



ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY

MEETING AGENDA November 19, 2019 4 p.m.

1. **Call to Order** and accept proof of publication of notice of meeting.
2. **Approve Minutes** of the meeting held on October 22, 2019.
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. **Baptist Hospital Financing**
 1. Receipt and review of an Application for taxable and tax exempt financing from Baptist Hospital, Inc.
 2. Presentation by Baptist Hospital representatives describing the projects to be financed with the proceeds of the bonds
 3. Consideration of an inducement Resolution 2019-05 for the issuance of not to exceed \$925,000,000 in taxable/tax-exempt bonds on behalf of Baptist Hospital, Inc.
 4. Additional discussions regarding matters related to the proposed financing.
 - b. Report on operations for the month of October 2019.
5. **Operations:**
 - a. Schedule an additional meeting for December 17, 2019.
 - b. Approve 2020 Meeting Schedule
 - c. Update on audit for FY 2019
 - d. Update on Lakeview Grant and status of Dixon School clinic grant.

Next Scheduled Meeting of the Authority: December 17, 2019

ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY
MEETING MINUTES
October 22, 2019
4:00 p.m.

Members Present: Eugene Franklin
Michael Kohler
Jim Hall
Keith Bullock

Others Present: Virginia Yeagle, Authority Administrator/CPA
Mike Stebbins, Authority Counsel

1. Call to order and accept proof of publication of notice of meeting.

Chairman Franklin called the meeting to order at 4pm. Board members in attendance were Mr. Jim Hall, Mr. Keith Bullock and Mr. Mike Kohler. Also, present were Virginia Yeagle, Administrator and Mike Stebbins, General Counsel.

Notice of the meeting was published in the BCC weekly meeting notice in the Pensacola News Journal on Saturday October 12 and 19 and on the Authority's website since the August 27, 2019 meeting.

2. Approve Minutes of August 27, 2019 meeting. Motion was made by Mr. Hall and seconded by Mr. Bullock to approve the minutes as presented. Motion passed unanimously.

3. Open Forum/Public Comment: None

4. Financial Matters:

a. Reports on Operations for the period of August 1 to Sept 30, 2019

Ms. Yeagle presented the account balances for the Checking and Savings accounts for the month ended August 31 and September 30, 2019. Also presented was the Monthly Operations Report for same period by account. Ms. Yeagle reviewed the routine monthly expenses incurred by the Authority.

Motion made by Mr. Hall, seconded by Mr. Kohler to approve the reports as presented. Motion passed unanimously.

b. Adopt Amended Budget for FY 2019; Adopt Resolution 2019-04 approving the FY 2019 amended budget.

Ms. Yeagle presented the amended budget for FY 2019. Ms. Yeagle explained the changes to the original budget for FY 2019. Investment earnings exceed budget as funds were invested the entire fiscal year. The budget for Office Rent was increased due to an increase in common area maintenance fees. The amended budget for FY 2019 shows revenues exceeding expenditures by \$63,105.

Motion made by Mr. Bullock, seconded by Mr. Kohler to approve the amended FY 2019 budget and adopt Resolution 2019-4. Motion passed unanimously.

5. Operations:

a. 2019 Fee Schedule for Conduit Bond Issuances.

Ms. Yeagle discussed the need for the Authority to update its bond application form and fee structure for financing new bond issuances. She stated that the need has arisen because the Authority has been contacted by two bond attorneys regarding possible financing needs. The last bond issuance was in 2010 with Baptist Hospital and that the bond application form needs to be updated and revised. Also, the Authority's fee structure needs to be revised to reflect current market trends. Ms. Yeagle spoke to Mr. Stebbins about both items and minor revisions have already been made to the bond application form. Similarly, Ms. Yeagle spoke to Randy Clements at Bryant, Miller and Olive, the Authority's bond counsel for guidance on revising the Authority's fee structure.

Ms. Yeagle stated that she also reached out to Ms. Drummond, who handled the last new bond issuance for the Authority, regarding the bond application form and fee structure to get her guidance on the Authority's standard policies and procedures for inquires on new bond financing.

Ms. Yeagle requested that Ms. Drummond be engaged to assist the Authority in revising its bond application form, the policies and procedures for bond applications, and assist in revising the fee structure. Mr. Stebbins concurred with the need for Ms. Drummond's guidance. After discussion among the Board members on the scope of services needed from Ms. Drummond, a motion was made by Mr. Hall, seconded by Mr. Bullock, to engage Ms. Drummond to assist with revisions to the bond application form, policies and procedures governing the bond application process, and to provide guidance on revising the Authority fee structure for new bond issuances. Her hourly fee will remain at the same rate as stated in her consulting agreement she signed for the services she rendered to the Authority from January 1, 2019 to June 30, 2019. Motion passed unanimously.

If a bond application is received, the scope of Ms. Drummond's services to the Authority will be reviewed and a decision as to her continued role, if any, will be determined at that time.

b. New Logo for Authority

Ms. Yeagle presented a draft of a new logo for the Authority. Members provided feedback and would like a few changes such as retaining the sea oats and wave imagery from the current logo. Members gave positive feedback on the block style lettering. Ms. Yeagle will work with the graphic artist to incorporate the Board suggestions and bring a new draft to the Board for their approval.

c. Board Vacancy

The Board has an open position due to the resignation of Ms. Miragliotta in August as a result of her move to south Florida. For the past six weeks, Ms. Yeagle has contacted potential candidates as recommended by Board members. After contacting potential candidates, only one has shown interest in serving on the Authority, Ms. Susan Ashby.

The Board members received a copy of Ms. Ashby's resume. Ms. Yeagle has met with Ms. Ashby and discussed the purpose of the Authority and the duties and responsibilities of Authority Board Members. In addition, Chairman Franklin has interviewed Ms. Ashby and discussed her desire to serve on the Board. After brief discussion of Ms. Ashby's skills and experience, a motion was made by Mr. Bullock, seconded by Mr. Kohler to recommend Ms. Ashby to the Escambia Board of County Commissioners as the Authority's candidate to fulfill the unexpired term of Ms. Miragliotta, which ends August 21, 2021. Motion passed unanimously

Ms. Yeagle will submit a letter to the County Administrator recommending Ms. Ashby be appointed. The Escambia Board of County Commissioners will also advertise for a volunteer to replace Ms. Miragliotta as is standard when Board positions are up for renewals.

Ms. Yeagle informed the Board that she received a telephone call from Ms. Miragliotta, letting us know that she has moved back to the greater Pensacola area and would like to rescind her resignation from the Authority and continue to serve until her term expires. There was discussion among the Board on her request and the benefits of having her serve out her term. The Board asked Mr. Stebbins his opinion of the request to rescind the resignation. Mr. Stebbins opinion was that her resignation could not be rescinded but instead she would need to be reappointed to the Board. Since Ms. Miragliotta new residency will not be Escambia County, she cannot be considered for reinstatement to the Board as Escambia County residency is a requirement to serve on the Board. Ms. Yeagle will contact Ms. Miragliotta and let her know this decision.

6. Routine Authority Business:

- a. Review of Fall NAHEFFA Conference held Monday, September 23 and Tuesday, September 24, 2019 in Portland, ME.

Members who attend the conference are Mr. Franklin, Mr. Hall and Mr. Kohler and Ms. Yeagle.

Ms. Yeagle gave a brief review of the topics presented. Members who attended agreed that the presentations and speakers were exceptional and the subject matter presented was very relevant.

- b. The Authority received a thank you note from Gulf Coast Kids House for their grant to purchase a retina camera. Ms. Yeagle has inspected the new camera. The Gulf Coast Kids House grant has been paid
- c. The Authority received an invitation from Saltmarsh, Cleaveland and Gund to attend their 75th Anniversary Open House that was held on October 8, 2019

7. Additional matters:

In anticipation of a possible bond issuance, a December 2019 meeting will be necessary. Board members agreed to add December 17, 2019 (third Tuesday) at 4pm to the Authority’s meeting calendar for 2019.

Meeting adjourned at 5:25 pm

Minutes approved in public meeting on this 19th day of November, 2019.

ESCAMBIA COUNTY HEALTH FACILITIES AUTHORITY

ATTEST:

By: _____
Chairman or Vice Chairman

Secretary or Assistant Secretary