

**ECTOR COUNTY HOSPITAL DISTRICT  
BOARD OF DIRECTORS  
REGULAR BOARD MEETING**

**DECEMBER 5, 2017 – 5:30 p.m.**

**MINUTES OF THE MEETING**

**MEMBERS PRESENT:**

Mary Thompson, President  
David Dunn, Vice President  
Mary Lou Anderson  
Bryn Dodd  
Don Hallmark  
Ben Quiroz

**MEMBERS ABSENT:**

Richard Herrera

**OTHERS PRESENT:**

William Webster, President/Chief Executive Officer  
Tony Ruiz, Senior Vice President/Chief Operating Officer  
Robert Abernethy, Interim Sr. V.P./Chief Financial Officer  
Chad Dunavan, Vice President/Chief Nursing Officer  
Gary Barnes, Senior Vice President/Chief Information Officer  
Dr. Augusto Sepulveda, Senior Vice President/CMO/CMIO  
John O'Hearn, Vice President, Chief Strategy Officer  
Dr. Greg Shipkey, Chief of Staff  
Ron Griffin, Vice President/Chief Legal Counsel  
Jan Ramos, ECHD Board Secretary  
Dr. Moss Hampton, TTUHSC Permian Basin  
Various other interested members of the  
Medical Staff, Employees, and Citizens

**I. CALL TO ORDER**

Mary Thompson, President, called the meeting to order at 5:30 p.m. in the Board Room of Medical Center Hospital. Notice of the meeting was properly posted as required by the Open Meetings Act.

**II. INVOCATION**

Chaplain Farrell Ard offered the invocation.

**III. PLEDGE OF ALLEGIANCE**

Mary Thompson led the Pledge of Allegiance to the United States and Texas flags.

**IV. MISSION/VISION OF MEDICAL CENTER HEALTH SYSTEM**

David Dunn presented the Mission, Vision and Values of Medical Center Health System.

## **V. DECEMBER 2017 EMPLOYEES OF THE MONTH**

Mr. Webster introduced the December 2017 Employees of the Month as follows:

- Clinical: Heather Bulman, Divisional Director of Quality Patient Safety
- Non-Clinical: Carlos Aguilar, Director of Engineering
- Nurse: Diana Ruiz, Director of Population Community Health

## **VI. REVIEW OF MINUTES**

**Regular Meeting – November 7, 2017**

**Special Meeting – November 16, 2017**

David Dunn moved and Mary Lou Anderson seconded the motion to accept the minutes of the Regular ECHD Board meeting held November 7, 2017 and the Special Meeting held November 16, 2017 as presented. The motion carried.

## **VII. COMMITTEE REPORTS**

### **A. Finance Committee**

1. Financials for one month ended October 31, 2017.

David Dunn moved and Bryn Dodd seconded the motion to approve the financial report for the period ended October 31, 2017, as recommended to the ECHD Board of Directors by the Finance Committee. The motion carried.

2. CERs

- a. Portable X-Ray Unit

The Department of Radiology requested approval to purchase two Shimadzu Mobile Dart Evolution MX7k portable x-ray units for a total cost of \$279,800. This acquisition will replace a 10 year old Shimadzu Mobile Dart installed in June 2007 and an 8 year old Shimadzu Mobile Dart installed in January 2009.

David Dunn moved and Ben Quiroz seconded the motion to approve the CER: Portable X-Ray Unit as recommended to the ECHD Board of Directors by the Finance Committee. The motion carried.

- b. Server Replacements

Information Technology requested approval to purchase twelve (12) servers that will replace thirty-four (34) existing servers, each over five years old. This will increase necessary computing power to add additional virtual computers and will cost \$141,300.00.

David Dunn moved and Bryn Dodd seconded the motion to approve the CER: Server Replacements as recommended to the ECHD Board of Directors by the Finance Committee. The motion carried.

c. Emergency Department Stretchers

The Emergency Department requested approval to acquire 27 Stryker Prime Wheel stretchers, replacing 27 existing stretchers, for a total of \$202,985.64.

David Dunn moved and Mary Lou Anderson seconded the motion to approve the CER: Acquisition of 27 Stryker Prime Wheel Stretchers as recommended to the ECHD Board of Directors by the Finance Committee. The motion carried.

d. Inpatient Bed Mattress Replacement

The hospital requested approval to purchase 118 Stryker IsoFlex LAL mattresses for a total cost of \$408,376.00. These will replace 118 medical grade mattresses currently in use that range from 10 to 13 years old.

David Dunn moved and Ben Quiroz seconded the motion to approve the CER: Inpatient Bed Mattress Replacement as recommended to the ECHD Board of Directors by the Finance Committee. The motion carried.

**B. Joint Conference Committee**

Due to scheduling conflicts, there was no Joint Conference Committee meeting in December 2017. Dr. Greg Shipkey, Chief of Staff, presented the following Medical Staff Recommendations that were approved by the Medical Executive Committee:

**1. Medical Staff or AHP Initial Appointment/Reappointment**

**Medical Staff**

Applicant	Department	Specialty/ Privileges	Group	Comments
* Chen, Aaron, MD	Emergency Medicine	Emergency Medicine	BEPO	12/05/2017 – 12/04/2018
Dent, Marena, DO	Family Medicine	Family Medicine	Texas Tech	12/05/2017 – 12/04/2018
Wiltse, Peter, DO	Surgery	General Surgery	Acute Surgical	12/05/2017 – 12/04/2018

**Allied Health Professional (AHP) Staff Applicants**

Applicant	Department	Specialty/ Privileges	Group	Sponsoring Physician(s)	Comments
*Ackerman, Christopher, FNP	Emergency Medicine	Nurse Practitioner	BEPO	Dr. Gregory Shipkey	12/05/2017 – 12/04/2019
*DePeralta -- Novicio, Ma Ellen, FNP	Medicine	Nurse Practitioner		Dr. Ronald Gibbons	12/05/2017 – 12/04/2019
*Kubic, Yulia, CRNA	Anesthesia	CRNA	ProCare	Dr. Meghana Gillala	12/05/2017 – 12/04/2019
*Morrison, Keith, CRNA	Anesthesia	CRNA	ProCare	Dr. Meghana Gillala	12/05/2017 – 12/04/2019

*\*Please grant temporary privileges*

**Reappointment of the Medical Staff and Allied Health Professional Staff**

**Medical Staff/Or Allied Health Professional Staff**

<b>Applicant</b>	<b>Department</b>	<b>Staff Category</b>	<b>Specialty/ Privileges</b>	<b>Group</b>	<b>Dates</b>
Abijay, Joseph, MD	Medicine	Active	Neurology		01/01/2018 – 12/31/2019
Adams, Joel, MD	Medicine	Active	Pulmonary		01/01/2018 – 12/31/2019
Aderinboye, Omolara, MD	Pediatrics	Associate	Pediatric Hospitalist	Comphealth	02/01/2018 – 01/31/2019
Adimoolam, Venkata, MD	Medicine	Active	Gastroenterology		01/01/2018 – 12/31/2019
Agusala, Madhava, MD	Cardiology	Active	Cardiology		01/01/2018 – 12/31/2019
Akins, Robin, MD	Radiology	Courtesy	Oncology	Texas Oncology	02/01/2018 – 01/31/2019
Amaram, Sudhir, MD	Cardiology	Active	Cardiology	ProCare	01/01/2018 – 12/31/2019
Angirekula, Manohar, MD	Cardiology	Active	Cardiology	ProCare	01/01/2018 – 12/31/2019
Azarov, Nikolay, MD	Medicine	Active	Critical Care	ProCare	01/01/2018 – 12/31/2019
Bare, Sudhir, MD	Medicine	Active	Internal Medicine	ProCare	01/01/2018 – 12/31/2019
Barry, Floyd, MD	Pediatrics	Associate	Pediatric Hospitalist	Comphealth	02/01/2018 – 01/31/2019
Boccalandro, Fernando, MD	Cardiology	Active	Cardiology	ProCare	01/01/2018 – 12/31/2019
Borra, Renuka, MD	Medicine	Active	Oncology	Texas Oncology	01/01/2018 – 12/31/2019
Brown, Carl, DO	Medicine	Active	Neurology		01/01/2018 – 12/31/2019
Burks, James, MD	Medicine	Active	Endocrinology	Texas Tech	01/01/2018 – 12/31/2019
Carter, Bonnie, MD	Family Medicine	Associate	Family Medicine	ProCare	02/01/2018 – 01/31/2019
Chappell, Robert	Medicine	Active	Dermatology		01/01/2018 – 12/31/2019
Dasari, Vivekanand, MD	Pediatrics	Associate to Active	Pediatrics		02/01/2018 – 01/31/2020
Davis, William, MD	Medicine	Active	Internal Medicine	Texas Tech	01/01/2018 – 12/31/2019
Doran, John, MD	Medicine	Courtesy	Internal Medicine		01/01/2018 – 12/31/2019
George, Timothy, MD	Medicine	Active	Oncology	Texas Oncology	01/01/2018 – 12/31/2019
Ghanta, Amaranath, MD	Medicine	Active	Pulmonary		01/01/2018 – 12/31/2019
Gibbons, Ronald, MD	Medicine	Active	Nephrology		01/01/2018 – 12/31/2019
Gil, Juan, MD	Medicine	Active	Internal Medicine	ProCare	01/01/2018 – 12/31/2019
Glass, Darren, MD	Surgery	Associate	General Surgery		02/01/2018 – 01/31/2019
Godey, Sreedevi, MD	Medicine	Active	Internal Medicine	ProCare	01/01/2018 – 12/31/2019
Guru, Manohar, MD	Medicine	Courtesy	Neurology		01/01/2018 – 12/31/2019
Gutta, Rajesh, DDS	Surgery	Active	Oral Maxillofacial		02/01/2018 – 01/31/2020
Hyson, Morton, MD	Medicine	Associate	Intraoperative Neuromonitoring		02/01/2018 – 01/31/2019
Jain, Shailesh, MD	Medicine	Courtesy	Psychiatry	Texas Tech	01/01/2018 – 12/31/2019
Jinadu, Babatunde, MD	Pediatrics	Active	Pediatrics	Texas Tech	02/01/2018 – 01/31/2020
Khandelwal, Pankaj, MD	Medicine	Active	Oncology	Texas Oncology	01/01/2018 -12/31/2019
Kim, Nam, MD	Cardiology	Active	Cardiology		01/01/2018 – 12/31/2019
Kodityal, Anjaiah, MD	Medicine	Active	Pulmonary		01/01/2018 – 12/31/2019
Kolluru, Ramachandra, MD	Cardiology	Active	Cardiology		01/01/2018 – 12/31/2019

Page 5 of 13  
 ECHD Board of Directors  
 Minutes from December 5, 2017

Kurra, Usha, MD	Medicine	Active to Courtesy	Internal Medicine		01/01/2018 – 12/31/2018
Loveman, Donald, MD	Medicine	Active	Internal Medicine	Texas Tech	01/01/2018 -12/31/2019
Mangat, Manmeet, MD	Medicine	Affiliate	Oncology	Texas Oncology	01/01/2018 – 12/31/2019
Medi, Ravi, MD	Medicine	Affiliate	Psychiatry		01/01/2018 – 12/31/2019
Mocherla, Satish, MD	Medicine	Active	Infectious Disease		01/01/2018 -12/31/2019
Naidu, Jayaram, MD	Medicine	Active	Internal Medicine		01/01/2018 – 12/31/2019
Naidu, Raja, MD	Cardiology	Active	Cardiology		01/01/2018 – 12/31/2019
Nargunan, Varuna, MD	Medicine	Active	Endocrinology	ProCare	01/01/2018 – 12/31/2019
Neerukonda, Shanti, MD	Cardiology	Active	Cardiology		01/01/2018 – 12/31/2019
Nur, Adriana, MD	Medicine	Active	Internal Medicine	ProCare	01/01/2018 – 12/31/2019
O’Hearn, Daniel, MD	Medicine		Internal Medicine	ProCare	
Oliver, Larry, MD	Medicine	Active to Courtesy	Nephrology		01/01/2018 – 12/31/2018
Oracion, Renato, MD	Medicine	Affiliate	Dermatology		01/01/2018 – 12/31/2019
Oud, Lavi, MD	Medicine	Active	Critical Care	Texas Tech	01/01/2018 – 12/31/2019
Pamganamamula, Madhu, MD	Medicine	Active to Courtesy	Internal Medicine		01/01/2018 – 12/31/2019
Patel, Pankaj, MD	Cardiology	Active	Cardiology		01/01/2018 – 12/31/2019
Patel, Rajesh, MD	Medicine	Active	Internal Medicine		01/01/2018 – 12/31/2019
Pirzada, Faisal, MD	Medicine	Active to Affiliate	Internal Medicine		01/01/2018 – 12/31/2019
Prasad, Suresh, MD	Medicine	Affiliate	Internal Medicine		01/01/2018 – 12/31/2019
Raghuprasad, Puthalath, MD	Medicine	Affiliate	Allergy/Immunology		01/01/2018 -12/31/2019
Rao, Vivek, MD	Medicine	Active to Courtesy	Allergy/Immunology		01/01/2018 – 12/31/2019
Rastogi, Ashutosh, MD	Medicine	Courtesy	Oncology		01/01/2018 – 12/31/2018
Reddy, Anand, MD	Medicine	Active	Nephrology		01/01/2018 – 12/31/2019
Spellman, Craig, DO	Medicine	Active	Endocrinology	Texas Tech	01/01/2018 – 12/31/2019
Turnbow, Benjamin, MD	Surgery	Associate to Active	Orthopedic Trauma	Acute Surgical	02/01/2018 -01/31/2020
Vemulapalli, Syam, MD	Medicine	Active	Gastroenterology		01/01/2018 – 12/31/2019
Watkins, David MD	Medicine	Courtesy	Oncology	Texas Oncology	01/01/2018– 12/31/2018
Webb, Heather, MD	Radiology	Telemedicine	Telemedicine/Electromonitoring		01/01/2018 – 12/31/2020
Wells, Peter, MD	Cardiology	Active	Electrophysiology		01/01/2018 – 12/31/2019
Wolinsky, Joel, MD	Medicine	Associate	Neurology		02/01/2018 -01/31/2019
Wong, Kendall, MD	Medicine	Active	Internal Medicine		01/01/2018 – 12/31/2019
Zafar, Muhammad, MD	Medicine	Associate	Psychiatry	Texas Tech	02/01/2018 -01/31/2019
Zagrodzky, Jason, MD	Cardiology	Active	Electrophysiology		01/01/2018 – 12/31/2019

Blank **Staff Category** column signifies no change

**Allied Health Professionals**

<b>Applicant</b>	<b>Department</b>	<b>Specialty/ Privileges</b>	<b>Group</b>	<b>Sponsoring Physician(s)</b>	<b>Dates</b>
Baumgardner, Samuel, PA	Surgery	Physician Assistant		Dr. Kirit Patel	02/01/2018 – 01/31/2020
Carrens, Lynnette, WHNP	OB/GYN	Womens Health Nurse Practitioner		Dr. Pill Raja	02/01/2018 – 01/31/2020
Graham, Catherine, NP	Family Medicine	Nurse Practitioner	ProCare	Dr. Eduardo Salcedo, Dr. Mandeep Othee	02/01/2018 – 01/31/2020
Ott, Kayla, PA	Surgery	Physician Assistant		Dr. Michael Dragun, Dr. Aaron Stike, Dr. John Staub, Dr. Jonathan Nelson	02/01/2018 – 01/31/2020

Blank Staff Category column signifies no change

**2. Change in Clinical Privileges/or Scope of Practice/or Supervisor**

**Clinical/ Additional Privileges**

<b>Staff Member</b>	<b>Department</b>	<b>Privilege</b>
Adams, Joel, MD	Medicine	DELETE: Abdominal paracentesis; Endocervical culture; General Lumbar Puncture; PAP smear; Punch Biopsy; Gram stains of sputum, interpretation of; Peripheral blood smear technique/interpretation; Urine analysis, including microscopic; Vaginal discharge, KOH and wet prep examinations; Moderate Sedation, administer; Pulmonary Artery Catheterization (PAC); Arterial/pulmonary artery balloon flotation catheters, placement of; Bronchoalveolar lavage; Bronchogram; Catheter placement for endobronchial brachytherapy; Central Venous Catheterization; Emergency cardioversion; Endobronchial biopsy; Exercise ECG Testing; Flexible Fiberoptic Bronchoscopy; Fluoroscopy; Lung parenchyma, transthoracic needle aspiration of; Needle biopsy (Wang); Peripheral/central venous line insertion, including: Swan-Ganz catheterization; Pleural biopsy, including: - percutaneous; Protected brush biopsy, endoscopic; Transbronchial biopsy; Transtracheal aspiration; Moderate sedation, administer
Bare, Sudhir, MD	Medicine	ADD: Neurological disorders (common), diagnose and manage or refer to specialist; Arterial Line Placement
Mocherla, Satish, MD	Medicine	DELETE: General Lumbar Puncture; Moderate Sedation, administer
Webb, Heather, MD	Telemedicine	ADD: Computed Tomography (CT)

### 3. Change in Medical Staff or AHP Staff Status

#### Resignation / Lapse of Privileges

Staff Member	Staff Category	Department	Effective Date	Action
Gallinghouse, Gerald, MD	Associate	Cardiology	10/20/2017	Resigned
LaValle, Dayna, PA	AHP	Emergency Medicine	11/1/2017	Resigned
O'Hearn, Daniel, MD	Active	Medicine	08/09/2017	Resigned
Reynolds, Lizabeth, MD	Telemedicine	Radiology	10/17/2017	Resigned
Vemuru, Ravikumar, MD	Active	Medicine	12/31/2017	Lapse in Privileges

### 4. Change in Medical Staff or AHP Staff Category

#### Staff Category Changes

Staff Member	Department	Category
Dasari, Vivikanda, MD	Pediatrics	Associate to Active
Kurra, Usha, MD	Internal Medicine	Active to Courtesy
Oliver, Larry, MD	Nephrology	Active to Courtesy
Turnbow, Benjamin, MD	Surgery	Associate to Active
Panganamamula, Madhu MD	Medicine	Active to Courtesy
Pirzada, Faisal MD	Medicine	Active to Affiliate
Rao, Vivek MD	Medicine	Active to Courtesy
Floyd, Barry MD	Pediatrics	1 year extension of provisional status
Hoang, Vivian MD	Medicine	1 year extension of provisional status
Hyson, Morton MD	Medicine	1 year extension of provisional status
Steinber, Lon MD	Medicine	Removal of provisional status
Wolinsky, Joel MD	Medicine	Removal of provisional status
Wondimegnehu, Nebiyu MD	Medicine	1 year extension of provisional status
Baumgardner, Samuel PA	Surgery	Removal of provisional status
Cooks, Thomas MD	Surgery	Removal of provisional status
Tolia, Nalin MD	Surgery	Active to Honorary
Rosenthal, Jon MD	Emergency Medicine	Removal of provisional status
Adams, Scott MD	Radiology	Removal of provisional status
Gutierrez, Jennifer, MD	Radiology	Removal of provisional status
Oner, Banu MD	Radiology	Removal of provisional status
Reynolds, Lizabeth MD	Radiology	Removal of provisional status

**Change in Credentialing Date:**

<b>Staff Member</b>	<b>Department</b>	<b>Dates</b>
Braatz, Timothy, MD	Radiology	02/01/2017 – 01/31/2019
Brown, Justin, DPM	Surgery	02/01/2017 – 01/31/2019

**Leave of Absence**

**None Presented**

**5. Medical Staff Bylaws/Policy/Privilege Criteria**

Bylaws Amendment: Telemedicine Staff 3.6-1

The Telemedicine Staff shall consist of those physicians who (i) engage in the practice of medicine by the use of physician-patient email or electronic means other than telephone or tele-facsimile and (ii) whose specialty is limited to radiology, pathology, psychiatry, electro-diagnostics, and other services as necessary to support the NICU Program. A member of the Telemedicine Staff must be a physician who (i) is duly licensed to practice medicine in the State of Texas, and is in good standing with the Texas Medical Board, or (ii) possesses a special purpose license in good standing issued by the Texas Medical Board and limited to the specialty or specialization upon which the license was granted.

David Dunn moved and Mary Lou Anderson seconded the motion to approve the Medical Staff recommendations (Items VIII. B. 1-5) as presented. The motion carried.

**C. Executive Committee**

Mary Thompson reported that at a Special Meeting held on November 16, 2017, the ECHD Board of Directors appointed Rick Napper as the next President/Chief Executive Officer of the Ector County Hospital District. The appointment was subject to general terms and conditions of employment, inclusive of a compensation/benefit package and start date to be negotiated, finalized and approved by the Executive Committee of this Board.

On December 1, 2017, the Executive Committee convened and approved the following terms and conditions of employment for Mr. Napper as President and CEO:

- 1) At-will employee with a start date of December 18, 2017
- 2) Annual base salary of \$535,000
- 3) Relocation expenses of \$25,000 to be paid on the 1<sup>st</sup> day of employment
- 4) Standard benefits provided to all executive level employees, waiving the initial 90 day Personal Paid Leave use requirement
- 5) 1 year severance agreement approved by Legal Counsel

David Dunn moved and Mary Lou Anderson seconded the motion to ratify the actions of the Executive Committee. The motion carried.

### **VIII. TTUHSC AT THE PERMIAN BASIN REPORT**

TTUHSC President Dr. Tedd Mitchell and TTUHSC Executive Vice President and Provost Dr. Steven Berk made presentations to Mr. Webster recognizing him for his 17 years at Medical Center Health System. No action was taken.

### **IX. RECOGNITION OF MR. WEBSTER BY ODESSA CHAMBER OF COMMERCE**

Renee Earls, President/Chief Executive Officer and Roy Gillean, Chairman of the Board of the Odessa Chamber of Commerce, spoke of Mr. Webster's involvement with the chamber and how he helped establish excellent healthcare so people can stay in Odessa to get the healthcare they need. The chamber made a donation to the Medical Center Health System Foundation in Mr. Webster's name.

### **X. PRESIDENT/CHIEF EXECUTIVE OFFICERS REPORT**

#### **A. Policy MCHS-1068 Abuse and Harassment**

Robbi Banks, Vice President Human Resources, presented the policy MCHS-1068 Abuse and Harassment. This policy was previously only applicable to Medical Center Hospital (MCHS) employees or contracted personnel, or to a health care provider with clinical or allied health professional privileges at MCHS or other MCHS facility or by other persons. The recommendation was that the policy be revised to encompass Medical Center Health System.

David Dunn moved and Bryn Dodd seconded the motion to approve the policy MCHS-1068 Abuse and Harassment as presented. The motion carried.

#### **B. HCC Group Medical Stop Loss Agreement Renewal**

Robbi Banks, Vice President Human Resources, presented the HCC Group Medical Stop Loss Agreement Renewal. This reinsurance policy limits Medical Center Hospital's exposure to exceptionally high medical claims incurred by individuals covered by the Employee Medical Plan and provides protection from medical claims exceeding \$350,000 during the plan year for each person covered by the medical plan. After reviewing the options offered to MCHS through HCC, it was recommended that the Board approve the renewal with HCC for stop loss coverage.

David Dunn moved and Ben Quiroz seconded the motion to approve the HCC Group Medical Stop Loss Agreement Renewal as presented. The motion carried.

#### **C. Resolution approving the First Amendment to the Indenture of Trust and Security Agreement; authorizing the execution of documents and instruments necessary or convenient to carry out the First Amendment to the Indenture of Trust and Security Agreement; and other provisions in connection therewith**

Ron Griffin, Vice President, Chief Legal Counsel, discussed, explained, and then presented the following resolution:

*WHEREAS, the Ector County Hospital District (the "District") has been created and organized as a political subdivision of the State of Texas pursuant to*

*Article IX, Section 9 of the Constitution of the State of Texas and Chapter 1024, Special District Local Laws Code, as amended (collectively, hereinafter referred to as the "Enabling Act");*

*WHEREAS, the District, pursuant to a resolution of the board of directors, dated May 11, 2010 (the "Bond Resolution") has authorized and issued its Hospital Revenue Bonds (Medical Center Hospital) Taxable Series 2010B (Build America Bonds – Direct Payment) (the "Series 2010B Bonds");*

*WHEREAS, the District currently has \$44,654,000 of the Series 2010B Bonds outstanding under that certain Indenture of Trust and Security Agreement, dated as of June 1, 2010 (the "Indenture");*

*WHEREAS, the District has previously covenanted that it will maintain Consolidated Net Revenues not less than 110% of the Average Annual Debt Service Requirements (the "Coverage Ratio") as set forth in Section 10.11(A) of the Indenture;*

*WHEREAS, reporting under the Governmental Accounting Standards Board ("GASB") Statement 68 regarding pension expense ("GASB 68") went into effect starting with the financial statements of District for the fiscal year ended September 30, 2015;*

*WHEREAS, the GASB 68 implementation has had a negative effect on the Coverage Ratio due to such factors as assumption changes and investment performance that have resulted in significant difference between reported expenses and actual cash outlays of the District and reporting under GASB Statement 75 regarding other postemployment benefit plans ("GASB 75") will be in effect starting with the financial statements of Issuer for fiscal year 2018;*

*WHEREAS, the GASB 68 and GASB 75 implementation has or will have a negative effect on the Coverage Ratio due to factors such as assumption changes and investment performance being included as components of employee benefit expense, resulting in significant difference between reported expenses and actuarially required cash contributions of the District;*

*WHEREAS, the District has determined that it is in the best interest of the District to enter into the First Amendment to the Indenture of Trust and Security Agreement (the "Amendment") to amend its definition of Net Revenues to adjust the calculation to take into account the effects of Governmental Accounting Standards Board ("GASB") statement 68 and GASB statement 75;*

*WHEREAS, there have be presented to the Board of Directors of the District (the "Board") a form of the Amendment which comprises a part of this Resolution; and*

*WHEREAS, the majority of holders of the Series 2010B Bonds has agreed to the Amendment conditioned upon: (i) an amendment fee of \$39,551, plus legal expenses (collectively, the "Amendment Fee") and (ii) incorporating a new liquidity covenant, and quarterly investment calls with all bondholders.*

*WHEREAS, the District finds the form and substance of the Amendment to be satisfactory and proper and finds the recitals with regard to the District specified above to be true, correct and complete and hereby determines to proceed with the execution of the Agreement, the execution of such documents, certificates, instruments and the taking of such other actions as may be necessary and appropriate in connection therewith.*

*THEREFORE, BE IT RESOLVED BY THE ECTOR COUNTY HOSPITAL DISTRICT THAT:*

*Section 1. All of the above recitals are found and determined to be true and correct and incorporated into the body of this Resolution as if repeated in their entirety.*

*Section 2. The forms, terms and provisions of the Amendment, in substantially the form and substance presented to the Board and its counsel, is hereby authorized and approved; and each of the President, the Vice President, the Chief Executive Officer or the Chief Financial Officer of the District is hereby severally authorized and directed to execute and deliver the final Amendment in the name and on behalf of the District, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by such officer's execution thereof, and the Secretary and any Assistant Secretary of the District is hereby severally authorized to attest and affix the District's seal to the Amendment, but such attestation and seal shall not be required for the due execution and delivery thereof.*

*Section 3. The officers, employees and agents of the District, and each of them, shall be and each is expressly and severally authorized, empowered and directed from time to time to do and perform all acts and things and to execute, acknowledge and deliver in the name and under the corporate seal, if applicable, and on behalf of the District all documents, certificates, notices, instruments and other papers, whether or not herein mentioned, as they may determine to be necessary or desirable in order to carry out the terms and provisions of this Resolution, as well as the terms and provisions of the Amendment and other agreements hereby authorized and approved, such determination to be conclusively evidenced by the performance of such acts and things and the execution of any such document, certificate, notice, financing statement, termination statement, instrument or other paper.*

*Section 4. The Board recognizes that an Amendment Fee to the Bondholders will be made simultaneous to execution of the Amendment.*

*Section 5. If any section, paragraph, clause, or provision of the Resolution shall be held to invalid or unenforceable, the invalidity or unenforceability of such section, paragraph, clause or provision shall not affect any of the remaining provisions of this Resolution. In case any obligation of the District authorized or established by this Resolution is held to be in violation of law as applied to any person or in any circumstance, such obligation shall be deemed to be the obligation of the District to the fullest extent permitted by law.*

*Section 6. This Resolution shall be in full force and effect from and after its passage, and it is accordingly so resolved.*

Adopted this \_\_\_\_\_, 2017.

ECTOR COUNTY HOSPITAL DISTRICT

\_\_\_\_\_  
President

Attest:

\_\_\_\_\_  
Secretary

David Dunn moved and Ben Quiroz seconded the motion to approve the resolution as presented. The motion carried.

#### **XI. EXECUTIVE SESSION**

Mary Thompson stated that the Board would go into Executive Session for the Meeting held in closed session as to (1) consultation with attorney regarding legal matters and legal issues pursuant to Section 551.071 of the Texas Government Code, (2) deliberation by the Governing Board pursuant to Section 551.085 of the Texas Government Code, pertaining to negotiation for arrangement of health care services and negotiation of product lines and services.

Those present during Executive Session to deliberate related to **Section 551.085** included Mary Thompson, David Dunn, Mary Anderson, Bryn Dodd, Don Hallmark, Ben Quiroz, William Webster, Robert Abernethy, Ron Griffin, Robbi Banks, Jacqui Gore, John O'Hearn, Julian Beseril, and Jan Ramos.

Those present during Executive Session to deliberate related to **Section 551.085 and 551.071** included Mary Thompson, David Dunn, Mary Anderson, Bryn Dodd, Don Hallmark, Ben Quiroz, William Webster, Robert Abernethy, Ron Griffin, and Jan Ramos.

**Executive Session began at 6:27 pm.**  
**Executive Session ended at 7:56 p.m.**

No action was taken during Executive Session.

#### **XII. MCH PROCARE PROVIDER AGREEMENTS**

Julian Beseril presented one (1) MCH ProCare provider agreement as follows:

Christopher Petr, M.D. This is a three year full-time agreement for MCH ProCare Women's Clinic as replacement for a currently vacant OB/GYN position due to provider non-renewal. Employment effective upon licensing and privileging in August or September 2018.

David Dunn moved and Mary Lou Anderson seconded the motion to approve the MCH ProCare Provider agreement with Christopher Petr, M.D., as presented. The motion carried by a vote of 4-2 with Bryn Dodd and Don Hallmark voting against the motion.

### **XIII. CERNER AGREEMENT**

David Dunn moved and Bryn Dodd seconded the motion to table the Cerner Agreement. The motion carried.

### **XIV. ADJOURNMENT**

There being no further business to come before the Board, Mary Thompson adjourned the meeting at 7:58 p.m.

Respectfully Submitted,

  
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Jan Ramos, Secretary  
Ector County Hospital District Board of Directors