

**MINUTES
BOARD OF MANAGERS
NUECES COUNTY HOSPITAL DISTRICT
SPECIAL SESSION**

August 26, 2014

The Nueces County Hospital District Board of Managers met in **SPECIAL SESSION** in the NCHD Board Room at 555 N. Carancahua, Suite 950-A, Tuesday, August 26, 2014 at 6:00 p.m., Corpus Christi, TX.

HOSPITAL DISTRICT REPRESENTATIVES:

Jonny F. Hipp, Administrator/CEO
Dena B. Bruni, Assistant Administrator, Administrative Services
Donna Littlefield, Director, Accounting & Finance
Belinda H. Persohn, Chief Administrative Services, Nueces County
Laura G. Jimenez, Nueces County Attorney
Sara G. Lopez, Administrative Specialist
Carmen H. Ramos, Administrative Assistant

OTHER(S) PRESENT:

Gary Eiland, Attorney, King & Spalding, LLP, Houston, TX
Adam Robison, Attorney, King & Spalding, LLP, Houston, TX
John A. Michael, P.E., Naismith Engineering, Inc.
John L. Michael, Public Visitor
Osbert Blow, M.D., E.R., Christus Spohn Hospital - Memorial
Katy Kiser, Manager of Marketing & Communications, Christus Spohn Health System Corp.
Michelle M. Treviño, Exec. Dir. of Marketing, Christus Spohn Health System Corp.
Dave Hendricks, Reporter, Caller Times
Ben Donnell, Attorney, Donnell Abernathy & Kieschnick Law Firm
Estela Chapa, Executive VP/COO, Christus Spohn Health System Corp.
Pamela L. Brower, Chief Financial Officer, Christus Spohn Health System Corp.
Pam Robertson, President/CEO, Christus Spohn Health System Corp.
David Engel, Member, Board of Directors, Christus Spohn Health System Corp.
Servando Caballero, Public Visitor

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1. **Call to Order** - Mr. Huseman, Chairman
The meeting was called to order by Mr. Huseman at 6:20 p.m.
 2. **Establishment of Quorum** - Mr. Huseman
A quorum was present with all members in attendance.

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Van Huseman, Chairman - PRESENT
Claude "Cal" Jennings, Vice Chair - PRESENT
Raymond F. Wetegrove, Member - PRESENT
Rodney J. Hart, Member - PRESENT
Dan Winship, Member - PRESENT
Irma Caballero, Member - PRESENT
Robert N. Corrigan, Jr., Member - PRESENT

3. PUBLIC COMMENT

Persons wishing to comment must sign-in on the "Agenda Item Request to Speak" form provided at the entrance of the Board meeting room at five (5) minutes prior to commencement of the Board meeting. See the "Public Comment" section fo the preceding General Information page for additional Public Comment-related information; commenters shall limit their comments to three (3) minutes.

None requested.

4. REGULAR AGENDA:

A. Finance Committee:

On motion by Mr. Wetegrove, seconded by Mr. Corrigan, the Board of Managers adopted resolutions and ratified Letter of Agreement with CSHS Member Allocation Percentage Section 7.03(a): 4.2, 4.3, 4.3 & 4.5: a), b) & c)

1) Announce meeting schedule for Calendar Year 2015 Board of Managers and Board Committee meetings - INFORMATION

Mr. Hipp presented and Board of Managers accepted the Calendar Year 2015 meeting schedule. Copy of Calendar Year 2015 meeting schedule for Board of Managers and Board Committee meetings is attached hereto for information and made a part of these minutes.

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- 2) Adopt Board of Managers Resolution authorizing fiscal year-end fund balance transfers from the General Fund to the Indigent Care Fund - ACTION
Original executed resolution relating to fiscal year-end fund balance transfers from the General Fund to the Indigent Care Fund is attached hereto and made a part of these minutes.
- 3) Adopt Board of Managers Resolution committing a portion of the September 30, 2014 General Fund balance to the subsequent fiscal year for unpaid Texas Healthcare Transformation and Quality Improvement Program 1115 Waiver intergovernmental transfers - ACTION
Original executed resolution committing a portion of the September 30, 2014 General Fund balance to the subsequent fiscal year for unpaid Texas Healthcare Transformation and Quality Improvement Program 1115 Waiver intergovernmental transfers is attached hereto and made a part of these minutes.
- 4) Ratify Letter Agreement pertaining to the Christus Spohn Health System Corporation Membership Agreement-related annual Members Revenue Allocation Percentage for the period October 1, 2014 - September 30, 2015; Allocation Percentage established pursuant to Membership Agreement, Section 7.03(a) - ACTION
Copy of ratified Letter Agreement pertaining to the Christus Spohn Health System Corporation Membership Agreement relating to annual members Revenue Allocation Percentage for the period of October 1, 2014 - September 30, 2015; Allocation Percentage established pursuant to Membership Agreement, Section 7.03(a).
- 5) Adopt Board of Managers Resolutions relating to approval of the Fiscal year 2015 Annual Budget for the fiscal period October 1, 2014 - September 30, 2015:
 - a) Adopt Resolution approving supplemental funding in the Annual Budget for the Behavioral Health Center of Nueces County (formerly Nueces County Mental Health and Mental Retardation Community Center) and approving related matters:

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- b) Adopt Resolution approving funding in the Annual Budget for certain Nueces County-related healthcare expenditures and approving related matters; and
- c) Adopt Resolution approving Fiscal Year 2015 Annual Budget for fiscal period October 1, 2014 - September 30, 2015; approval pursuant to Texas Health and Safety Code, §281.091(b); and Annual Budget comprised of: **ACTION**
 - (1) Operating Budget; and
 - (2) Capital Budget.

Original executed resolutions and Exhibits as applicable are attached hereto and made a part of these minutes. Copy of the memorandum relating to the Operating and Capital Budgets for Fiscal Year 2015 highlighting revenues and expenses and Nueces County Hospital District Operating Budget FY 2014-2015 are attached hereto and made a part of these minutes.

B. Hospital District-Owned Real Property:

- 1) Receive update on progress of negotiations with CHRISTUS Spohn Health System Corporation about proposed material alteration of Hospital District-owned real property formerly known as Memorial Medical Center located at 2606 Hospital Boulevard, Corpus Christi, Texas; material alteration to include construction of a new ambulatory health center and then demolition of Memorial Medical Center; and discuss related matters - **INFORMATION**
This agenda item was discussed in executive closed session.

EXECUTIVE CLOSED SESSION

The Board of Managers entered into executively closed session at approximately 6:32 p.m., to discuss and/or deliberate on the following agenda item(s): 5.A. 1-4.

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5. CLOSED MEETING - See the "Closed Meeting" section of the preceding General Information page for additional Closed Meeting-related information.
- A. Consult with Hospital District attorneys to seek legal advice on legal matters pursuant to Open Meetings Act, Texas Government Code, §551.071(2):
- 1) Matters related to CHRISTUS Spohn Health System Corporation Membership Agreement relating to proposed material alteration of Hospital District-owned real property formerly known as Memorial Medical Center located at 2606 Hospital Boulevard, Corpus Christi, Texas; and related legal matters;
 - 2) Matters related to pending negotiations with CHRISTUS Spohn Health System Corporation about proposed material alterations of Hospital District-owned real property formerly known as Memorial Medical Center located at 2606 Hospital Boulevard, Corpus Christi, Texas;
 - 3) Matters relating to proposal to replace Hospital District-owned real property formerly known as Memorial Medical Center located at 2606 Hospital Boulevard, Corpus Christi, Texas with a new ambulatory health center and then demolishing Memorial Medical Center, including matters relating to ownership, demolition, consent to demolition, procedural steps relating to demolition; and related legal matters; and
 - 4) Matters relating to encumbrances, easements, and/or restrictions associated with Hospital District-owned real property located at or adjacent to 2606 Hospital Boulevard, Corpus Christi, Texas; and related legal matters.

Members of the Board of Managers, Administrator Jonny F. Hipp, Attorneys Wm. DeWitt Alsup, Gary Eiland, and Adam Robison, Chief Administrator Nueces County Belinda H. Persohn, Assistant Administrator Dena B. Bruni, Director of Accounting and Finance Donna Littlefield remained for the executive closed session.

The Board of Managers ended its executively closed session at approximately 7:45 p.m.

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6. OPEN MEETING:

- A. Discuss final actions, decision, or vote on matters deliberated in Closed Meeting.
(Action as Needed)
There was no action taken in open session relating to agenda items discussed in closed session.

7. Adjourn

There being no further business, and on motion by Mr. Jennings, seconded by Mr. Wetegrove, the meeting adjourned at 7:55 p.m.

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PRESIDING OFFICER:

Van Huseman, Chairman
Board of Managers
Nueces County Hospital District

ATTEST:

Jonny F. Hipp, Secretary
Board of Managers
Nueces County Hospital District

Wm. DeWitt Alsup, General Counsel
Nueces County Hospital District