



# ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY

## MEETING AGENDA October 23, 2018 4 p.m.

1. **Call to Order** and accept proof of publication of notice of meeting.
2. **Approve Minutes** of the meetings held on August 28, 2018 and September 25, 2018.
3. **Open Forum/Public Comment:** The Health Facilities Authority allows any person to speak regarding agenda items other than ministerial or information only matters. Speakers must complete the speaking request form prior to the start of the meeting. Each speaker or group representative is limited to three (3) minutes of speaking time. Speakers shall refrain from abusive or profane remarks, disruptive outbursts, protests, or other conduct which interferes with the orderly conduct of the meeting.
4. **Financial Matters:**
  - a. Adopt Resolution 2018-05 extending the term of Resolution 2017-05 establishing policies and procedures for financial operations to coincide with the extension of the contract with law firm Paula G. Drummond, P.L.
  - b. Ms. Drummond to present reports on operations for the period August 1 – September 30, 2018.
  - c. Adopt Resolution 2018-06 amending the fiscal year 2018 budget.
  - d. Adopt Resolution 2018-07 establishing updated policies for travel on Authority business matters.
  - e. Update on discussions with Saltmarsh, Cleaveland & Gund CPAs on their engagement to provide audit services for the audit of the Authority's fiscal year 2018 operations.
5. **Operations:**
  - a. Report on status of matters scheduled to be accomplished in September and to date.
  - b. Consider engagement of attorney Michael J. Stebbins as Authority General Counsel commencing January 1, 2019.
5. **Routine Authority Business:**
  - a. **SAVE THE DATE:** NAHEFFA Spring 2018 conference in Austin, Texas on Monday March 25 – Wednesday March 27, 2019. Travel day Sunday March 24, 2019.

**Next Scheduled Meeting of the Authority: November 27, 2018**

**ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY**  
**MEETING MINUTES**  
**August 28, 2018**  
**4:00 p.m.**

**Members Present:** Eugene Franklin  
Michael Kohler  
Linda Miragliotta  
Keith Bullock  
Jim Hall

**Others Present:** Paula Drummond, Executive Director  
Virginia Yeagle, Authority CPA

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**1. Call to Order and accept proof of publication of notice of meeting. Welcome returning Board Member Eugene Franklin who has been reappointed for a new term effective August 22, 2018 through August 21, 2022:** The meeting was called to order at 4 p.m. by Chairman Keith Bullock. All board members were present; also present were Paula Drummond, Administrator & General Counsel, and Virginia Yeagle, CPA. Attorney Michael Stebbins attended the meeting as an observer and did not participate. Chairman Bullock welcomed back board member Gene Franklin who was reappointed to his seat by the BCC at their August 16, 2018 meeting. Ms. Drummond advised Mr. Franklin took his oath of office prior to the meeting. Ms. Drummond advised notice of the meeting was published on the Authority website for the previous 2 months and appeared in the BCC weekly meeting notice published in the PNJ on August 25, 2018.

**2. Approve Minutes of the meeting held on June 26, 2018:** Motion was made by Ms. Miragliotta and seconded by Mr. Hall to approve the minutes as presented. Motion passed unanimously.

**3. Open Forum/Public Comment:** None.

**4. Financial Matters:**

**a. Update on the Authority representatives' presentation at the Board of County Commissioner's meeting on 8/2/18 regarding the Century Project, and approval of the Memorandum of Agreement for the financial contribution:** Ms. Drummond updated the Board on the events at the BCC meeting on August 2, 2018, including the Resolution adopted by the County commending the Authority on its generous contribution to Lakeview Center to expand their Century medical clinic, and the approval of the Memorandum of Agreement pertaining to the Authority's annual contribution to the County which is contingent upon the County providing an annual appropriation for the Council on Aging. She gave an overview of the presentation about the Century project which included a presentation by Ms. Smiley of Community Health Northwest while the architect's video of the project was played for the Commissioners. She indicated that Ms. Yeagle, Authority board members Franklin and Kohler attended, and Lakeview officers Xan Smith and Allison Hill also attended the BCC meeting. Ms. Drummond also advised she attended the Agenda Review session held by the Commissioners earlier in the day of August 2 to answer any questions regarding the two items pertaining to the Authority. She advised there were no questions and the Commissioners were very pleased to learn about the Century project. Ms. Drummond further advised the first annual contribution to the County would be forwarded on or before September 30, 2018.

Ms. Drummond advised the Authority she had received final confirmation of the costs for the Century project from Lakeview CFO Xan Smith. She indicated the total project cost was \$2,076,039. Of that amount Lakeview Center will contribute \$207,604 and the Authority's contribution will be \$1,868,435. The projected completion date for the project is December 14, 2018.

**b. Ms. Yeagle to present FY 2018 3<sup>rd</sup> Quarter financial statements for period April 1 – June 30, 2018:** Ms. Yeagle presented the 3<sup>rd</sup> Qtr. Financial statements and answered various questions from the board members. Motion was made by Mr. Hall and seconded by Mr. Franklin to accept the financial statements as presented. Motion passed unanimously.

**c. Ms. Drummond to present reports on operations for the period June 1 – July 31, 2018:** Ms. Drummond presented the financial reports which included the Profit & Loss Statement; Account Balances report; Transaction report; and FMV report for the Investment Account. Motion was made by Mr. Kohler and seconded by Ms. Miragliotta to approve the reports as presented. Motion passed unanimously.

**d. Adopt Budget for FY 2019; adopt Resolution 2018-03 approving the FY 2019 budget and other financial matters:** Ms. Yeagle presented the proposed budget for fiscal year 2019 and explained the basis for the amounts included for each line item. In response to questions from the Board Members she advised that the amounts proposed for the Non-Employee Services line item estimated the costs for these services during the fiscal year, including amounts proposed for item 5(b) on the agenda, and her 2019 contract. Ms. Drummond advised that the Resolution under consideration made provision for the budget to be amended as needed during the fiscal year as needed. Motion was made by Mr. Franklin and seconded by Mr. Hall to adopt Resolution 2018-03 approving the FY 2019 budget as presented. Motion passed unanimously.

**e. Authorization for Ms. Drummond and Ms. Yeagle to attend the GFOA workshop in Chicago on Investing Public Funds to comply with §218.45(14), F.S. and the Investment Policy related to annual continuing education:** Ms. Drummond explained that neither she nor Ms. Yeagle received notice from FGFOA or the Panhandle Chapter on the dates for the investment training seminars normally offered each year. She advised the only educational seminar available on that topic prior to December 31, 2018 was offered by the Government Finance Officers Association (GFOA) in Chicago on September 27 and 28, 2018. She requested approval for herself and Ms. Yeagle (if her scheduled allowed) to attend with expenses reimbursed, and provided an estimate of expenses at \$2,000 per person. Ms. Drummond indicated it would be of benefit for Ms. Yeagle to attend as she would be overseeing the Authority's investments in 2019. Motion was made Mr. Hall and seconded by Mr. Kohler to authorize them to attend the seminar with expenses reimbursed pursuant to the travel policy. Motion passed unanimously.

**f. Consider application for a grant from Loaves & Fishes Soup Kitchen, Inc. to cover all or a portion of the costs to repair their walk-in freezer, and the air conditioning system in their family shelter:** Ms. Drummond explained the grant application from Mr. Humphreys at Loaves & Fishes Soup Kitchen (L&F) in the amount of \$8,647. She outlined the email correspondence with Mr. Humphreys whereby she indicated to him the Authority might agree to a small grant because L&F did not use all of the funding that was available to them from the PPH grant program. She advised the Board that the amount still available to L&F from the PPH grant maximum of \$120,000 per applicant was approximately \$4,500. She referred the Board Members to the worksheets which showed the amounts funded and remaining from the PPH grant program, and the amounts remaining under the regular and mini-grant programs. There was discussion about the Authority's policy for the regular grant program which restricted grant recipients to one grant every three years (except for mini-grants). The consensus of the Board was they did not want to make any exceptions to the regular grant policy but still wished to assist the organization. After additional discussion, motion was made by Ms. Miragliotta and seconded by Mr. Kohler to provide Loaves & Fishes Soup Kitchen with a grant from the PPH program in an amount which would bring their total to \$120,000, and an additional mini-grant of \$2,500. Motion passed unanimously.

**g. Approve Third Addendum to Office Lease to extend term for three years October 1, 2018 – September 30, 2021:** Ms. Drummond explained the provisions of the Third Addendum to the office lease which is due to expire on September 30, 2018. She indicated Ms. Yeagle approved extending the lease as part of her commitment to taking over the administrative duties for the Authority on January 1, 2019, and securing the office space she needed for her private CPA practice. There was discussion about the fact that Ms. Yeagle would not continue to be obligated under the lease agreement if she and the Authority were not able to reach agreement on

her 2019 contract and she moved out of the office premises. Motion was made by Mr. Hall and seconded by Ms. Miragliotta to approve the Third Addendum to Lease Agreement as presented. Motion passed unanimously.

**5. Operations:**

**a. Election of Officers for fiscal year 2019; adopt Resolution 2018-04 designating the officers elected:** The Board Members discussed a slate of officers for the new fiscal year commencing October 1, 2018. Ms. Miragliotta volunteered to take the office of Secretary; Mr. Hall volunteered for Vice-Chairman and nominated Mr. Franklin as Chairman; Mr. Kohler volunteered as Assistant Secretary. Mr. Franklin agreed to serve as Chairman if elected. Motion was made by Mr. Hall and seconded by Ms. Miragliotta to accept the slate of officers as discussed and to adopt Resolution 2018-04 designating the officers for fiscal year 2019. Motion passed unanimously.

**b. Approve First Addendum to contracts with Paula G. Drummond, PL and Virginia L. Yeagle CPA PLLC extending the terms until December 31, 2018 and adjusting compensation, effective as of 9/1/18:** Ms. Drummond and Ms. Yeagle each outlined the provisions of the First Addendum related to their respective contracts, and explained in detail the basis for the requested increases in monthly compensation for the final four months of the contract periods. There was discussion about the requests for increased compensation; the potential compensation for Ms. Yeagle when she assumed the Administrator duties on January 1; and the matters to be handled by year end. Ms. Yeagle confirmed the proposed compensation amounts were included in the fiscal year 2019 budget adopted by the Board. Ms. Drummond advised the new contract with Ms. Yeagle's CPA firm would be on the agenda for approval at the November 27 meeting. The Board requested Ms. Drummond provide them with a schedule and time line showing matters which must be accomplished between September 1 and December 31 to insure Ms. Yeagle is ready to assume the duties as Administrator on January 1, 2019. Ms. Drummond indicated she would provide the list prior to the September 25 meeting. Motion was made by Mr. Hall and seconded by Ms. Miragliotta to approve the First Addendum to Ms. Drummond's contract with compensation increased to \$4,500 per month. Motion passed 4-1 with Mr. Kohler voting against the motion. Motion was then made by Mr. Franklin and seconded by Ms. Miragliotta to approve the First Addendum to Ms. Yeagle's contract with compensation increased to \$2,500 per month. Motion passed unanimously.

**6. Routine Authority Business:**

**a. NAHEFFA Fall conference in Denver, CO September 11-15, 2018:** Ms. Drummond provided those attending the conference with the conference agenda.

There being no further business, the meeting adjourned at 5:45 p.m.

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**Minutes approved in public meeting on this 23<sup>rd</sup> day of October, 2018.**

**ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY**

**ATTEST:**

**By:** \_\_\_\_\_  
**Chairman or Vice Chairman**

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**Secretary or Assistant Secretary**

**ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY  
MEETING MINUTES  
September 25, 2018  
4:00 p.m.**

**Members Present:** Eugene Franklin  
Michael Kohler  
Linda Miragliotta  
Keith Bullock  
Jim Hall

**Others Present:** Paula Drummond, Executive Director  
Virginia Yeagle, Authority CPA

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1. **Call to Order and accept proof of publication of notice of meeting:** Chairman Bullock called the meeting to order at 4:00 p.m. All Board members were present; also present were Paula Drummond, counsel and Virginia Yeagle, CPA. A representative from the Warren Averett CPA firm was present in the audience but indicated she was there to observe only. Ms. Drummond advised notice of the meeting was published on 9/22/18 in the PNJ in the County’s weekly meeting notice; and on the Authority’s website since the last meeting in August.

2. **Open Forum/Public Comment:** None

3. **Financial Matters:**

a. **Auditor Selection Process: Receive ranking of firms which responded to audit; authorize Audit Committee Chairman to negotiate with top ranked firm on terms and conditions of engagement; and if successful to enter into engagement agreement with the firm on behalf of the Authority:** Ms. Yeagle, who chaired the audit committee, stated that the Audit Committee members were Ms. Drummond, Mr. Hall and herself. She indicated the committee members had a public meeting after the RFP deadline, and that three firms submitted proposals: Saltmarsh Cleaveland & Gund; Warren Averett; and Bizzel Neff & Galloway. She advised the committee members were provided with a copy of each proposal to review and rank using the criteria on the worksheet. She explained the criteria and indicated a possible 100 points could be earned. She stated the committee members held a second public meeting to share their individual rankings of the proposals and discuss the basis for their conclusions. She advised the committee members agreed on the final averaged rankings, and selected Saltmarsh as the #1 ranked firm; Warren Averett as the #2 ranked firm; and Bizzel Neff as the #3 ranked firm. Several questions about the ranking process were asked and answered. Ms. Drummond reported the main factor which differentiated the top two ranked firms was that the 2<sup>nd</sup> ranked firm proposed a fee for audit services which substantially exceeded that proposed by the #1 ranked firm. Ms. Drummond also advised that the statute under which the Authority requested its RFP for audit services requires the governing body to select the top ranked firm when cost is a factor in the selection process, or explain on the record why the top ranked firm was not selected. After discussion, motion was made by Mr. Kohler and seconded by Ms. Miragliotta to accept the top ranked firm, Saltmarsh Cleaveland & Gund, and to authorize Ms. Drummond and Ms. Yeagle to negotiate an engagement with the firm. The motion passed unanimously. After the vote was taken, the representative from Warren Averett thanked the Board for considering their proposal, and then left the meeting.

4. **Operations:**

a. **Review schedule of matters proposed for completion on or before December 31, 2018:** Ms. Drummond explained the schedule presented to the Board and answered various questions regarding the content.

Mr. Hall asked that she report to the Board at each of the upcoming meetings on the status of the matters listed for completion during the relevant months. She agreed to do that.

b. **Set up dates and times for Board members to interview candidate for general counsel:** Ms. Drummond recounted her recent conversation with attorney Mike Stebbins who is a qualified candidate to replace her as general counsel. She indicated the matter of whether to engage him for this position would be on the agenda for the October 23 board meeting. She recommended that each board member have a separate personal interview with Mr. Stebbins at the Authority office prior to the October meeting. Ms. Yeagle will introduce the Board member to Mr. Stebbins at their appointment time, and retire to her office. Ms. Drummond indicated Mr. Stebbins welcomed the interviews and had several dates free when he could come to the office. All Board members were available on 10/17/18. Two board members signed up for morning time slots, and 3 board members signed up for afternoon time slots. Ms. Drummond will prepare a schedule of the appointment times, and send it out to each board member along with a copy of Mr. Stebbins’ resume. Ms. Drummond further advised the Board could choose to interview more candidates at a later date if they had any reservations about engaging Mr. Stebbins. There was discussion about the qualifications and legal experience required to represent a tax exempt bond issuing local government as general counsel. Ms. Drummond also advised the Authority was not required by Florida law to use a competitive bid process to select new counsel.

**5. Routine Authority Business:**

a. **Report from attendees on NAHEFFA Fall conference in Denver, CO:** Those attending the Denver conference shared their insights on the sessions and presenters, and uniformly agreed they gained a considerable amount of new knowledge and information by their attendance. Ms. Drummond advised the NAHEFFA Board held a “retirement ceremony” during the corporate meeting to recognize herself and Bob Baccon of the Pennsylvania Authority on their upcoming retirements, and commended them for their years of service to the NAHEFFA organization. Ms. Drummond confirmed that Ms. Yeagle would be the Authority’s representative and contact person for future NAHEFFA meetings.

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

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Minutes approved in public meeting on this 23<sup>rd</sup> day of October, 2018.

**ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY**

**ATTEST:**

**By:** \_\_\_\_\_  
**Chairman or Vice Chairman**

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**Secretary or Assistant Secretary**