

DRAFT

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

September 16, 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, Corpus Christi, TX on Tuesday, September 16, 2014 at 6:00 p.m.

HOSPITAL DISTRICT REPRESENTATIVES:

Jonny F. Hipp, Administrator/CEO
Dena B. Bruni, Assistant Administrator, Administrative Services
Donna Littlefield, Director Accounting & Finance
Wm. DeWitt Alsup, Attorney, Alsup Law Firm
Catherine Heller, Assistant County Attorney
Sara G. Lopez, Administrative Specialist
Carmen H. Ramos, Administrative Assistant

OTHER(S) PRESENT:

Adam Robison, Attorney, King & Spalding, LLP, Houston, TX
Katy Kiser, Manager of Marketing & Communications, Christus Spohn Health System Corp.
Michelle M. Treviño, Exec. Dir. of Marketing, Christus Spohn Health System Corp.
Estela Chapa, Excc. VP/COO, Christus Spohn Health System Corp.
Pam Brower, CFO, Christus Spohn Health System Corp.
Kelly Elkins, Staff, Christus Spohn Health System Corp.
Jen Vogt, Christus Spohn Health System Corp.
Holden Rowe, Westside Business Association
Al Jones, Christus Spohn Health System Corp.
Angela Leal, Westside Business Association
Karen Urban, Public
Servando Caballero, Public

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- I. **Call to Order** - Mr. Huseman, Chairman
The meeting was called to order by Mr. Huseman at 6:07 p.m.

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2. **Establishment of Quorum** - Mr. Huseman
A quorum was present with six members in attendance.

Van Huseman, Chairman - PRESENT
Claude "Cal" Jennings, Vice Chair - PRESENT
Rodney J. Hart, Member - PRESENT
Irma Caballero, Member - PRESENT
Robert N. Corrigan, Jr., Member - PRESENT
Raymond F. Wetegrove, 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 least five (5) minutes prior to commencement of the Board meeting. See the "Public Comment" section of the preceding General Information page for additional Public comment-related information; commenters shall limit their comments to three (3) minutes.

Original Request to Speak in public session sign-in sheet and sign-in showing individual(s) in attendance is attached hereto for information and a part of these minutes.

Angela Leal of the Westside Business Association shared the following:

"The Westside Business Association now in it's 35th year has a long history of promoting economic and educational development and the cultural history of Corpus Christi with emphasis on the Westside. We stood before you last month and petitioned to delay negotiations for six months and this Board accepted the petition, and instead accelerated actions to finalize the Spohn deal. Throughout the years, the Westside Business Association has succeeded in fulfilling its purpose and ha continued to surpass its commitment to help improve the Westside community of Corpus Christi. Since 1979, when the Westside Business Association formed to address concerns that the construction of the Crosstown Expressway would by-pass the businesses located in the Westside of Corpus Christi and through their efforts that resulted in having the Agnes/Laredo exit created and success in securing \$8.9M from the state of Texas for a crossover to be build. To-today, WBA stands with other community organizations and concerned citizens in coalition to petition and to push back against the Nueces County Commissioners and the Hospital District's decision to accept the Christus Spohn plan to demolish Memorial Hospital."

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4. SPECIAL AGENDA:

- A. Adopt a Board of Managers Resolution ordering the closure of Hospital District-owned hospital presently known as Christus Spohn Hospital Corpus Christi-Memorial (formerly known as Memorial Medical Center) located at 2606 Hospital Boulevard, Corpus Christi, Texas, followed by subsequent demolition of said hospital - ACTION

Motion by Mr. Jennings, seconded by Mr. Corrigan, the Board of Managers adopted a Resolution ordering the closure of Hospital District-owned hospital presently know as Christus Spohn Hospital Corpus Christi - Memorial (formerly known as Memorial Medical Center) located at 2606 Hospital Boulevard, Corpus Christi, Texas followed by subsequent demolition of the hospital. **MOTION CARRIED.** Original executed Resolution is attached hereto and made a part of these minutes.

- B. Authorize Administrator to execute an amended and restated restrictive covenant relating to permitted uses of an 18.45 acre tract (current site of Christus Spohn Hospital Corpus Christi-Memorial formerly known as Memorial Medical Center located at 2606 Hospital Boulevard, Corpus Christi, Texas) deeded from the Baptist Foundation of Texas to Nueces County and City of Corpus Christi (as recorded in the Deed Records of Nueces County, Texas at Volume 291, Pages 193-195) and subsequently deeded to the Nueces County Hospital District (as recorded in the Deed Records of Nueces County, Texas at Volume 1282, Page 310) - ACTION

Motion by Mr. Jennings, seconded by Ms. Caballero, the Board of Managers voted to authorize the Administrator to execute an amended and restated restrictive covenant relating to the permitted uses of the 18.45 acre tract (current site of Christus Spohn Hospital Corpus Christi-Memorial formerly known as Memorial Medical Center located at 2606 Hospital Boulevard, Corpus Christi, Texas) deeded from the Baptist Foundation of Texas to Nueces County Hospital District and City of Corpus Christi (as recorded in the Deed Records of Nueces County, Texas at Volume 291, Page 193-195) and subsequently deeded to the Nueces County Hospital District (as recorded in the Deed Records of Nueces County, Texas at volume 1282, Page 310). **MOTION CARRIED.** An executed copy of **AMENDED AND RESTATED RESTRICTIVE COVENANT RELATING TO PERMITTED USES OF 18.45 ACRES** is attached hereto and made a part of these minutes.

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- C. Receive Standard & Poor's August 26, 2014 Ratings Direct report on Nueces County Hospital District's general obligation debt and affirmation of 'AA' long-term and underlying rating on the general obligation debt - INFORMATION

Mr. Hipp reported Standard & Poor's Rating Direct report was received and is pleased to announce and affirm the District's 'AA' bond rating. A brief discussion was held relating to the 2003 obligation bond debt scheduled to be paid off July 2015. Copy of Standard & Poor's Ratings Direct Report is attached hereto for information and made a part of these minutes.

- D. Adopt a Board of Managers Resolution authorizing the use of Memorial Medical Center Health Benefit Plan Trust funds for benefit of Hospital District employees for certain allowable trust benefit - ACTION

Motion by Mr. Wetegrove, seconded by Mr. Jennings, the Board of Managers adopted a Resolution authorizing the use of Memorial Medical Center Health Benefit Plan Trust funds for the benefit of Hospital District employees for certain allowable trust benefits. **MOTION CARRIED.** Original executed resolution is attached hereto and made a part of these minutes.

- E. Authorize Administrator to execute an agreement with the Texas Health & Human Services Commission relating to reimbursement for Anchor Administrative Services provided by the Hospital District under the Texas Transformation and Quality Improvement Program Medicaid 1115 Waiver - ACTION

Motion by Mr. Wetegrove, seconded by Mr. Jennings, the Board of Managers adopted a resolution authorizing the Administrator to execute an agreement with the Texas Health & Human Services Commission relating to the reimbursement for Anchor Administrative Services provided by the Nueces County Hospital District under the Texas Transformation and Quality Improvement Program Medicaid 1115 Waiver. **MOTION CARRIED.** Original/copy of executed Agreement Between The Health & Human Services Commission and Anchor Entity RHP 4 and its "A", "B", & "C" are attached hereto and made a part of these minutes.

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F. Ratify Amendment to Nueces County Correctional Facilities Health Services Agreement between Nueces County, Nueces County Hospital District, and Napcare, Inc; Amendment effective December 1, 2014 through November 30, 2015 - ACTION

Motion by Mr. Wetegrove, seconded by Mr. Jennings, the Board of Managers ratified the Amendment to the Nueces County Correctional Facilities Health Services Agreement by and between Nueces County, Nueces County Hospital District and Napcare, Inc.as submitted. Effective date of ratified Amendment December 1, 2014 through November 30, 2015. **MOTION CARRIED.** Copy of executed Amendment is attached hereto and made a part of these minutes.

5. ADJOURN

There being no further business, and on motion by Mr. Wetegrove, seconded by Mr. Corrigan, the meeting adjourned at 6:36 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