

A Special meeting of the McAlester Regional Health Center Authority was held at 4:00 PM, on Wednesday November 14, 2018 at McAlester Regional Health Center in the Administration Board Room. Public notice, setting forth there on the day, time and place for this regular meeting had been delivered to the office of the City Clerk at 04:20 PM on Friday November 09, 2018.

TRUSTEES PRESENT:

Evans McBride MD ~ Susan Kanard ~ Brent Grilliot ~ Weldon Smith, Chairman ~ Kevin Priddle ~ Cara Bland,

TRUSTEES ABSENT: Ray Dixon, M.D ~ Mary Shannon, Vice Chairman ~ Mark Sehgal, MD

HOSPITAL STAFF:

Sonya Stone, Recording Secretary, Tim Cathey, M.D., Darryl Linnington, Shawn Howard

OTHER ATTENDEES:

Russell Ramzel, Legal Counsel

CALL TO ORDER:

Chairman Smith called the meeting to order at 4:00 PM.

Public Comment: None

Executive Session:

Executive Session (25 O.S. § 307(B)) – Consideration and discussion – Weldon Smith, Chairman

25 O.S. § 307(C)(10): “All nonprofit foundations, boards, bureaus, commissions, agencies, trusteeships, authorities, councils, committees, public trusts, task forces or study groups supported in whole or part by public funds or entrusted with the expenditure of public funds for purposes of conferring on matters pertaining to economic development, including the transfer of property, financing, or the creation of a proposal to entice a business to remain or to locate within their jurisdiction if public disclosure of the matter discussed would interfere with the development of products or services or if public disclosure would violate the confidentiality of the business.”

1. Update on Belfair Project

A **Motion** was made (Bland) and seconded (Kanard) to enter into Executive Session at 4:05PM. The vote was taken as follows: **Aye:** Cara Bland, Susan Kanard, Evans McBride, Kevin Priddle, Brent Grilliot and Weldon Smith. **Nay:** None. **Absent:** Ray Dixon, Mark Sehgal, MD and Mary Shannon. **Abstain:** None. Chairperson Smith declared the **motion** carried.

A **Motion** was made (Smith) and seconded (Bland) to come out of Executive Session at 4:45PM. The vote was taken as follows: **Aye:** Weldon Smith, Cara Bland, Kevin Priddle, Susan Kanard, Brent Grilliot and Evans McBride. **Nay:** None. **Absent:** Ray Dixon, Mark Sehgal, MD and Mary Shannon. **Abstain:** None. Chairperson Smith declared the **motion** carried.

No action was taken during Executive Session.

Consideration and approval of Resolution to: (1) acquire an indirect 25% ownership interest in Belfair of McAlester, L.L.C., through contribution to and formation of a 50/50 joint venture that will purchase a 50% interest in Belfair of McAlester, L.L.C.; (2) provide management services to Belfair of McAlester, L.L.C.

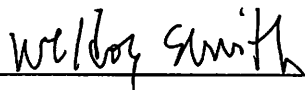
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through the joint venture; (3) guaranty a portion of existing construction debt related to the construction of Belfair of McAlester, L.L.C.'s facility; (4) to execute and deliver documents effecting the purchase of the 50% ownership interest in Belfair of McAlester, L.L.C. and related agreements and documents; (5) authorize the Secretary and CEO to execute purchase documents and related agreements and documents to effect this transaction :

Mr. Russell Ramzel provided an overview of the Resolution to authorize MRHC to enter into an Operating Agreement to form Associated Senior Living Group, LLC as a 50/50 joint venture with Southeast Health Investments, LLC; authorize contribution by MRHC into Associated Senior Living Group; appoint David Keith and Tim Cathey as managers of Associated Senior Living Group; authorize MRHC to acquire an 25% indirect ownership interest in Belfair of McAlester, L.L.C. through the purchase by Associated Senior Living Group of a 50% ownership interest in Belfair of McAlester, L.L.C.; authorize MRHC to enter into agreements to effect the purchase of a 50% ownership interest in Belfair by Associated Senior Living Group; authorize MRHC to enter into a guaranty of 25% of a portion of existing construction debt related to the construction of the Belfair of McAlester, L.L.C.; authorize David Keith to sign on behalf of the Board on all documents related to the Resolution and authorize Associated Senior Living Group managers to sign documents necessary to effect the Resolution. Mr. Ramzel addressed questions and discussion of the Board related to the Resolution.

A **Motion** was made (Bland) and seconded (Priddle) to approve the Resolution to (1) acquire an indirect 25% ownership interest in Belfair of McAlester, L.L.C., through contribution to and formation of a 50/50 joint venture that will purchase a 50% interest in Belfair of McAlester, L.L.C.; (2) provide management services to Belfair of McAlester, L.L.C. through the joint venture; (3) guaranty a portion of existing construction debt related to the construction of Belfair of McAlester, L.L.C.'s facility; (4) to execute and deliver documents effecting the purchase of the 50% ownership interest in Belfair of McAlester, L.L.C. and related agreements and documents; (5) authorize the Secretary and CEO to execute purchase documents and related agreements and documents to effect this transaction as presented. The vote was taken as follows: **Aye:** Cara Bland, Kevin Priddle, Evans McBride, Susan Kanard, Brent Grilliot and Weldon Smith. **Nay:** None. **Absent:** Ray Dixon, Mark Sehgal, MD and Mary Shannon. **Abstain:** None. Chairperson Smith declared the motion carried.

Adjournment: With no further questions or business to come before the Board, A **Motion** was made (Priddle) and seconded (Smith) to adjourn at 4:58PM. The vote was taken as follows: **Aye:** Kevin Priddle, Weldon Smith, Susan Kanard, Brent Grilliot, Cara Bland and Evans McBride. **Nay:** None. **Absent:** Ray Dixon, Mark Sehgal, MD and Mary Shannon. **Abstain:** None. Chairperson Smith declared the motion carried.



Weldon Smith ~ Chairperson



Mary Shannon ~ Secretary

/sds

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