

**MINUTES OF HOSPITAL AUTHORITY SPECIAL MEETING
OCTOBER 25, 2022**

Minutes of the regular meeting of the Chairman and Trustees of the Clinton Hospital Authority City of Clinton, Oklahoma, Custer County, held in the City Council Room, City Hall on Tuesday, October 25, 2022, at 5:30 p.m. A notice of this meeting with agenda was posted on the bulletin board in the lobby of Clinton City Hall on October 21, 2022, at 2:00 p.m.

Chairman David Berrong called the meeting to order at 5:32 p.m. with the following present:

CHAIRMAN: David Berrong

TRUSTEES: Patch McComas, Ernie Dowdell, Arthur Lloyd, Ernesto Villanueva

MANAGER: Robert Johnston

TREASURER: Debra Blanchard

ATTORNEY: Ryan Meacham

CLERK: Amy Jones

NEWS MEDIA: Rod Serfoss, Nydia Campbell, Mike Smith

OTHERS: Gene McCullough, Joshua McGuire, Kelly Cornell and others.

AGENDA ITEM NO. 2: CONSENT AGENDA

A. Minutes from October 18, 2022, Regular Meeting

Motion was made by Trustee McComas and seconded by Trustee Dowdell that the Consent Agenda Items be approved.

Chairman put the motion to a roll call vote:

Aye: Dowdell, Lloyd, McComas, Villanueva, Berrong

Nay: None

Chairman declared the motion carried.

AGENDA ITEM NO. 3 Discussion, Consideration, and Possible Action Regarding:

A. Request for Executive Session pursuant to Section 307 B(4) of the OK Open Meeting Act Confidential Communications between a Public Body and its attorney Regarding Clinton HMA LLC, Plaintiff and the Clinton Hospital Authority, Defendant

Motion was made by Trustee McComas and seconded by Trustee Villanueva to go into Executive Session at 5:32 p.m. pursuant to Section 307 B (4) of the OK Open Meeting Act Confidential Communications between a Public Body and its attorney; regarding Clinton HMA LLC, Plaintiff and the Clinton Hospital Authority, Defendant and to invite

Manager Robert Johnston and City Attorney Ryan Meacham.

Chairman put the motion to a roll call vote:

Aye: Dowdell, Lloyd, McComas, Villanueva, Berrong

Nay: None

Chairman declared the motion carried

B. Reconvene from Executive Session

Motion was made by Trustee McComas and seconded by Trustee Lloyd to reconvene to the regular meeting at 5:58 p.m.

Chairman put the motion to a roll call vote:

Aye: Dowdell, Lloyd, McComas, Villanueva, Berrong

Nay: None

Chairman declared the motion carried.

C. Engagement of a Hospital Management /Operating Company for Clinton Regional Hospital

Chairman Berrong recognized to City Attorney Ryan Meacham for his report regarding a proposed contract for hospital management/operations. City Attorney Meacham reminded the Trustees that at their last meeting they had authorized the City Manager, City Attorney and Special Counsel to move forward expeditiously with the evaluation and review of proposals received in order to have a recommendation and contract ready for ratification at this Special Hospital Authority Meeting. Meacham reported that the three proposals received were closely reviewed and compared to each other to determine the best option for the Clinton Regional Hospital. Carrus Healthcare LLC committed that the hospital would be open on January 1, 2023 after Alliance had departed and that they would retain all current hospital employees. Carrus' proposal also contained other provisions which made it clear to Johnston, Scott Meacham and himself that Carrus was the best fit for Clinton Regional Hospital now and into the foreseeable future.

Meacham proceeded to orally present the key terms of the agreement, as follows: the agreement would commence on November 1, 2022 for a 5 year term, at the end of the first year the agreement would be evaluated by both parties. Carrus Healthcare LLC, would commence their work on November 1, 2022 to complete the transition from Alliance to the Clinton Hospital Authority doing business as Clinton Regional Hospital Carrus Healthcare LLC will appoint a Chief Executive Officer, retain the cost of operations, employees, and benefits. Date of service would start on January 1, 2023. The Clinton Hospital Authority will pay \$65,000 per month for the first year and then \$60,000 per month each additional year for the 5 year term. Carrus will provide all IT, Medical

Records, Insurance requirements and operations of the hospital. Carrus will retain all current hospital employees. The Carrus legal counsel and the Hospital Authority's legal continue their review of the final agreement so there remains the possibility of some changes before it is ready to be ratified at the 11/1/22 meeting.

Trustee Dowdell stated that this is a positive move for Clinton Regional Hospital.

The motion was made by Trustee McComas and seconded by Trustee Villanueva to approve the basic terms of the agreement with Carrus Healthcare LLC and the Clinton Hospital Authority for the management and operation of the Clinton Regional Hospital per the basic terms which were presented to the Trustees and that suggested revisions from City Attorney, Special Counsel and the City Manager to be added as they see fit. The final agreement is to be brought back to the next meeting on November 1, 2022 for final consideration and approval.

Chairman put the motion to a roll call vote:

Aye: Dowdell, Lloyd, McComas, Villanueva, Berrong

Nay: None

Chairman declared the motion carried.

D. Any Action(s) Arising Out of the Executive Session

Chairman Berrong stated no action.

AGENDA ITEM NO. 4: NEW BUSINESS (If any, pursuant to Section 311.9 of the Oklahoma Meeting Act.)

None

AGENDA ITEM NO. 5: TRUSTEE REPORT

None

AGENDA ITEM NO. 6: CITY MANAGER'S REPORT

None

AGENDA ITEM NO. 7: AUDIENCE PARTICIPATION (According to Audience Participation Decorum Guidelines at Clinton City Council Public Meetings effective: 2/14/2017)

None

AGENDA ITEM NO. 7: ADJOURNMENT

HA10/25/2022

Moved by Trustee Dowdell and seconded by Trustee Villanueva to adjourn the meeting.

Chairman put the motion to a roll call vote:

Aye: Dowdell, Lloyd, McComas, Villanueva, Berrong

Nay: None

Chairman declared the meeting adjourned at 6:06 pm.

Date Approved

David D. Berrong, Chairman