

North Broward Hospital District Board of Commissioners  
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, FL 33309

## LEGAL AFFAIRS & GOVERNMENTAL RELATIONS COMMITTEE MEETING 2:00 p.m., Wednesday, September 8, 2021

The Legal Affairs & Governmental Relations Committee Meeting of the North Broward Hospital District was held on September 8, 2021 at 2:00 p.m., at the Broward Health Corporate Spectrum Location, 1700 NW 49<sup>th</sup> Street, Suite 150, Fort Lauderdale, Florida 33309.

### 1. NOTICE

Official notice is attached to these minutes, titled EXHIBIT I. Agenda of this meeting is attached to the minutes, titled EXHIBIT II. Supporting documents, if applicable, are attached to these minutes, titled EXHIBIT III. These exhibits are presented for consideration of the Committee.

### 2. CALL TO ORDER

There being a quorum present, the meeting was called to order by Vice Chair Levi G. Williams, Jr. at 2:04 p. m.

### 3. ROLL CALL

*Present:* Commissioner Jonathan K. Hage (arrived via Microsoft Teams at 2:11 p.m.)  
Commissioner Christopher J. Pernicano  
Commissioner Ray. T. Berry  
Commissioner Marie C. Waugh  
Commissioner Stacy L. Angier  
Commissioner Levi G. Williams, Jr., Vice Chair

*Not Present:* Commissioner Nancy W. Gregoire, Chair

*Senior Leadership*

*Additionally Present:* Shane Strum, President, Chief Executive Officer  
Alan Goldsmith, EVP, Chief Operating Officer  
Alex Fernandez, SVP, Chief Financial Officer  
Linda Epstein, Corporate General Counsel

### 4. PUBLIC COMMENTS

Vice Chair Williams opened the floor for public comments, in which there were none.

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## 5. APPROVAL OF MINUTES

**MOTION** It was *moved* by Commissioner Angier, *seconded* by Commissioner Pernicano, that:

The Legal Affairs and Governmental Relations Committee approve meeting minutes, dated July 21, 2021.

Motion *carried* unanimously.

## 6. TOPIC OF DISCUSSION

### 6.1. General Counsel Updates (Presenter – Linda Epstein, General Counsel)

Ms. Epstein reported on the Fiscal Year 2021 Legal Department Budget items, as seen below.

For further detail, related slides are available within the September 2021 Legal Affairs and Governmental Relations Committee Meeting book on the Board of Commissioners' web page.

Prior to reviewing the department budget, Ms. Epstein shared that the Legal Department was fully staffed with the addition of Alexis Davis, Associate General Counsel. Ms. Davis gave a brief overview of her education and experience.

- Budget
  - Review of the overall budget status for Fiscal Year 2021 through June 30, 2021.
  - Final 2021 Budget
    - Total budget of \$8.365M
    - Total spend of \$2.896M
    - Savings of \$5.468M
  - All line items remained within the projected budget. Ms. Epstein congratulated the Legal Department.

Fair Market Value (FMV) (Presenter – Gerald Del Amo, Deputy General Counsel)

- FMV
  - Total Budget of \$980K.
  - Total Spend of \$750K.
  - Saving of approximately \$230K.
- FY 2021 came in under budget by approximately \$500K.

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- 6.2. Resolution FY22-02 Resolution to Wind Up the Affairs of Total Claims Administration, Inc. (Presenter – Brett Bauman, Senior Associate General Counsel)

Commissioner Hage joined the meeting via Microsoft Teams at 2:11 p.m.

**MOTION** It was *moved* by Commissioner Angier, *seconded* by Commissioner Waugh, that:

The Legal Affairs and Governmental Relations Committee recommend that the Board of Commissioners authorize the North Broward Hospital District to approve Resolution FY22-02: Resolution to dissolve and wind up the affairs of Total Claims Administration, Inc. (TCA), as presented.

The resolution includes the below actions:

- Approve the dissolution of TCA.
- Delegate the authority to the Board of Directors of TCA to wind up its affairs.
- Allow TCA, after paying obligations, debts, liabilities of TCA to thereafter close any bank accounts and reallocate funds to the District in accordance with the articles of incorporation.

Motion confirmed by roll call.

**YES** Commissioner Jonathan K. Hage (via Microsoft Teams)

**YES** Commissioner Christopher J. Pernicano

**YES** Commissioner Marie C. Waugh

**YES** Commissioner Stacy L. Angier

**YES** Commissioner Ray T. Berry

**YES** Commissioner Levi G. Williams, Jr., Vice Chair

Motion *carried* 6/0.

## 7. **ADJOURNMENT**

**MOTION** It was *moved* by Commissioner Waugh, *seconded* by Commissioner Pernicano, that:

The Legal Affairs and Governmental Relations Committee adjourn the meeting.

Motion *carried* unanimously.

There being no further business on the agenda, the meeting adjourned at 2:17 p.m.

Respectfully submitted,  
Commissioner Christopher J. Pernicano, Secretary/Treasurer

## Resolution FY22-02

### Resolution to Dissolve and Wind Up the Affairs of Total Claims Administration, Inc.

**WHEREAS**, Total Claims Administration, Inc. (“TCA”) is a Florida not-for-profit corporation duly organized pursuant to the Florida Not For Profit Corporation Act, § 617.01011, *et seq.*, Florida Statutes and 26 U.S.C. § 501(c)(3);

**WHEREAS**, art. III of TCA’s Articles of Incorporation establishes TCA for the purposes of the administration of the self-insured employee plan of North Broward Hospital District (the “District”) and other employee health insurance programs;

**WHEREAS**, the Board of Commissioners (the “Board”) of North Broward Hospital District (the “District”), consistent with the Bylaws of Total Claims Administration, Inc., as adopted as of March 14, 2012, appointed three (3) directors to the board of TCA (“Board of Directors of TCA”) at its July 28, 2021 Board meeting;

**WHEREAS**, section 617.1402(1), Florida Statutes, requires that the Board of Directors of TCA adopt a resolution recommending that TCA be dissolved and directing that the question of such dissolution be submitted to a vote by the member of TCA at a meeting;

**WHEREAS**, the District is the sole member of TCA;

**WHEREAS**, section 617.1402(1), Florida Statutes, and art. IX of TCA’s Articles of Incorporation reserves the right to the Board to dissolve TCA by a resolution;

**WHEREAS**, during the August 5, 2021 meeting of the Board of Directors of TCA, the Board of Directors of TCA adopted a resolution recommending the dissolution of TCA;

**WHEREAS**, consistent with section 617.1402(1), Florida Statutes, written notice was provided to each Commissioner stating that one of the purposes of this Board meeting is to consider the advisability and vote on the question of dissolving TCA;

**WHEREAS**, the Board wishes, after considering the recommendation of the Board of Directors of TCA, to dissolve TCA and wind up TCA’s affairs as provided herein; and

**WHEREAS**, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Commissioners of the North Broward Hospital District, that:

1. TCA be dissolved consistent with TCA’s Articles of Incorporation, Bylaws, and ch. 617, Florida Statutes.
2. The Board of Directors of TCA wind up the affairs of TCA consistent with TCA’s Articles of Incorporation, Bylaws, and state and federal law.
3. In accordance with Resolution FY20-15, Financial Institution Resolution, the Board of Directors of TCA are hereby authorized to close any banking or investment accounts of TCA and, after making adequate provision for the payment of all liabilities and obligations of TCA, reallocate and distribute the remaining assets and funds to the District consistent with Art. VIII of TCA’s Articles of Incorporation and state and federal law.

4. The foregoing powers may be delegated to officers or employees of the District to fulfill the purposes and obligations of this Resolution.
5. This Resolution is effective immediately upon its ratification by the Board.
6. This Resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

**DULY ADOPTED** this 22 day of September, 2021.

Time Adopted 4:37 PM