

**Highlands County
Hospital District Board of Commissioners
August 28, 2025, Regular Meeting
MINUTES**

The Highlands County Hospital District Board of Commissioners met at 1:32pm on Thursday, August 28, 2025, at the Highlands County Commissioner's Board Room. Notice of the Regular Meeting was published in the Highlands News Sun on August 10, 2025. The notice is filed in the Board's meeting file.

COMMISSIONERS PRESENT: Victor Divietro, Dean Gerber, Dusty Johnson, Jeff Roth, Katie Wilson

COMMISSIONERS ABSENT: none

OTHERS PRESENT: Bert Harris – Swaine, Harris & Wohl, PA; John Davis – Wicks, Brown, Williams, CPA; Gail Escobar- Clerk; Tonya Marshall - Community Programs; Addlyn Teague – HCA Florida Highlands Hospital; Myla Reizen and Jennifer Ungru with Jones Walker via TEAMS; members of the public.

I. MEETING CALLED TO ORDER at 1:32 pm by Chairman Gerber.

II. INVOCATON AND PLEDGE OF ALLEGIANCE

Mr. Roth led the pledge and gave the invocation.

III. COMMENTS FROM THE PUBLIC

No comments were given.

IV. APPROVAL OF MINUTES

MOTION: Mr. Johnson made a motion seconded by Ms. Wilson to approve the minutes of the regular meeting of May 22, 2025 and special meeting of June 24, 2025. Upon roll call, all Members voted aye with Mr. Roth abstaining. The motion carried.

V. ACCOUNTANT'S REPORT

John Davis of Wicks, Brown, Williams & Co presented the accountant's report which reflected investments updated through July 31, 2025, cash flow through June 30, 2025, check register through third quarter ending June 30, 2024, financial statements for third quarter April 1, 2025 and June 30, 2025, and summary of brokerage statements through July 31, 2025. Also presented was the amended 2024-2025 budget, the 2025-2026 budget, and an engagement letter for FY 2025-2026.

MOTION: Mr. Divietro made a motion seconded by Ms. Wilson to accept the accountant's report as presented. Upon roll call, all Members voted aye. The motion carried.

MOTION: Mr. Divietro made a motion seconded by Ms. Wilson to approve the amended 2024-2025 budget as presented. Upon roll call, all Members voted aye. The motion carried.

MOTION: Ms. Wilson made a motion seconded by Mr. Johnson to approve the 2025-2026 budget as presented. Upon roll call, all Members voted aye. The motion carried.

MOTION: Mr. Divietro made a motion seconded by Mr. Roth to accept the letter of engagement for 2025-2026 as presented. Upon roll call, all Members voted aye with Mr. Johnson abstaining. The motion carried.

VI. APPROVAL OF PAYMENT OF INVOICES

MOTION: Ms. Wilson made a motion seconded by Mr. Johnson to approve payment of invoices for Highlands News Sun – 50.05; Swaine, Harris, & Wohl – 7,582.50; Wicks, Brown, Williams & Co. – 975.00; Brown & Brown of Florida, Inc. – 4,446.34; Highlands County BOCC – 374,301.00 for a total of \$457,705.89 as presented by the Clerk. Upon roll call, all Members voted aye. The motion carried.

VII. HRMC REPORT

Addlyn Teague, HCA Florida Highlands Director of Communications and Community Engagement gave an update in the absent of CEO David Was, who began on July 28, 2025. He has been with HCA for nearly 20 years and comes from South Carolina. HCA participated in a school supply drive to benefit the Health Families Highlands program, and is a sponsor of the Champion for Children Gala to be held in September, also involved in sponsorship for Breast Cancer Awareness Month and will provide their own awareness activities during the month of October. On November 1, 2025, they will welcome a new orthopedic surgeon, Dr. Brian Burke. They have recently hosted Florida Senator Scott Franklin and also will be hosting Senator Erin Grall at their facility.

Chairman Gerber stated that the Board has been trying to make contact with the HCA home office in regard to the extension of the current lease that ends July 31, 2027, but have not been successful in getting a response. Chairman Gerber asked that Ms. Teague discuss this with Mr. Was since the Board does need to know if HCA is interested in extending the lease.

VIII. APPROVAL AND RATIFICATION OF LETTER TO HCA REGARDING ABANDONED VEHICLES

Under Florida State Statute, property owners or lessors are responsible for the removal of abandoned vehicles. A letter was sent to HCA Florida Highlands which included the verbiage that HCA indemnifies, defends and holds harmless from all claims, judgements and attorney fees.

MOTION: Mr. Divietro made a motion seconded by Mr. Roth to ratify the letter sent to HCA Florida Highlands regarding the removal of abandoned vehicles. Upon roll call, all Members voted aye. The motion carried.

IX. BUSINESS RELATED TO THE SALE OF THE HOSPITAL

A. Expansion of Jones Walker LLC Representation

A contract addendum was presented for approval to include legislative advocacy to be provided during the 2026 regular legislative session for the passage of amended enabling act to allow for the potential sale of the hospital. This contract will replace the current approved contract.

MOTION: Mr. Roth made a motion seconded by Mr. Johnson to approve the addendum to the Jones Walker LLC contract. Upon roll call, all Members voted aye. The motion carried.

X. RATIFICATION OF THE SUNSET HEALTHCARE CONSULTANTS, LLC CONTRACT

At the June 24, 2025 Special Meeting, this Board voted to approve a contract with Sunset Healthcare Consultants, LLC for strategic advisory services. The Chairman, legal counsel, and consulting counsel met with the firm to refine the statement of work. A contract was signed by this Board's Chairman and is presented at today's meeting for ratification by the Board.

MOTION: Mr. Johnson made a motion seconded by Mr. Divietro to ratify the contract with Sunset Healthcare Consultants, LLC. Upon roll call, all Members voted aye. The motion carried.

XI. BUSINESS RELATED TO THE SALE OF THE HOSPITAL

A. Review and approve conceptual changes to the District's enabling act

Mr. Harris stated that a proposed bill is not being presented today to amend the enabling act, but instead a document that provides authorization to the Board Chairman and Jennifer Ungru, with Jones Walker LLP, to proceed with the process of amending the enabling act. The timeline is short to prepare a final bill which will begin with working with the local delegation and staff to prepare a bill for the local delegation meeting on October 1, 2025. Next the proposed bill will go before the Hospital District for approval in November and then before the Highlands County Commission in December 2025. Mr. Divietro asked for clarification of the reference to Section 36 of the Enabling Act to which Mr. Harris stated that the amended enabling act will confirm the current process of allocating surplus funds to the Highlands County Commission for health services within the county.

MOTION: Mr. Johnson made a motion seconded by Ms. Wilson to approve the conceptual plan for the proposed Hospital District enabling act amendment (the concept beginning set out on page one paragraph two of the Jones Walker memorandum dated August 28, 2025) and to give authority to the Board Chairman to edit the **Notice to the Public** as necessary. The following is the proposed conceptual amendment to the enabling act and the proposed notice:

“Proposed Amendment to the Enabling Act – Highlands County Hospital District

The proposed legislation will seek to amend the Enabling Act of the Highlands County Hospital District Board to establish and define the process for a potential sale of the Hospital. This bill does not require a sale; rather, it provides a structured framework should the Board determine, at its discretion, to pursue that option following an independent valuation of the Hospital's assets. The language also clarifies the current lease section of the Enabling Act by requiring an independent valuation and public notice for any new lease or management agreement.

The legislative framework is modeled on the successful passage of the Lee Memorial Hospital System legislation, which guided the conversion of their public hospital system.

Key provisions of the proposed legislation include:

- *Independent Valuation: A comprehensive appraisal of the Hospital and all related assets, conducted by a qualified vendor.*
- *Public Process and Oversight: A defined timeline requiring public notice at each stage of the process, including approvals by the Hospital District Board.*
- *State Notification: Formal notice to the State upon completion of a sale and transfer of assets and liabilities.*
- *Transition and Dissolution: Provisions to guide the winding down of the Hospital District Board's responsibilities and its eventual dissolution upon completion of the process.*
- *Lease or Management Agreement: Clarifies this section by requiring an independent valuation and public notice for a new lease.*

It is important to note that Section 36 of the Enabling Act, which governs the allocation of surplus funds to the Highlands County Commission for the purpose of providing health services within the county, will remain unchanged.”

End of conceptual amendment.

AND THE NOTICE OF PUBLIC HEARING:

“Notice to the Public for the 30-day requirement prior to actual bill filing:

Notice of Legislation: To whom it may concern

Notice is hereby given of intent to apply to the 2026 Florida Legislature, in the 2026 regular session, for passage of an act relating the Highlands County Hospital District, amending Chapter 2004-448, Laws of Florida, relating to Highlands County Hospital District, modernizing provisions and specifying processes for a potential sale of the Hospital. The language also clarifies the lease section of the Act.” End of notice.

Upon roll call, all Members voted aye. The motion carried.

XII. LEGAL COUNSEL

No new legal business was presented.

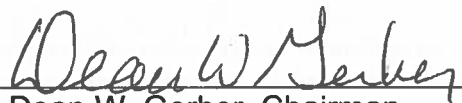
XIII. OTHER BUSINESS

A transfer between the District’s financial accounts will be necessary before the designated surplus can be transferred to the County after October 1, 2025. The accountant for the District will determine the amount needed to be transferred from investment funds to the operating account with Seacoast Bank.

MOTION: Mr. Divietro made a motion seconded by Mr. Johnson to give the Board Chairman the ability to transfer funds from the investment accounts to the Seacoast Bank checking account in order to transfer the declared surplus funds to the Highlands County Commission. Upon roll call, all Members voted aye. The motion carried.

XII. ADJOURNMENT

Next regular meeting is set for Thursday, November 20, 2025. Chairman Gerber adjourned the meeting at 2:12pm.



Dean W. Gerber, Chairman



Gail Escobar, Clerk