

**DRAFT AGENDA
BOARD OF DIRECTORS MEETING - REGULAR MEETING
NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
APRIL 6, 2020
NO EARLIER THAN 11:00 A.M.,
VIA TELEPHONE CONFERENCE**

The Dial-in: 1-888-325-3989

The Passcode: 393273#

CALL TO ORDER

- I. Explanation of Procedure for conducting Telephonic Meeting
- II. Moment of Silence
- III. PMC's Vision – *Healing Families – Healing Communities*
- IV. Approval of Agenda
- V. Executive Session
- VI. Review and Approval of Minutes (February 3, 2020)
- VII. Open Forum for PMC Physicians
- VIII. Public Comments
- IX. Unfinished Business
- X. New Business

A. Resolution Authorizing Short Term Borrowing

MOTION: TO APPROVE THE RESOLUTION OF THE BOARD OF DIRECTORS OF NORTH BREVARD COUNTY HOSPITAL DISTRICT IN LIGHT OF THE STATE OF EMERGENCY DECLARED BY GOVERNOR DESANTIS AS A RESULT OF COVID-19; AUTHORIZING SHORT-TERM BORROWING ON AN EMERGENCY BASIS IN THE FORM OF A REVOLVING LINE OF CREDIT WITH REGIONS BANK, AN ALABAMA BANKING CORPORATION; DESIGNATING AUTHORIZED SIGNERS FOR REVOLVING LINE OF CREDIT DOCUMENTS.

- XI. Other
- XII. Closing Remarks – Chairman
- XIII. Open Forum for Public

BOARD OF DIRECTORS MEETING

APRIL 6, 2020

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ADJOURNMENT

NOTE: IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE BOARD WITH RESPECT TO ANY MATTER CONSIDERED AT THIS MEETING, HE/SHE WILL NEED A RECORD OF PROCEEDINGS AND, FOR SUCH PURPOSES, MAY NEED TO ENSURE A VERBATIM RECORD OF THE PROCEEDINGS IS MADE AND THAT THE RECORD INCLUDES TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.

PERSONS WITH A DISABILITY WHO NEED A SPECIAL ACCOMMODATION TO PARTICIPATE IN THIS PROCEEDING SHOULD CONTACT THE ADMINISTRATIVE OFFICES AT 951 NORTH WASHINGTON AVENUE, TITUSVILLE, FLORIDA 32796, AT LEAST FORTY-EIGHT (48) HOURS PRIOR TO THE MEETING. FOR INFORMATION CALL (321) 268-6110.

THIS NOTICE WILL FURTHER SERVE TO INFORM THE PUBLIC THAT MEMBERS OF THE BOARD OF DIRECTORS OF NORTH BREVARD MEDICAL SUPPORT, INC. MAY BE IN ATTENDANCE AND MAY PARTICIPATE IN DISCUSSIONS OF MATTERS BEFORE THE NORTH BREVARD COUNTY HOSPITAL DISTRICT BOARD OF DIRECTORS. TO THE EXTENT OF SUCH DISCUSSIONS, A JOINT PUBLIC MEETING OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT AND NORTH BREVARD MEDICAL

**NORTH BREVARD COUNTY HOSPITAL DISTRICT
OPERATING
PARRISH MEDICAL CENTER
BOARD OF DIRECTORS – REGULAR MEETING**

A regular meeting of the Board of Directors of the North Brevard County Hospital District operating Parrish Medical Center was held on February 3, 2020 in Conference Room 2/3/4/5, First Floor. The following members were present:

Herman A. Cole, Jr., Chairman
Stan Retz
Billie Fitzgerald
Robert L. Jordan, Jr., C.M.
Maureen Rupe
Peggy Crooks
Elizabeth Galfo, M.D.

Member(s) Absent:

Jerry Noffel (excused)
Ashok Shah, M.D (excused)

A copy of the attendance roster of others present during the meeting is appended to the file copy of these minutes.

CALL TO ORDER

Mr. Cole called the meeting to order at 4:40 p.m.

PLEDGE OF ALLEGIANCE

Mr. Cole led the Board of Directors, staff and public in reciting the Pledge of Allegiance.

PMC'S VISION – *Healing Families – Healing Communities*®

Mr. Cole led the Board of Directors, staff and public in reciting PMC's Vision – *Healing Families – Healing Communities*®.

APPROVAL OF AGENDA

Mr. Cole asked for approval of the agenda in the packet. Discussion ensued and the following motion was made by Dr. Galfo, seconded by Mr. Jordan and approved (7 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO APPROVE THE AGENDA AS PRESENTED.

REVIEW AND APPROVAL OF MINUTES

Discussion ensued and the following motion was made by Mr. Jordan, seconded by Ms. Crooks and approved (7 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO APPROVE THE MINUTES OF THE DECEMBER 2, 2019 REGUALR MEETING, AS PRESENTED.

RECOGNITIONS

There were no recognitions.

OPEN FORUM FOR PMC PHYSICIANS

There were no physician comments.

PUBLIC COMMENTS

There were no public comments.

UNFINISHED BUSINESS

There was no unfinished business.

NEW BUSINESS

Discussion ensued and the following motion was made by Mr. Jordan, seconded by Ms. Crooks, and approved (7 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO RECOMMEND THE BOARD OF DIRECTORS APPROVE THE 2020 BOARD OF DIRECTOR COMMITTEE ROSTER, AS PRESENTED.

Discussion ensued and the following motion was made by Ms. Crooks, seconded by Mr. Jordan, and approved (7 ayes, 0 nays, 0 abstentions).

ACTION TAKEN: MOTION TO RECOMMEND THE BOARD OF DIRECTORS APPROVE THE ORGAN, TISSUE, AND EYE DONATION POLICY, AS PRESENTED.

MEDICAL STAFF REPORT RECOMMENDATIONS/ANNOUNCEMENTS

Resignations – **For Information Only**

1. Emmett Mosley, MD

PUBLIC COMMENTS

There were no public comments regarding the revised consent agenda.

CONSENT AGENDA

Discussion ensued regarding the consent agenda, and the following motion was made by Ms. Crooks, seconded by Mr. Jordan and approved (7 ayes, 0 nays, 0 abstentions).

***ACTION TAKEN: MOTION TO APPROVE THE FOLLOWING REVISED
CONSENT AGENDA ITEMS:***

A. Finance

1. To recommend the Board of Directors to accept the Pension Plan Actuarial Valuation as of October 1, 2019
2. To recommend the Board of Directors approve the transition in the investment management from Hancock Fund Manager to Wasatch Fund Manager for the small cap section of the Operation Portfolio.

B. Executive

1. To recommend the Board of Directors approve the Community Health Needs Assessment Report, as presented.

COMMITTEE REPORTS

Quality Committee

Mr. Cole reported all items were covered during the meeting.

Budget and Finance Committee

Mr. Retz reported all items were covered during the meeting.

Executive Committee

Mr. Jordan reported all items were covered during the meeting.

Educational, Governmental and Community Relations Committee

Ms. Fitzgerald reported all items were covered during the meeting.

Planning, Physical Facilities and Properties Committee

Mr. Jordan reported the Planning Committee did not meet.

PROCESS AND QUALITY REPORT

No additional information was presented.

Hospital Attorney

Mr. Boyles noted that there are a number of bills pending that relate to healthcare, adding that he will update the Board as they progress.

OTHER

No other business was discussed.

CLOSING REMARKS

Mr. Cole invited everyone to attend the Rotary Club's Chili Cook-off on February 22, 2020 at 6:00 p.m.

OPEN FORUM FOR PUBLIC

No members of the public spoke.

ADJOURNMENT

There being no further business to discuss, the meeting adjourned at 4:45 p.m.

Herman A. Cole, Jr.
Chairman

MEMORANDUM

TO: George Mikitarian, President and Chief Executive Officer
FROM: Kent Bailey, Vice-President Finance
DATE: March 31, 2020
RE: \$7.5 million Line-of-Credit (LOC)

Adverse financial and cash flow impacts are expected from the Coronavirus (COVID-19) pandemic including:

1. Direct incremental costs – labor, supplies, interest costs, other
2. Reduced elective procedure volume
3. Increase in uncompensated care
4. Slowdown in payments as payors begin to deal with their ability to process claims
5. Uncertainty of funding under CARES Act

In anticipation of these factors and potential short-term liquidity needs, we are pursuing a \$7.5 million LOC. The proposed LOC is through Regions Bank.

The terms of the proposed LOC are as follows:

Available balance: \$7.5 million

Interest rate: One month LIBOR, plus 165 bps;
with a one month LIBOR floor of .75%

Effective rate today: 2.63938%

Term: 364 days

Origination fee: \$5,000 (one-time)

Non-use fee: 15 bps per annum, payable quarterly on unused balance
(cancelable upon termination of the LOC)

Secured under Parrish's existing master trust indenture

Attached to this memo is a Board Resolution, including a Term Sheet from Regions Bank for the proposed LOC.

Approval of the Resolution authorizing the LOC is requested.

RESOLUTION

A RESOLUTION OF THE BOARD OF DIRECTORS OF NORTH BREVARD COUNTY HOSPITAL DISTRICT IN LIGHT OF THE STATE OF EMERGENCY DECLARED BY GOVERNOR DESANTIS AS A RESULT OF COVID-19; AUTHORIZING SHORT-TERM BORROWING ON AN EMERGENCY BASIS IN THE FORM OF A REVOLVING LINE OF CREDIT WITH REGIONS BANK, AN ALABAMA BANKING CORPORATION; DESIGNATING AUTHORIZED SIGNERS FOR REVOLVING LINE OF CREDIT DOCUMENTS.

WHEREAS, the Board of Directors finds that the SARS-CoV-2, 2019 Novel Coronavirus (COVID-19) pandemic presents an immediate danger to the public health, safety, and welfare of the residents and constituents of the District; and

WHEREAS, the Board of Directors finds it to be in the best interests of the District to obtain additional funding availability in order to respond to the COVID-19 pandemic and to meet anticipated increased needs for healthcare services; and

WHEREAS, the Board of Directors desires to authorize appropriate executives or officers of the District to negotiate, execute and deliver appropriate loan agreements related to an additional line of credit;

NOW THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF NORTH BREVARD COUNTY HOSPITAL DISTRICT that:

1. State of Emergency. On March 9, 2020, Governor DeSantis issued Executive Order 20-52, declaring a state of emergency for the entire State of Florida as a result of COVID-19. In light of the declared emergency and the continuing spread of the COVID-19 virus, anticipated increased public health needs within the District as a result, and uncertainty in the credit markets, the Board of Directors finds it necessary and in the best interest of the District to take the actions set forth herein.
2. Authorization for Short Term Borrowing. The authorized signers designated herein, and other appropriate executives and officers of the District are hereby authorized on behalf of the District to establish a short term line of credit with Regions Bank in the amount of \$7,500,000 on the terms set forth in the letter attached hereto as Exhibit "A" (the "Short Term Line of Credit"). The authorized signers are hereby authorized, empowered and directed on behalf of the District, to negotiate, finalize, and execute any and all agreements, fee letters and instruments necessary to establish the Short Term Line of Credit consistent with the terms set forth in Exhibit "A."
3. Authorized Signers. George Mikitarian, President & Chief Executive Officer and Kent Bailey, Vice President of Finance of North Brevard County Hospital District are hereby authorized, empowered and directed to transact all business with respect to the Short Term Line of Credit and to execute and deliver, on behalf of the District all instruments, documents and agreements of any kind that may be required in connection therewith. The agreement by any authorized signer and his execution and delivery of any agreement, fee

letter and instrument related to the authorization provided herein shall constitute the agreement of the Board for all purposes of this Resolution.

THIS RESOLUTION IS APPROVED AND ADOPTED in a meeting of the Board of Directors of North Brevard County Hospital District held on the 6th day of April, 2020, via teleconference and/or video conference consistent with that certain Executive Order 20-69 issued by the Governor of Florida and applicable Florida law.

NORTH BREVARD COUNTY HOSPITAL DISTRICT

By: _____
Chairman

ATTEST:

Secretary

EXHIBIT A

Attached Term Letter from Regions Bank.



**Summary Quote of Terms and Conditions
Revolving Line of Credit
North Brevard County Hospital District Titusville, FL**

On behalf of the Regions Bank and Regions Healthcare Finance team, we are pleased to offer this summary of terms for a revolving line of credit for North Brevard County Hospital District . This presentation is for discussion purposes only and represents the terms under which we would seek to underwrite the proposed facility. Not a commitment to Lend.

Borrower:	North Brevard County Hospital District. (hereinafter the "Borrower" or "North Brevard")
Lender:	Regions Bank, an Alabama Banking Corporation ("Lender")
Loan Amount:	\$7,500,000.00
Security/ Collateral:	Secured by Note issued under North Brevard' Master Trust Indenture, on parity with other bondholders. Cross-defaulted with Borrower's current and future MTI obligations.
Purpose of Loan:	Revolving Line of Credit ("RLOC") to fund Borrower's short term working capital needs
Term:	364 days from Loan Closing Date
Repayment:	Interest payable monthly on outstanding balance; Principal due at maturity.
Pricing:	Variable rate of One Month LIBOR + 165 bps. Lender will have a One Month LIBOR Floor of .75%, to be finalized during underwriting.
Origination Fee:	\$5,000
Non-Use Fee:	15 basis points per annum, paid quarterly in arrears, on unused portion of RLOC
Documentation:	Documentation to be prepared by outside counsel and completed in form and content acceptable to Lender.
Covenants:	Consistent with existing MTI and Regions Financing Agreement: <ul style="list-style-type: none"> • MTI Min DSC: 1.10x, tested annually. • MTI Min DCOH: 55 days, tested -annually .

For discussion purposes only. The terms contained herein are not inclusive of all requirements that may be required by Lender and are subject to full underwriting due diligence and credit approval of Regions Bank.



		<ul style="list-style-type: none"> Regions Financing Agreement: Minimum 1.0x DSC required should Days Cash on Hand be less than 214 Days.
Deposit / Operating Accounts:		Borrower to maintain existing banking relationship with Regions Bank.
Financial Reporting for Borrower:		Financial Statement Reporting Requirements: <ul style="list-style-type: none"> Audited financial statements within 180 days of year-end Company-prepared statements within 45 days of quarter end for quarters 1-3 , and 60 days after fiscal year ending quarter. Compliance certificates concurrent with delivery of financial statements. Such other information regarding the business and financial operations as Lender may reasonably request.
Transaction Expenses:		The Borrower will be responsible for all reasonable, out-of-pocket costs associated with underwriting and closing of this transaction. Borrower will be required to pay all costs and expenses incurred in the closing of the transaction, whether ultimately closed or not, including, without limitation, reasonable legal fees including the fees of Bank's counsel.

Sincerely yours,

Amber Crosby
 Senior Vice President
 Direct (813) 415-4750
Amber.Crosby@Regions.com

North Brevard County Hospital
 District

By _____

Name: _____

Title: _____