

**SOUTH BROWARD HOSPITAL DISTRICT
A COMBINED REGULAR MEETING/LIAISON CONFERENCE ADVISORY COMMITTEE/AND
WORKSHOP SESSION OF THE BOARD OF COMMISSIONERS OF THE
SOUTH BROWARD HOSPITAL DISTRICT**

February 27, 2008

A Combined Regular Meeting/Liaison Conference Advisory Committee/and Workshop Session of the Board of Commissioners of the South Broward Hospital District (S.B.H.D.) was held at Memorial Regional Hospital, in Perry Auditorium, on February 27, 2008, at 5:35 p.m.

The following members were present:

Mr. Kevin P. Tynan	Chairman
Mrs. Kathleen Durham	Vice Chairman
Mrs. Sara E. Wolfer	Secretary Treasurer
Mr. Alfredo Avalos	
Mr. Albert C. Jones	

The following members were absent:

Ms. Laura Raybin Miller
Mr. Shane Strum

A registration sheet listing all attendees is attached to the Minutes on file in the Executive Office.

1. CALL TO ORDER

There being a quorum present, the meeting was called to order by Mr. Kevin Tynan, Chairman.

a. Presentation by Broward County Commissioner Josephus Eggelletion, Jr.

Broward County Commissioner Josephus Eggelletion, Jr. and key members of the Sickle Cell Disease Foundation presented Memorial Healthcare System's Sickle Cell Day Program with a check in the amount of \$175,000. This donation represents funds raised at the October 2007 Mayor's Gala benefiting the sickle cell programs of both Broward Health and Memorial Healthcare System. Commissioner Eggelletion commended the uniqueness and success of the MHS Sickle Cell Day Program, and noted the dramatic cost savings afforded to taxpayers for acute sickle cell patient treatment at the MHS day program versus the typical cost of inpatient hospitalization throughout the County. The Commissioner advised that he has spoken to Senate leadership and the Speaker of the House relative to sickle cell funding and believes the MHS model should be rolled-out statewide, as this treatment model will reduce appropriations to public hospitals and help relieve the overall tax burden to the general public.

2. APPROVAL OF MINUTES

a. Regular Meeting Held January 23, 2008

There being no additions or corrections to the Minutes,

Mr. Jones ***moved, seconded*** by Mrs. Wolfer, that

**THE BOARD APPROVE THE MINUTES OF THE
MEETING HELD JANUARY 23, 2008**

The motion ***carried*** unanimously.

3. REPORTS TO THE BOARD; REPORTS FROM BOARD OFFICERS AND STANDING COMMITTEES

**a. Personnel Committee; Mrs. L. Raybin-Miller, Chairman
Minutes of Meeting Held 2/13/08**

Mrs. Durham, Committee Vice Chair, reviewed the Minutes of the Personnel Committee meeting held February 13, 2008, a copy of which is attached to the Minutes on file in the Executive Office.

Mr. Jones ***moved, seconded*** by Mrs. Wolfer, that

**THE BOARD OF COMMISSIONERS APPROVE THE MINUTES OF
THE PERSONNEL COMMITTEE MEETING HELD
FEBRUARY 13, 2008**

The motion ***carried*** unanimously.

**b. Senior Services Committee; Mrs. K. Durham, Chairman
Minutes of Meeting Held 2/15/08**

Mrs. Durham reviewed the Minutes of the Senior Services Committee meeting held February 15, 2008, a copy of which is attached to the Minutes on file in the Executive Office.

Mr. Jones ***moved, seconded*** by Mrs. Wolfer, that

**THE BOARD APPROVE THE MINUTES OF THE SENIOR SERVICES
COMMITTEE MEETING HELD FEBRUARY 15, 2008**

The motion ***carried*** unanimously.

c. Finance Committee; Mrs. K. Durham, Chairman
Minutes of Meeting Held 2/15/08 and Continued to 2/22/08

Mrs. Durham reviewed the Minutes of the Finance Committee meeting held February 15, 2008, and continued to February 22, 2008, a copy of which is attached to the Minutes on file in the Executive Office.

Relative to the Investment Manager's Update and underperformance of Barclays Global Investors, Mr. Muhart advised that, from time to time, the fund manager may not perform to the benchmark. Management looks to Jeffrey Slocum & Associates, the District's independent financial consultant, to advise management if a fundamental change has occurred in the fund manager's approach. To date, Jeffrey Slocum has recommended retaining Barclays, as the Alpha Tilts Fund has outperformed the S&P 500 Index since the introduction of the product in 1985.

At the request of Mr. Muhart, Mr. Grant Ostlund of Ponder and Company, the District's debt financial advisor, and Mr. Albert Del Castillo of Squire, Sanders & Dempsey, L.L.C., the District's bond counsel, came forward to discuss the District's auction rate bond program.

Mr. Ostlund provided the Board with a historical overview of the District's auction rate bond program since the original bond issuance in 2003. He advised that through October 2007, these bonds have been highly successful; however, as a result of the current sub-prime market and default levels, investors have been leaving the market, creating steadily increasing interest rates. Within the last two weeks, massive failures have occurred in the auction rate market. Specifically, as related to the District's auction rate bonds, there have been too few investors to participate in the auctions to establish market rates, thus resulting in failed auctions.

These events have necessitated the District to vacate the auction rate market. Upon review of refinancing alternatives, the Finance Committee agreed that the most favorable and expeditious option would be to negotiate a taxable bridge loan (bank line of credit). Three banks were invited to submit proposals, with responses received from Wachovia and Bank of America. Upon review, it was the consensus of the Finance Committee to recommend acceptance of the taxable bridge loan proposal from Bank of America.

Mr. Ostlund advised that the proceeds from the bridge loan would enable the District to proceed with refunding of the auction rate securities and provide an opportunity for the District to develop an official statement and bond documents to re-enter the market and pursue tax exempt financing going forward.

Reiterating Mr. Ostlund's comments, Mr. Del Castillo emphasized that the taxable bridge loan was an interim solution to allow the District's financing team to prepare documentation for a longer term solution. He commended the Finance team for their outstanding performance relative to the auction rate bond issue.

The CEO made note that there could be some variability in the bridge loan interest rate, which is based on the LIBOR Market Interest Rate plus thirty basis points. However, it would not be nearly as significant a swing as is being experienced in the auction rate market. In addition, once the bonds have been paid off utilizing the bank line of credit, the District will no longer be paying an insurance premium to MBIA.

Mr. Del Castillo provided an overview of the Resolution before the Board authorizing the interim taxable line of credit with Bank of America, as well as the corresponding documentation. Due to time constraints and previous document approval by the Finance Committee, the corresponding Exhibit B documents and Supplemental Indenture for Obligation No. 15 are those prepared by Wachovia, to which Bank of America has agreed to adhere to identically or as closely as possible. He further noted that the Resolution also authorizes establishment of a Debt Finance Committee to set forth the specific details of the bank loan within the parameters defined in the Resolution.

(1) Request Board Acceptance of the Taxable Bridge Loan Proposal from Bank of America

Mrs. Wolfer *moved, seconded* by Mr. Jones, that

**THE BOARD OF COMMISSIONERS ACCEPT THE TAXABLE BRIDGE
LOAN PROPOSAL FROM BANK OF AMERICA**

Mr. Muhart assured the Board that a long term solution would be sought as expeditiously as possible; however, it could take longer than anticipated. He reaffirmed that this line of credit has a maturity date of two years from time of the first draw. Should, for some unforeseen reason, the District be unable to secure permanent financing within this two year period, there is ample cash available to satisfy the loan obligation with Bank of America.

The motion *carried* unanimously.

Mrs. Durham introduced the representatives present from Bank of America and invited them to come forward and address the Board. Ms. Ivy Bibler thanked the Board for the opportunity to work with the District. She noted that the District has assured itself a strong place in the capital market going forward, due to the expediency of this transaction. Ms. Bibler stated that Bank of America has structured this loan to meet the District's specific needs, agreeing to work with Wachovia's documents and the criteria set forth by the accountants. BOA is anxious to work with the MHS Finance team to set this transaction in place and would appreciate strong consideration by the District in BOA's ability to work with the Finance team in the final placement of the bonds themselves.

(2) Request Board Adoption of the Resolution as Contained in the Board Documents and As Presented by Mr. Del Castillo

Mr. Jones *moved, seconded* by Mr. Avalos, that

**THE BOARD OF COMMISSIONERS ADOPT THE RESOLUTION AS
CONTAINED IN THE BOARD DOCUMENTS AND AS PRESENTED BY
MR. DEL CASTILLO**

The motion *carried* unanimously.

- (3) Request Board to Establish a Debt Finance Committee to include Mrs. Durham as Chairwoman, Mr. Tynan, Mr. Sacco, Mr. Krayner, Mr. Barber, and Mr. Muhart with Specific Authorities to be Decided Upon at the Board of Commissioners Meeting Scheduled for February 27, 2008**

Mrs. Wolfer *moved, seconded* by Mr. Jones, that

**THE BOARD OF COMMISSIONERS ESTABLISH A DEBT FINANCE
COMMITTEE TO INCLUDE MRS. DURHAM AS CHAIRWOMAN,
MR. TYNAN, MR. SACCO, MR. KRAYNER, MR. BARBER, AND
MR. MUHART WITH SPECIFIC AUTHORITIES TO BE DECIDED UPON
AT THE BOARD OF COMMISSIONERS MEETING SCHEDULED FOR
FEBRUARY 27, 2008**

The motion *carried* unanimously.

Mrs. Wolfer thanked the Finance team for the outstanding job they have done, and Mr. Tynan was pleased that the District was ahead of the curve on this issue and is always on the cutting edge in all it undertakes. He also thanked Mrs. Durham for the hard work and effort she has devoted to the Finance Committee.

Mr. Jones *moved, seconded* by Mrs. Wolfer, that

**THE BOARD APPROVE THE MINUTES OF THE FINANCE COMMITTEE
MEETING HELD FEBRUARY 15, 2008, AND CONTINUED TO
FEBRUARY 22, 2008**

The motion *carried* unanimously.

- d. Contracts Committee; Mrs. S. Wolfer, Chairman**
Minutes of Meeting Held 2/18/08

Mrs. Wolfer reviewed the Minutes of the Contracts Committee meeting held February 18, 2008, a copy of which is attached to the Minutes on file in the Executive Office.

- (1) Request Board Approval of Renewal of Employment Agreement Between S.B.H.D. and Walter Severyn, M.D., Medical Director for Critical Care Services**

Mr. Jones *moved, seconded* by Mrs. Durham, that

THE BOARD OF COMMISSIONERS APPROVE THE EMPLOYMENT AGREEMENT RENEWAL FOR WALTER SEVERYN, M.D., FOR THE PROVISION OF MEDICAL LEADERSHIP AND MEDICAL ADMINISTRATIVE SERVICES FOR CRITICAL CARE MEDICINE

Dr. Severyn came forward and thanked everyone, noting he looks forward to another great year.

The motion *carried* unanimously.

(2) Request Board Approval of Employment Agreement Between S.B.H.D. and Aruna Mani, M.D., Hematologist/Oncologist, Memorial Cancer Institute

Mrs. Durham *moved, seconded* by Mr. Jones, that

THE BOARD OF COMMISSIONERS APPROVE THE EMPLOYMENT AGREEMENT FOR MEDICAL ONCOLOGIST/HEMATOLOGIST PHYSICIAN SERVICES WITH A SPECIALTY IN BREAST CANCER ONCOLOGY FOR ARUNA MANI, M.D.

Dr. Mani came forward and stated that she was happy to be with MHS and looks forward to joining Drs. Franco and Perez at the Breast Cancer Institute.

The motion *carried* unanimously.

(3) Request Board Approval of Renewal Employment Agreement Between S.B.H.D. and Alex Constantinescu, M.D., Medical Director of Pediatric Nephrology Program

Mr. Jones *moved, seconded* by Mr. Avalos, that

THE BOARD OF COMMISSIONERS APPROVE THE EMPLOYMENT AGREEMENT RENEWAL FOR MEDICAL DIRECTOR OF PEDIATRIC NEPHROLOGY PROGRAM FOR ALEX CONSTANTINESCU, M.D.

Dr. Constantinescu came forward and thanked the Board for the opportunity to be part of the organization. He noted that over the past five years, they have developed an interdisciplinary program including 24 hour inpatient dialysis services, which has attracted patients from as far as St. Lucie and Martin Counties.

The motion *carried* unanimously.

(4) Request Board Approval of Employment Agreement Between S.B.H.D. and Ivy Boydston, M.D., Pediatric Nephrology Physician

Mr. Jones *moved, seconded* by Mr. Avalos, that

THE BOARD OF COMMISSIONERS APPROVE THE EMPLOYMENT AGREEMENT FOR PEDIATRIC NEPHROLOGY PHYSICIAN SERVICES FOR IVY BOYDSTUN, M.D.

In the absence of Dr. Boydston, Dr. Constantinescu came forward and thanked the Board for this opportunity. He commented on Dr. Boydston's fine credentials, noting she has the experience and energy required for the position and is a perfect fit for the role.

The motion *carried* unanimously.

Mr. Jones *moved, seconded* by Mrs. Durham, that

***THE BOARD APPROVE THE MINUTES OF THE CONTRACTS
COMMITTEE MEETING HELD FEBRUARY 18, 2008***

The motion *carried* unanimously.

4. REPORT OF SPECIAL COMMITTEES

None

5. ANNOUNCEMENTS

None

CORRESPONDENCE

None

6. UNFINISHED BUSINESS

None

7. BOARD REGULAR BUSINESS

a. Report from Chief of Staff, Memorial Regional Hospital; T. Macaluso, M.D.

(1) Executive Committee Report Re Recommendations for Appointments, Advancements, etc.

On behalf of Dr. Macaluso, Dr. Marks presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated February 19, 2008, and Addendum to Agenda Item 7(a)1, copies of which are attached to the Minutes on file in the Executive Office.

Mrs. Durham *moved, seconded* by Mr. Jones, that

***THE BOARD APPROVE THE RECOMMENDATIONS OF
THE EXECUTIVE COMMITTEE OF THE MEDICAL STAFF
AT MEMORIAL REGIONAL HOSPITAL AS PRESENTED***

The motion *carried* unanimously.

b. Report from Chief of Staff, Joe DiMaggio Children's Hospital; R. Auerbach, M.D.

(1) Executive Committee Report Re Recommendations for Appointments, Advancements, etc.

Dr. Auerbach presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated February 5, 2008, a copy of which is attached to the Minutes on file in the Executive Office.

Mr. Jones *moved, seconded* by Mr. Avalos, that

**THE BOARD APPROVE THE RECOMMENDATIONS OF
THE EXECUTIVE COMMITTEE OF THE MEDICAL STAFF
AT JOE DIMAGGIO CHILDREN'S HOSPITAL AS PRESENTED**

The motion *carried* unanimously.

c. Report from Chief of Staff, Memorial Hospital West; D. Ancona, M.D.

(1) Executive Committee Report Re Recommendations for Appointments, Advancements, etc.

Dr. Ancona presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated February 12, 2008, a copy of which is attached to the Minutes on file in the Executive Office.

Mrs. Durham *moved, seconded* by Mr. Avalos, that

**THE BOARD APPROVE THE RECOMMENDATIONS OF
THE EXECUTIVE COMMITTEE OF THE MEDICAL STAFF
AT MEMORIAL HOSPITAL WEST AS PRESENTED**

The motion *carried* unanimously.

d. Report from Chief of Staff, Memorial Hospital Miramar; B. Shatkin, M.D.

(1) Executive Committee Report Re Recommendations for Appointments, Advancements, etc.

Dr. Shatkin presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated February 13, 2008, a copy of which is attached to the Minutes on file in the Executive Office.

Mr. Avalos *moved, seconded* by Mrs. Wolfer, that

**THE BOARD APPROVE THE RECOMMENDATIONS OF
THE EXECUTIVE COMMITTEE OF THE MEDICAL STAFF
AT MEMORIAL HOSPITAL MIRAMAR AS PRESENTED**

The motion *carried* unanimously.

e. Report from Chief of Staff, Memorial Hospital Pembroke; J. Snow, M.D.

(1) Executive Committee Report Re Recommendations for Appointments, Advancements, etc.

Dr. Snow presented the Executive Committee Report re recommendations for appointments, advancements, etc., dated February 15, 2008, and Addendum to Agenda Item 7(e)1, copies of which are attached to the Minutes on file in the Executive Office.

Mr. Jones *moved, seconded* by Mrs. Durham, that

**THE BOARD APPROVE THE RECOMMENDATIONS OF
THE EXECUTIVE COMMITTEE OF THE MEDICAL STAFF
AT MEMORIAL HOSPITAL PEMBROKE AS PRESENTED**

The motion *carried* unanimously.

f. Administrative Staff

(1) Quarterly Statistical Report for Period Ending 1/31/08; F. Sacco, President and Chief Executive Officer

Mr. Sacco presented the Quarterly Statistical Report for period ending 1/31/08, a copy of which is attached to the Minutes on file in the Executive Office.

g. Financial Report; Mr. M. Muhart, Senior Vice President and Chief Financial Officer

(1) Financial Report for the Month of January 2008

Mr. Muhart presented the Financial Report for the month of January 2008, a copy of which is attached to the Minutes on file in the Executive Office.

Mrs. Wolfer *moved, seconded* by Mr. Jones, that

**THE BOARD APPROVE THE FINANCIAL REPORT FOR THE MONTH
OF JANUARY 2008**

The motion *carried* unanimously.

h. Legal Counsel; Mr. G. Barber, Senior Vice President and General Counsel

No report

8. NEW BUSINESS

Mr. Sacco noted that the JCAHO surveyors were at Memorial Hospital Miramar, and it is anticipated they will visit all of the Memorial hospitals within the month.

9. COMMISSIONERS' COMMENTS

None

10. ADJOURNMENT

There being no further business to come before the Board, Mr. Tynan declared the meeting adjourned at 7:01 p.m.

WORKSHOP SESSION

No business.

**THE BOARD OF COMMISSIONERS OF THE
SOUTH BROWARD HOSPITAL DISTRICT**

BY: _____

Kevin P. Tynan, Chairman

ATTEST: _____

Sara E. Wolfer, Secretary Treasurer