is equal to or more than the Spending Threshold, may only be declared and classified as Surplus Property by the Board, and the method of the disposition of such Surplus Property (as explained in greater detail below) may only be made by the Board. The foregoing classifications shall be made via one (1) or more appropriate resolution(s) identifying the method of disposition of such Surplus Property and that the Property in question is surplus to the needs and requirements of the District.
4. *Publication Notice for Disposition of Surplus Property.* Following the classification of Property of the District as Surplus Property, but before such Property may be disposed of, the District shall comply with the following publication and notice requirements as applicable:
- a. *No Notice for Disposition of Surplus Property with no Commercial Value.* Surplus Property possessing no commercial value may be disposed of in any lawful manner without formal newspaper publication.
 - b. *Publication Notice for Disposition of Surplus Property to Governmental Units or Private Nonprofit Agencies.*
 - i. *Surplus Property with Commercial Value Under the Spending Threshold Sold or Donated to a Governmental Unit or Private Nonprofit Agency.* Surplus Property possessing commercial value, but the estimated commercial value of which is less than the Spending Threshold, may be offered by sale or donation without any formal newspaper publication to a Governmental

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Unit or Private Nonprofit Agency; provided, however, all offers shall disclose the value and condition of the Surplus Property.

- ii. *Surplus Property with Commercial Value Equal to or Above the Spending Threshold Sold or Donated to a Governmental Unit or Private Nonprofit Agency.* Surplus Property, the estimated commercial value of which is equal to or more than the Spending Threshold, may be offered by sale or donation to a Governmental Unit or Private Nonprofit Agency after publishing a notice of intent to dispose of such Surplus Property in a newspaper of general circulation in Broward County at least thirty (30) days in advance of such sale or donation. Consistent with § 274.05, Florida Statutes and Section 20 of the District's Charter, the published notice shall be sufficient if it reasonably identifies the Surplus Property in question, discloses the value and condition of the Surplus Property, and informs any Governmental Unit or Private Nonprofit Agency interested in such property that the Board desires to dispose of said Surplus Property and seeks offers to buy thereon. It is not required that such notice specify the terms or conditions desired by the District, and if such terms and conditions are included in such notice or otherwise provided, they are to be for general information only and shall not prevent the Board from accepting different terms and conditions which the board might determine to be more beneficial to the District. Offers submitted by Governmental Units or Private Nonprofit Agencies are not required to be sealed or to be kept confidential to the District, unless otherwise specified in the published notice, and any Governmental Unit or Private Nonprofit Agency may submit any number of alternate offers at any time during the bidding period.
- c. *Publication Notice for Disposition of Surplus Property to the State of Florida, Political Subdivisions, and Private Persons or Entities.*
 - i. *Surplus Property with Commercial Value Under \$5000 to the State of Florida, Political Subdivisions, and Private Persons or Entities.* Surplus Property possessing commercial value, but the estimated commercial value of which is less than \$5,000, may be disposed of and sold to the State of Florida, Political Subdivisions, or Private Persons or Entities, without any formal notice, in the most suitable, appropriate, efficient, and cost-effective means as determined by the District's President and Chief Executive Officer, or his or her designee, in the reasonable exercise of their discretion and having consideration for the best interests of the District.
 - ii. *Surplus Property with Commercial Value Equal to or Above \$5000 but Less than the Spending Threshold to the State of Florida, Political Subdivisions, and Private Persons or Entities.* Surplus Property, the estimated commercial value of which is equal to or more than \$5,000 but less than the Spending Threshold, may be disposed of and sold to the State of Florida, Political Subdivisions, or Private Persons or Entities after providing publication of notice not less than one (1) week nor more than two (2) weeks prior to sale in a newspaper having a general circulation in Broward County.
 - iii. *Surplus Property with Commercial Value Equal to or Above the Spending Threshold to the State of Florida, Political Subdivisions, and Private Persons or Entities.* Surplus Property, the estimated commercial value of which is equal to or more than the Spending Threshold, may be disposed of and sold to the State of Florida, Political Subdivisions, or Private Persons or Entities after (i) publishing a notice of intent to dispose of such Surplus Property in a newspaper of general circulation in Broward County at least thirty (30) days in advance of the sale or disposition of the Surplus Property with such notice reasonably identifying the Surplus Property in question and informing any interested parties that the Board desires to

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dispose of the Surplus Property and seeks offers to buy thereon consistent with the notice requirements of Section 20 of the District's Charter; and (ii) providing an additional publication of notice not less than one (1) week nor more than two (2) weeks prior to sale or disposition in a newspaper of general circulation in Broward County.

5. *Method of Disposition of Surplus Property.* Following the classification of Property as Surplus Property and proper publication of notice as applicable, such Surplus Property shall be disposed of as follows:
 - a. *Method of Disposition of Surplus Property with no Commercial Value.*
 - i. *Destruction or Abandonment of Surplus Property with no Commercial Value.* Surplus Property possessing no commercial value may be lawfully destroyed or abandoned by the District in the most suitable, appropriate, efficient, and cost-effective means as determined by the District's President and Chief Executive Officer, or his or her designee, in the reasonable exercise of their discretion and having consideration for the best interests of the District.
 - ii. *Donation of Surplus Property with no Commercial Value.* Surplus Property possessing no commercial value may be donated to the State of Florida, a Political Subdivision, a Governmental Unit, or a Private Nonprofit Agency as provided herein; provided, however, that Surplus Property with any commercial value may not be donated to the State of Florida or a Political Subdivision, and Surplus Property with any or no commercial value may not be donated to any Private Persons or Entities.
 - b. *Method of Disposition of Surplus Property with Commercial Value to Governmental Units and Private Nonprofit Agencies.*
 - i. *Surplus Property with Commercial Value Below the Spending Threshold Sold or Donated to a Governmental Unit or Private Nonprofit Agency.* Surplus Property possessing commercial value, but the estimated commercial value of which is less than the Spending Threshold, may be offered by sale or donation to a Governmental Unit or Private Nonprofit Agency without Board approval as determined by the District's President and Chief Executive Officer, or his or her designee, within the reasonable exercise of their discretion and having consideration for the best interests of the District, and in accordance with § 274.05, Florida Statutes, as amended.
 - ii. *Surplus Property with Commercial Value Equal to or Above the Spending Threshold Sold to a Governmental Unit or Private Nonprofit Agency.* Surplus Property, the estimated commercial value of which is equal to or more than the Spending Threshold, may be offered by sale or donation to a Governmental Unit or Private Nonprofit Agency following approval by the Board and in accordance with § 274.05, Florida Statutes and Section 20 of the District's Charter, both as amended from time to time, after publication of notice consistent with the "Publication Notice for Disposition of Surplus Property" Section of this Policy.
 - iii. *Costs of Transfer Borne by the Receiving Governmental Units or Private Nonprofit Agencies.* The cost of transferring Surplus Property under this subsection shall always be borne and paid by the Governmental Unit or the Private Nonprofit Agency purchasing or receiving the donation of the Surplus Property.
 - c. *Method of Disposition of Surplus Property with Commercial Value to the State of Florida, Political Subdivisions, and Private Persons or Entities.*
 - i. *Surplus Property with Commercial Value Under \$5000 to the State of Florida, Political*

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Subdivisions, and Private Persons or Entities. Surplus Property possessing commercial value, but the estimated commercial value of which is less than \$5,000, may be sold to the State of Florida, Political Subdivisions, or Private Persons or Entities without Board approval in the most suitable, appropriate, efficient, and cost-effective means as determined by the District's President and Chief Executive Officer, or his or her designee, in the reasonable exercise of their discretion and having consideration for the best interests of the District.

- ii. *Surplus Property with Commercial Value Equal to or Above \$5000 to the State of Florida, Political Subdivisions, and Private Persons or Entities.* Surplus Property, the estimated commercial value of which is equal to or more than \$5,000 but less than the Spending Threshold, may be sold to the State of Florida, Political Subdivisions, or Private Persons or Entities without Board approval consistent with § 274.06, Florida Statutes, as amended, and shall be sold only to the highest responsible bidder by quote, sealed bid, or by public auction after publication of notice consistent with the "Publication Notice for Disposition of Surplus Property" Section of this Policy.
- iii. *Surplus Property with Commercial Value Equal to or Above the Spending Threshold to Private Persons or Entities.* Surplus Property, the estimated commercial value of which is equal to or more than the Spending Threshold, may be disposed of to the State of Florida, Political Subdivisions, or Private Persons or Entities consistent with § 274.06, Florida Statutes and Section 20 of the District's Charter, both as amended from time to time, following approval by the Board and shall be sold only to the highest responsible bidder, or by public auction after publication of notice consistent with the "Publication Notice for Disposition of Surplus Property" Section of this Policy.

6. Recordation of Surplus Property.

- a. *Recordation of Surplus Property Disposed of Under \$5000.* All Surplus Property with no commercial value or with an estimated commercial value less than \$5,000 shall be recorded by the Custodian in the manner prescribed and determined by the District's President and Chief Executive Officer, or his or her designee, within the reasonable exercise of their discretion and having consideration for the best interests of the District.
- b. *Recordation of Surplus Property Disposed of Equal to or Above \$5000.* All Surplus Property, the estimated commercial value of which is equal to or more than \$5,000, shall be recorded by the Custodian in the manner prescribed under § 274.02, Florida Statutes and Fla. Admin. Code R. 69I-73.001, *et seq.*, all as amended from time to time and any successive statute or regulation thereof.
- c. *Board Recordation.* In addition to the requirements for recording the disposition of Surplus Property with a commercial value equal to or more than \$5,000, the authority for the disposal of Property deemed by the Board as Surplus Property shall be recorded in the minutes of a regular meeting or special meeting of the Board called for that purpose. The form and method by which the disposal shall be by resolution adopted during a regular or special meeting of the Board.

7. Consistency with Florida Law. In all circumstances, the disposition of Surplus Property shall be consistent with ch. 274, Florida Statutes and Section 20 of the District's Charter, all as amended from time to time and then in effect. The above-mentioned Policy shall be read consistent with the foregoing laws and to the extent the above-mentioned Policy conflicts with or otherwise modifies the foregoing laws, the foregoing laws shall control as if fully set forth herein.

8. The foregoing procedure shall be codified within Chapter 6 of the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

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9. This Resolution is effective immediately upon its ratification by the Board.
10. This Resolution hereby supersedes, amends, replaces, and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 17th day of November, 2021.

Time Adopted 5:48 PM

APPROVED

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Resolution FY22-09

Resolution Authorizing Credit Enhancement Devices

WHEREAS, North Broward Hospital District (the “District”), a special district as defined under § 189.012(6), Florida Statutes, was established in 1951 by virtue of authority granted by the Florida Legislature under ch. 27438, Laws of Florida, as recodified in ch. 2006-347, Laws of Florida, as amended (the “Charter”);

WHEREAS, the District is governed by a seven-member governing board appointed by the Governor of Florida (the “Board”), which is responsible for the oversight of the District’s hospitals, facilities, and operations;

WHEREAS, the District frequently enters into agreements with other parties to ensure the continuity of the District’s operations;

WHEREAS, certain agreements require the District to secure credit enhancement devices to ensure that demands for payment are honored upon default or failure to meet obligations;

WHEREAS, Section 9(10) of the Charter authorizes the District “to enter into agreements providing for the issuance, payment, and securing of letters of credit, insurance, or any other credit enhancement device with any financial institution, as the [Board] may determine, to further secure any of its indebtedness”;

WHEREAS, in accordance with the dictates of the Charter, the Board wishes to establish a policy which governs the District when the need arises for the District to secure such credit enhancement devices; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

11. Subject to state and federal law and the District’s Charter, the Board hereby authorizes the District, without further Board approval, in each instance, to enter into contracts, agreements, and other binding instruments equal to or below the Spending Threshold—as such term is defined under the Board’s Procurement Policy entitled Threshold Categories of the Procurement Code, as amended from time to time and then in effect—to secure: surety bonds with a surety company qualified to do business in the State of Florida; irrevocable or standby letters of credit issued by a financial institution or with a similarly situated professional third party; guarantee agreements secured by a certificate of deposit in a financial institution; or any other surety, guaranty, or credit enhancement device with an independent third party that is qualified under the laws of the State of Florida to honor demands for payment to another party upon the default or failure of the District to meet its obligations under a contract or other agreement.
12. The District’s President and Chief Executive Officer (the “CEO”) and those officers authorized under section XVI.A.2. of the District’s Master Procurement Code, as well as such other officers of the District delegated such authority by the CEO or Board from time

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to time (collectively, the “Designated Officers”), are hereby authorized and empowered, in the name of, and on behalf of, the District, to take, or cause to be taken, any and all such further acts, deeds, and matters, to pay such fees and expenses, and to execute, file and, deliver, or cause to be filed and delivered, all such registrations, certifications, forms, notices, agreements, contracts, documents, and instruments, in each case, in such form and terms as the CEO may approve and as may be deemed necessary or appropriate in order to fully carry out the purposes and intent of the foregoing (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore taken by the CEO and Designated Officers in connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed, and approved in all respects as the act and deed of the District.

13. The aforementioned policies shall be codified as Section 6 of the Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.
14. This Resolution and the authority hereby conferred shall take effect immediately and remain in full force and effect unless and until the Board, via resolution, revokes or modifies any or all of the foregoing authority.
15. Except as otherwise provided herein, bestowed expressly or inherently to the District or the CEO under Florida law or by the District’s Charter, or any authority previously granted or delegated by the Board pertaining to credit enhancement devices, all other powers of the Board regarding the District’s indebtedness is hereby reserved to the Board.
16. This Resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 17th day of November, 2021.

Time Adopted 5:48 PM

Resolution FY22-11

Resolution Adopting an Unfunded Nonqualified Deferred Compensation Plan

WHEREAS, North Broward Hospital District (the "District"), a special district as defined under § 189.012(6), Florida Statutes, was established in 1951 by virtue of authority granted by the Florida Legislature under ch. 27438, Laws of Florida, as recodified in ch. 2006-347, Laws of Florida, as amended (the "Charter");

WHEREAS, the District is governed by the seven-member Board of Commissioners of North Broward Hospital District (the "Board") who are all appointed by the Governor of the State of Florida;

WHEREAS, section 19 of the Charter authorizes and empowers the Board to establish and create by resolution an employees' pension, annuity, and retirement plan for any and all groups of officers and employees employed by the District and qualifying for such plan, and to pay all of such portions of the cost of any such employees' pension, annuity, and retirement plan as the Board thereby determines;

WHEREAS, section 457 of the Internal Revenue Code of 1986 (the "Code") contemplates the establishment of nonqualified, unfunded deferred compensation plans for employees of local governments and tax-exempt entities;

WHEREAS, the Board wishes to establish, as of July 1, 2021, a nonqualified, unfunded deferred compensation plan under section 457(f) of the Code (an ineligible deferred compensation plan) for the benefit of a select group of senior management or other highly compensated employees (the "Plan");

WHEREAS, the Board wishes to establish a so-called "rabbi trust" in accordance with the Internal Revenue Service's Revenue Procedure 92-64, 1992-2 C.B. 422, which serves as a safe harbor against the constructive receipt of income and the realization of economic benefit solely on account of the adoption or maintenance of the trust (the "Trust");

WHEREAS, the Board wishes to enter into a written nonqualified deferred compensation plan trust agreement between the District and Fidelity Management Trust Company and to appoint Fidelity Management Trust Company as trustee of the Plan to administer the plan in accordance with section 457(f) of the Code and the Internal Revenue Service's Revenue Procedure 92-64, 1992-2 C.B. 422;

WHEREAS, the Trust shall constitute an unfunded arrangement and shall not affect the status of the Plan as an unfunded plan maintained for the purpose of providing deferred compensation for a select group of management or highly compensated employees;

WHEREAS, it is the intention of the Board that the District make contributions to the Trust to provide the Trust with a source of funds to assist in the meeting of its liabilities under the Plan, and the assets of the Trust shall be held therein, subject to the claims of the District's creditors in the event of the District's insolvency, until paid to Plan participants and their beneficiaries in the manner and at the times specified in the Plan; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Plan is hereby established as a nonqualified, unfunded deferred compensation plan under section 457(f) of the Code for the benefit of a select group of senior management or other highly compensated

employees as determined and modified from time to time by Broward Health's Human Resources Department and the President and Chief Executive Officer of Broward Health ("CEO") to be effective as of July 1, 2021.

2. Fidelity Management Trust Company is hereby appointed as trustee of the Plan to administer the Trust consistent with section 457(f) of the Code, the Internal Revenue Service's Revenue Procedure 92-64, 1992-2 C.B. 422, and other applicable state and federal laws, all as may be amended from time to time or any successor thereof.
3. The District is hereby authorized and empowered to enter into a trust agreement and any future agreements or amendments thereto between the District and Fidelity Management Trust Company which establishes the Trust and the administration and terms thereof, in such form as may be acceptable to the CEO and the District's Office of the General Counsel.
4. The District is hereby authorized and empowered to make contributions to the Trust to provide the Trust with a source of funds to assist the Trust in meeting its liabilities under the Plan.
5. The assets of the Trust shall be held therein until paid to Plan participants and their beneficiaries in the manner and at the times specified in the Plan, subject to the claims of the District's creditors in the event of the District's insolvency.
6. The CEO, as well as other officers and employees of the District further delegated such authority by the CEO (the "Designated Officers"), are hereby authorized and empowered in the name of, and on behalf of, the District, to take, or cause to be taken, any and all such further acts, deeds, and matters, to pay such fees and expenses, and to execute, file and, deliver, or cause to be filed and delivered, all such registrations, certifications, forms, notices, agreements, contracts, documents, and instruments, in each case, in such form and terms as the CEO may approve and as may be deemed necessary or appropriate in order to fully carry out the purposes and intent of the foregoing (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore or hereafter taken by the CEO and Designated Officers in connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed, and approved in all respects as the act and deed of the District.
7. This Resolution and the authority hereby conferred shall take effect immediately upon the Board's ratification.
8. The undersigned authorized representatives of the District hereby certify that this Resolution is duly adopted by the Board and that such Resolution has not been amended or rescinded as of the date executed.
9. This Resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this 17th day of November, 2021.

Time Adopted 5:48 PM

By: Stacy Angier
Stacy Angier, Chair
North Broward Hospital District

By: [Signature]
Christopher Pernicano, Secretary/Treasurer
North Broward Hospital District

ATTEST:

North Broward Hospital District Board of Commissioners
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, FL 33309

Resolution FY22-12

Inducement Resolution of the North Broward Hospital District Declaring its Official Intent to Issue Future Revenue Bonds and Use the Proceeds for Reimbursement of Certain Expenditures for the Cost of Capital Improvements and other Related Purposes

WHEREAS, North Broward Hospital District (the “District”), a special district as defined under § 189.012(6), Florida Statutes, was established by the Florida legislature in 1951 under ch. 27438, Laws of Florida, as recodified in ch. 2006-347, Laws of Florida, as amended (the “District’s Charter”);

WHEREAS, the District is empowered to issue revenue bonds under the laws of the State of Florida, including, without limitation, § 189.051, Florida Statutes and sections 9 and 10 of the District’s Charter;

WHEREAS, the District has incurred and will continue to incur certain costs in relation to the acquisition, construction, renovation, and equipping of its health care facilities as part of its capital improvement program;

WHEREAS, in order to finance the cost of the acquisition, construction, renovation, and equipping of the District’s health care facilities, the District intends to issue revenue bonds or notes in one or more series, in an estimated maximum principal amount not to exceed \$350,000,000.00 (the “Bonds”);

WHEREAS, such declaration is required pursuant to Treas. Reg. § 1.150-2(d)-(e) (as codified in 26 C.F.R. § 1.150-2(d)-(e)) and certain other federal regulations in order for the District to reimburse itself from the proceeds of the Bonds for capital expenditures it may make with respect to the acquisition, construction, renovation, and equipping of the District’s health care facilities prior to the issuance of the Bonds; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

26. The District hereby expresses its official intent to issue Bonds to reimburse various costs and expenditures relating to the acquisition, construction, renovation, and equipping of the District’s health care facilities as part of the District’s capital improvement program, as more particularly described in Exhibit A attached hereto and incorporated herein by reference, all of which costs and expenditures represent “original expenditures” as such term is defined in Treas. Reg. § 1.150-2(c). It is reasonably expected that reimbursement of such original expenditures shall come from the issuance of tax exempt debt which is not expected to exceed an estimated maximum principal amount of \$350,000,000.00.

27. Such original expenditures are to be paid from available funds in the District’s general revenue or

MINUTES

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capital funds.

- 28.** It is the intent of this Resolution to meet the requirements of, and this Resolution shall constitute a declaration of, “official intent” by the District regarding the issuance of the Bonds within the meaning of Treasury Regulation § 1.150-2.

DULY ADOPTED this 17th day of November, 2021.

Time Adopted 5:48 PM

APPROVED

MINUTES

North Broward Hospital District Board of Commissioners
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, FL 33309

EXHIBIT A

The Project is for the acquisition, construction, renovation, and equipping of various capital improvements to or for the District's health care and related facilities previously approved or to be approved by the Board of Commissioners of North Broward Hospital District as part of the District's capital improvement program including, without limitation, the following projects:

CAPITAL PROJECT	LOCATION
Engineering, construction, and equipping of a hospital and a parking structure.	Broward County, FL
Replacement of a Water Chiller/Cooling Tower	Broward Health Medical Center
Renovation Inpatient Radiology Mitigation	Broward Health Medical Center
Design, construction, and equipping of a Cardiac Cath Lab within the hospital	Broward Health North
Design, construction, and equipping of a Cardiac Cath Lab within the hospital	Broward Health Coral Springs
System-wide Bed Replacement	All locations
Physiological Monitoring Biomed Equipment Upgrade	All locations
Design, construction, and equipping of Pharmacy	All locations
Replacement of Biomed Anesthesia Equipment	All locations
IT Network Update	All locations
Air Handler (Heat Wheel) Replacement	Broward Health North
Food and Nutrition Department Equipment Replacement	All locations
Construction and Equipment Replacement for Patient Vital Sign Monitors	All locations
4-Steam Boiler Replacement	Broward Health Imperial Point
Anesthesia Module/Biomed	All locations
Cooling Tower, Chiller, Water Pump Replacement	1608 SE 3 rd Ave, Fort Lauderdale
Radiology Equipment Replacement	All locations
Elevator Project/Modernization	1608 SE 3rd Ave, Fort Lauderdale
Other capital improvements, renovations, and equipment-related upgrades and purchases throughout the District's facilities.	All locations