

**SOUTH BROWARD HOSPITAL DISTRICT  
A SPECIAL EMERGENCY MEETING OF THE BOARD OF COMMISSIONERS OF THE  
SOUTH BROWARD HOSPITAL DISTRICT**

**May 12, 2008**

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A Special Emergency Meeting of the Board of Commissioners of the South Broward Hospital District (S.B.H.D.) was held in the Executive Conference Room at 1131 N. 35<sup>th</sup> Avenue, Hollywood, Florida, on, May 12, 2008, at 8:00 a.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	<i>(telephonically)</i>
Ms. Laura Raybin Miller	<i>(telephonically)</i>

The following member was absent:

Mr. Shane Strum

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

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**1. CALL TO ORDER**

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

**2. BOND FINANCING; M. Muhart, Chief Financial Officer**

Mr. Muhart began by noting that the meeting had been called to update the Board regarding the recent announcement by UBS to sell its municipal bond division. At the request of Mr. Muhart, Mr. Grant Ostlund of Ponder and Company telephonically addressed the Board.

Mr. Ostlund noted that UBS had been approved by the Board to act as the senior managing underwriter for the S.B.H.D. 2008 bond transaction. In light of the UBS announcement, Mr. Ostlund provided the Board with three options going forward:

1. Maintain UBS as the senior managing underwriter, with the same finance team as previously approved, and proceed with the scheduled bond pricing for May 15, 2008, with a close in late May.
2. Replace UBS with one of the co-managers, allowing the bond issue to remain on schedule. Should the Board approve elevating Bank of America to senior manager, an announcement could be provided to the market, with the bond pricing moving forward on May 15, 2008, with a close in late May.
3. Replace UBS with another investment banking firm. This action would result in an approximate two week delay.

Mr. Ostlund advised the Board that since the UBS announcement, he has been monitoring activity in the healthcare market. UBS was recently involved in two healthcare bond transactions: Valley View (\$51 million) and ProMedica (\$53 million). Mr. Ostlund advised that he was very impressed with the performance of UBS on both transactions; they went with a more aggressive approach, and he was pleased with their pricing. UBS purchased the bonds without hesitation.

At the request of Mr. Ostlund, Mr. Terry Shirey of Ponder and Company telephonically joined the meeting and provided further insight into the recent UBS transactions. He voiced confidence in UBS' ability to manage the S.B.H.D. 2008 bond issue.

It was noted that replacement of UBS with another outside investment banking firm would result in significant increased costs to the District. Bank of America would be able to step up at the same pricing negotiated with UBS. Both Mr. Ostlund and Mr. Shirey expressed their confidence in BOA's ability to sell the bonds. Should the Board decide to maintain UBS as senior manager and should UBS underperform within the next three days, the District still has the ability to replace UBS with Bank of America on very short notice. This action would not be possible if utilizing an outside investment banker.

Mr. Ostlund recommended that the Board maintain UBS as senior manager. Should UBS underperform within the next three days, he recommends elevating Banc of America to senior manager.

Mr. Albert Del Castillo, the District's bond counsel, telephonically addressed the Board and voiced his agreement with Mr. Ostlund's recommendation. He advised that the resolution being brought before the Board supplements Resolution 315 and delegates authority to the President and Chief Executive Officer, Frank V. Sacco, to replace UBS as the senior managing underwriter for the Series 2008 bond issue and negotiated sale, should UBS exhibit the inability to obtain pricing for the bond issue during the week of May 12, 2008. UBS would be replaced by Banc of America Securities LLC and Siebert Brandford Shank & Co. LLC, with a split of 80% and 20% respectively. In situations of this nature, Mr. Del Castillo advised it is not uncommon for public entities to delegate this authority to one person in the event immediate action is required. Ms. Lori Smith-Lalla of Squire, Sanders and Dempsey, noted that the resolution provides Mr. Sacco with the authority to replace UBS and elevate Bank of America at anytime during the pricing. Mr. Ostlund advised that Ponder & Co. would be closely monitoring the issue and the pricing.

Relative to UBS, Mr. Muhart commented on the high ethical standards and performance record evidenced by Mr. Rondy Jennings during past transactions with the District, voicing his confidence in UBS' ability to perform on this bond issue.

Mrs. Wolfer *moved, seconded* by Mrs. Durham, that

**THE BOARD OF COMMISSIONERS APPROVE CONTINUANCE OF UBS AS  
THE SENIOR UNDERWRITING MANAGER FOR THE DISTRICT'S SERIES 2008  
REFUNDING REVENUE BONDS AND ADOPT THE RESOLUTION AS  
PRESENTED BY MR. DEL CASTILLO**

The motion *carried* unanimously.

**3. ADJOURNMENT**

There being no further business to come before the Board, Mr. Tynan declared the meeting adjourned at 8:45 a.m.

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

**BY:** \_\_\_\_\_

***Kevin P. Tynan, Chairman***

**ATTEST:** \_\_\_\_\_

***Sara E. Wolfer, Secretary Treasurer***