



MEETING AGENDA

August 24, 2021

4 p.m.

1. **Call to Order** and accept proof of publication of notice of meeting. Welcome returning Board Members Susan Ashby who has been reappointed for a new term effective August 22, 2021 through August 21, 2025
2. **Approve Minutes** of the meeting held on July 27, 2021.
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. Update on Baptist Healthcare Corp 2020 Series A & B – Amendments to Trust Agreements and Loan Agreements
 - b. Adopt Budget for FY 2022; adopt Resolution 2021-01 approving the FY 2022 budget matters
5. **Operations:**
 - a. Election of Officers for fiscal year 2022; adopt Resolution 2021-02 designating the officers elected

Routine Authority Business:

Next Scheduled Meeting of the Authority: September 28, 2021

**ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY
MEETING MINUTES
July 27, 2021**

Members In Attendance: Jim Hall
Eugene Franklin
Susan Ashby

Members Attending by Phone: Mike Kohler

Members Absent: Keith Bullock

Others Present : Virginia Yeagle, Administrator, CPA
Michael Stebbins, General Counsel

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1. **Call to order and accept proof of publication of notice of meeting.**
Chairman Hall called the meeting to order at 4:05 p.m. The Board members in attendance were Mr. Gene Franklin, and Ms. Susan Ashby. Attending by telephone was Board member Mr. Mike Kohler. Absent was Board member Keith Bullock. Also present was Virginia Yeagle, Administrator and Mr. Michael Stebbins, General Counsel.

Notice of the meeting was published in the BCC weekly meeting notice in the Pensacola News Journal, on the Authority's website, and a meeting notice was posted on the front door at the Authority's office.

2. **Approve Minutes of May 25, 2021 meeting.**

Motion was made by Ms. Ashby and seconded by Mr. Franklin to approve the minutes as presented. Motion passed unanimously.

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

4. **Financial Matters:**

- a. **Report on Operations for the period April 1 to June 30, 2021.**

Ms. Yeagle presented the Report on Operations covering the period April 1 to June 30, 2021. The report shows all activity in the bank and investment accounts for the three-month period, which is the third quarter of the Authority's fiscal year. Ms. Yeagle also presented a detail of investments held in the Regions Investment account noting upcoming bond maturities and cash on hand.

Motion was made by Ms. Ashby and seconded by Mr. Kohler to approve the Report on Operations and Investments. Motion passed unanimously.

- b. **Update on Baptist Healthcare Corp 2020 Series A & B – Amendments to Trust Agreements and Loan Agreements**

Mr. Stebbins gave an update on the status of Baptist's request to remove certain members of the Obligated Group as signatories on the Loan Agreement and Bond Indentures. Mr. Stebbins stated that Mr. Clements with Bryant Miller Olive (Authority Bond Counsel) has been in touch with Mr. Kates with Chapman and Cutler (Baptist Bond Counsel) to address the Authority's concerns. Baptist has requested a rate assessment from Fitch Ratings, but it will not be available until early August. Additionally, Baptist is awaiting approval from the bond insurer on the amendments as

Not Final until Approved

well. The Series 2020 B is fully insured and a portion of the Series 2020A is insured. Insurance is provided by Assured Guaranty.

Since the ratings update from Fitch cannot be available until early August, the Authority will need to schedule an August meeting to address the requested amendments. A normal meeting day for the Authority would be Tuesday, August 24.

5. Routine Authority Business:

a. Office Lease renewal for a new three-year term from October 2021 to September 2024

Ms. Yeagle presented the Fourth Addendum to the lease agreement for the current office space. The addendum extends the current lease, under the same terms and conditions, until September 30, 2024. Monthly lease costs to the Authority beginning October 1, 2021 will be \$1,237.16 (with CAM) increasing \$23.79. Motion was made by Mr. Franklin, subject to legal review by General Counsel, seconded by Ms. Ashby to approve the fourth addendum to the office lease. Motion passed unanimously.

b. Update on Re-appointment of Susan Ashby to the Board for a 4-year term beginning August 22, 2021

Ms. Yeagle reported that Ms. Ashby's reappointment will be on the Escambia County Board of County Commissioner's agenda for their August 5, 2021 meeting. Ms. Yeagle stated that she will attend the BOCC meeting.

c. NAHEFFA Fall Conference – September 8-10, 2021

Ms. Yeagle provided the Agenda for the Conference as well as a budget for travel costs. Since the conference ends Friday afternoon, the budget includes hotel costs for 3 nights. Members planning to attend are Mr. Hall, Mr. Kohler, Ms. Yeagle and Mr. Stebbins. Mr. Franklin will let Ms. Yeagle know if he will be able to attend by August 15.

d. Meeting calendar addition – August 24, 2021

An additional meeting will be scheduled for August 24, 2021 to address Baptist Healthcare's requested to amend the Series 2020 A & B Bond Indentures and Loan Agreements. Ms. Yeagle will add the date to the Authority's meeting calendar and notified Escambia County for inclusion on their weekly meeting announcement.

e. Other Matters

Ms. Yeagle discussed an email she was forwarded from General Counsel Mr. Stebbins from Escambia County Attorney Allison Rogers concerning the Lakeview project in Century and the Authority's agreement with the County regarding Council on Aging continued funding. Ms. Yeagle explained that she responded to Ms. Rogers stating that the Authority believed the facility in Century was being used by Lakeview as intended. Likewise, Ms. Yeagle indicated since the agreement with Escambia County was not yet in its final year, the Board had not considered extending the agreement, but would probably be open to discussing an extension. Ms. Yeagle stated that she received a reply from Ms. Rogers thanking her for the response and saying she would poll the Commissioners to see if there was any other projects to consider.

Meeting ended at 4:54pm

Next Scheduled Meeting of the Authority: August 24, 2021

RESOLUTION 2021-1

A RESOLUTION OF THE ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY APPROVING THE ADOPTION OF THE BUDGET FOR FISCAL YEAR ENDING SEPTEMBER 30, 2022; PROVIDING FOR AMENDMENT OF SAID BUDGET FROM TIME TO TIME; PROVIDING FOR POSTING ON OFFICIAL WEBSITE; AND PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY:

Section 1. Adoption of Annual Budget: The Escambia County Health Facilities Authority (the "Authority") hereby adopts the attached annual budget for the fiscal year commencing on October 1, 2021 and ending September 30, 2022.

Section 2. Amendment of Budget: This budget may be amended by resolution from time to time as necessary during the fiscal year, or within 60 days following the end of the fiscal year, at a regular meeting of the Authority or a special meeting called for that purpose. The Authority hereby authorizes the Administrator to make line-item amendments to the budget during the fiscal year provided that the total appropriation for the annual budget does not increase.

Section 3. Website Requirements: The final adopted budget of the Authority shall be posted on the Authority's official website within 30 days after adoption. Budget amendments authorized by resolution shall be posted to the website within 5 days after adoption.

Section 4. Effective Date: This Resolution shall take effect immediately upon its adoption.

DULY ADOPTED in public meeting on this 24th day of August 2021.

**ESCAMBIA COUNTY HEALTH
FACILITIES AUTHORITY**

By: _____
Chairman

Attest:

Secretary

ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY
Fiscal Year 2022 BUDGET (proposed)
OCTOBER 1, 2021- SEPTEMBER 30, 2022

<u>REVENUES</u>	<u>Proposed FY 22 BUDGET</u>	<u>FY21 Budget</u>
Annual Bond Fees	\$ 32,000.00	\$ 32,000.00
Interest & Investment Income	\$ 26,000.00	\$ 40,000.00
From Long Term Operations Reserve Fund	\$ 80,000.00	\$ 65,000.00
TOTAL OPERATING REVENUES:	\$ 138,000.00	\$ 137,000.00
<u>EXPENDITURES</u>		
Accounting & Auditing	\$ 14,000.00	\$ 13,500.00
Annual Dues and Fees	\$ 2,000.00	\$ 2,000.00
Authorized Travel & Education	\$ 24,000.00	\$ 25,000.00
Equipment & Furnishings	\$ 1,000.00	\$ 1,000.00
Investment Advisor Fees	\$ 3,000.00	\$ 4,000.00
Legal & Professional Services	\$ 6,000.00	\$ 6,000.00
Non Employee Services	\$ 59,000.00	\$ 59,000.00
Office Operational Expenses	\$ 13,000.00	\$ 11,000.00
Office Rent	\$ 16,000.00	\$ 15,500.00
TOTAL OPERATING EXPENDITURES:	\$ 138,000.00	\$ 137,000.00

RESOLUTION 2021 - 02

ELECTION OF OFFICERS

BE IT RESOLVED BY THE ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY:

Section 1. It is the practice of the Authority to elect officers annually, and the terms of those currently holding office will expire on September 30, 2021 or when their successors have been elected, qualified and take office.

Section 2. In public meeting on this 24th day of August, 2021 the Authority officially takes action to designate and elect the following members to hold the offices of Chairman, Vice Chairman, Secretary, and Assistant Secretary for the term designated herein:

Chairman	Arthur J. Hall, Jr.
Vice Chairman	Michael Kohler
Secretary	JH Keith Bullock
Assistant Secretary	Susan Ashby

Section 3. The above designated officers shall each hold their respective offices for a period of one year commencing October 1, 2021 and terminating on September 30, 2022, or until their successors are elected and have qualified. The officers shall perform the duties and responsibilities of their respective offices as set forth in the Authority's bylaws, or as may be established from time to time as a policy or procedure of the Authority.

Section 4. In the absence of the Chairman, the Vice Chairman shall serve as Acting Chairman and perform the duties of the Chairman. In the absence of the Secretary, the Assistant Secretary shall perform the duties of Secretary. When a vacancy occurs in an office having an unexpired term, the Chairman or Acting Chairman shall designate a Board Member to fill the office until the next election. Such designation(s) shall be made during a regular meeting and recorded in the minutes.

Section 5. This resolution shall take effect upon its adoption.

DULY ADOPTED this 24th day of August, 2021.

ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY

By: _____
Chairman

ATTEST:

Secretary