

CITY OF FLORENCE

MINUTES OF SPECIAL -CALLED MEETING OF CITY COUNCIL

MARCH 11, 2010

The special-called meeting of the City Council of the City of Florence, Alabama, was held in the City Hall Auditorium in Florence at 4:00 p.m., on Wednesday, March 11, 2010. President Barnhart called the meeting to order. City Councilmember Graham gave the invocation and led in the Pledge of Allegiance. Robert M. Leyde, City Clerk, performed the roll call and noted that all six Councilmembers were present and a quorum was present with the following members of the City Council in attendance: Sam Pendleton, Jr., William D. Jordan, Hermon T. Graham, Barry Morris, James H. Barnhart and Andrew Betterton.

AGENDA

CITY OF FLORENCE, ALABAMA

SPECIAL CALLED CITY COUNCIL MEETING

MARCH 11, 2010

4:00 P.M.

1. Meeting called to order - President Barnhart
2. Invocation - Councilmember Graham
3. Pledge of Allegiance
- 3B. Message from Mayor Irons
4. Roll Call - President Barnhart
5. Approval of Agenda
6. Regular Agenda:
 - (a) Resolution approving the sale of Coffee Health Group's assets.
7. Motion to Adjourn

Message from the Mayor:

Mayor Irons' comments follow to wit:

City of Florence, Al
Minutes of Special Called
City Council meeting
March 11, 2010

President Barnhart asked for a motion for approval of the agenda. Councilmember Graham moved for approval of the agenda. Councilmember Betterton seconded the motion.

There being no discussion, a vote taken thereon resulted as follows:

Ayes:	Sam Pendleton, Jr. Hermon T. Graham William D. Jordan Barry Morris James H. Barnhart Andrew Betterton
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Noes:	None
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Regular Agenda:

City Clerk, Robert M. Leyde, presented a Resolution approving the sale of Coffee Health Group's assets sponsored by Mayor Irons. Said Resolution follows, to wit:

City of Florence, Al
Minutes of Special Called
City Council meeting
March 11, 2010

Discussion:

Councilmember Pendleton made comments in support of the resolution.

Councilmember Pendleton stated that his main concern is citizens in District 1. Councilmember Pendleton stated that if action is not taken by the dead-line then it is possible that Regional Health Care could decide to change their plans regarding the purchase of ECM.

Councilmember Pendleton also stated that he recognized that ECM has had financial problems for several years. Councilmember Pendleton stated that RegionalCare Partners of Brentwood, Tn, recognizes that ECM Hospital has been operated correctly and that they want to come to Florence.

Councilmember Jordan made comments in support of this resolution. Councilmember Jordan thanked the ECM Hospital Board members for their time and efforts. Councilmember Jordan stated that he knows that the decision has not been easy. Councilmember Jordan also stated that he has taken due diligence regarding his decision.

Councilmember Graham made comments in support of the resolution. Councilmember Graham commended Mr. Jody Pigg, Mayor Irons, Mr. Bob Griffin, the ECM Hospital Board and Regional Health Care Corporation for their efforts. Councilmember Graham stated that he has trust in the doctors and in the City Council in making the right decision for our community.

Councilmember Morris's comments follows, to wit:

City of Florence, Al
Minutes of Special Called
City Council meeting
March 11, 2010

I BELIEVE THE PROPOSED PURCHASE OF COFFEE HEALTH GROUP BY REGIONAL HEALTHCARE PARTNERS IS THE MOST IMPORTANT DECISION THIS COUNCIL WILL TAKE DURING THIS FOUR YEAR TERM. WE SHOULD DO ALL WE CAN TO DO IT RIGHT. WE SHOULD BE VERY CAREFUL TO EXERCISE THE BEST IN ANALYTICAL JUDGEMENT AS WE CONSIDER A DECISION THAT WILL AFFECT VIRTUALLY EVERY CITIZEN IN OUR REGION.

BY OUR PRESENCE HERE TODAY, IT IS OBVIOUS THAT THE RESOLUTION CONCERNING THE SALE OF THE HOSPITAL WILL RECEIVE AN AFFIRMATIVE VOTE OF THIS COUNCIL, WHETHER THAT VOTE IS TAKEN TODAY, TOMORROW, NEXT WEEK, OR THE WEEK AFTER; ALL COMFORTABLY WITHIN THE MARCH 31 TIMELINE. WHY MUST WE VOTE TODAY?

AGAIN, THE DEADLINE FOR US TO VOTE ON THIS NON-BINDING LETTER-OF-INTENT IS NOT UNTIL MARCH 31. BECAUSE OF THE GRAVITY OF THIS DECISION, I WANTED TO TAKE AS MUCH TIME AS POSSIBLE TO STUDY AND TO THINK THROUGH THIS CRITICAL AND COMPLEX DECISION. I WANTED THE ADVISE AND COUNSEL OF OTHER EXPERTS, AND, IN FACT, HAD SCHEDULED TO TAKE A TRIP FOR TODAY TO CONSULT WITH PEOPLE KNOWLEDGABLE ABOUT SUCH MATTERS. BECAUSE OF THE ACTIONS THIS COUNCIL TOOK YESTERDAY, I CANCELLED THIS TRIP. THE DUE DILIGENCE NECESSARY FOR ME TO BE FAITHFUL TO THE TRUST PLACED IN ME BY THE VOTERS OF DISTRICT 4 HAS REGRETTABLY BEEN DIMINISHED. FOR MY INABILITY TO CONVINCE MY FELLOW COUNCILMEN TO GRANT ME A LITTLE MORE TIME, I APOLOGIZE TO THE VOTERS IN DISTRICT 4.

1. I HAVE ONE OVER-RIDING QUESTION:
2. WHAT'S THE RUSH?
3. THE DEADLINE IS NOT UNTIL MARCH 31.
4. IF I AM NOT MISTAKEN, EVERY RESOLUTION, ON WHICH THIS COUNCIL MUST VOTE WHICH REPRESENTS A CONTRACT, IS ACCOMPANIED WITH A COPY OF THE CONTRACT. THAT IS, WE HAVE AVAILABLE FOR READING AND STUDYING THE LANGUAGE WE WILL BE VOTING ON BEFORE AND DURING THE VOTE. HOW CAN WE VOTE ON A DOCUMENT THAT WE DO NOT HAVE HERE TO READ.
5. I DON'T WANT TO BE DISINGENUOUS HERE. LAST WEEK, MR. JODY PIGG INFORMED ME THAT HE HAD BEEN AUTHORIZED TO ALLOW ME ACCESS TO THOSE DOCUMENTS I BELIEVE ESSENTIAL TO FORMING THE BASIS OF MY VOTE. *(FOR THIS, I WANT TO PERSONALLY AND PUBLICLY THANK YOU MR. PIGG. YOU HAVE BEEN EXTRAORDINARILY GENEROUS AND FORTHCOMING WITH YOUR TIME AND COUNSEL.)* EVEN THOUGH I COULD NOW READ THE DOCUMENTS, I WOULD HAVE TO READ THEM AT COFFEE HOSPITAL AND NOT BE ALLOWED TO MAKE COPIES. SINCE I DO NOT HAVE THEM IN MY OFFICE TO REFER TO, I HAVE NOT BEEN ABLE TO STUDY THEM AS I WOULD LIKE. TWO OF
6. THESE DOCUMENTS, THE FTI CONSULTANTS' REPORT AND THE SHADDUCK-HAMMOND REPORT, ARE LONG AND VERY DETAILED. THE NON-BINDING LETTER-OF-INTENT ITSELF IS 8 PAGES LONG. WITHOUT HAVING EASY ACCESS TO THESE DOCUMENTS, IT IS HARD IN ONE READING FOR ME TO DIGEST ALL THE INFORMATION CONTAINED IN THEM.
7. THE MEMBERS OF THIS COUNCIL HAVE SPENT MORE TIME ON MINOR MATTERS THAN WE HAVE ALLOCATED TO THIS DECISION THAT WILL AFFECT THE QUALITY OF HEALTH CARE IN OUR COMMUNITY FOR A GENERATION AND MORE.

8. I BELIEVE I OWE IT TO ALL THOSE WHO PLACED THEIR TRUST IN ME TO REPRESENT THEM TO THE BEST OF MY ABILITY ON THIS COUNCIL, TO DO NO LESS. AND MY VOTE WILL AFFECT NOT ONLY THOSE GOOD PEOPLE IN DISTRICT 4, BUT ALL THE CITIZENS OF THE SHOALS AND BEYOND.

9. IN THAT SPIRIT, I HAVE GREAT CONCERN WITH THE LANGUAGE CONTAINED IN THE **NOW, THEREFORE, BE IT RESOLVED**.... PARAGRAPH. NAMELY:

"...the City Council does hereby approve and authorize the Transaction and does hereby authorize the Authority to negotiate the final terms of the Transaction and to close the Transaction in accordance with such final terms, so long as such final terms are substantially consistent with the Essential Terms set forth in this resolution."

10. I DO NOT BELIEVE I CAN VOTE FOR THIS RESOLUTION IF THE ABOVE LANGUAGE MEANS THAT I AM ABDICATING MY RESPONSIBILITY TO READ AND TO VOTE ON THE FINAL CONTRACT. WE ARE THE ELECTED MEMBERS OF THE CITY COUNCIL AND COUNTY COMMISSION AND THUS WE ARE THE ULTIMATE RESPONSIBLE PARTIES. HOW CAN I ABSOLVE MYSELF AND TURN OVER THAT RESPONSIBILITY TO THE AUTHORITY? LET ME BE CLEAR. I DO NOT QUESTION GIVING THE HOSPITAL BOARD THE AUTHORITY TO NEGOTIATE THE TERMS OF THE TRANSACTION WITH REGIONAL HEALTH CARE BASED ON THE NON-BINDING LETTER-OF-INTENT. BUT, HOW CAN I VOTE TO GIVE UP MY RESPONSIBILITY TO VOTE ON THE FINAL, DEFINITIVE AGREEMENT.

11. OUR HOSPITAL IS ONE OF THE CROWN JEWELS OF OUR COMMUNITY. I YIELD TO NO ONE ON THE DESIRE FOR A NEW, MODERN, THOROUGHLY EQUIPPED HOSPITAL. I WANT TO VOTE 'YES ON THIS RESOLUTION IN SPITE OF NOT HAVING COMPLETED MY DUE DILIGENCE. BUT I HAVE GRAVE RESERVATIONS IF IT IS NOT AMENDED TO STATE THAT THE CITY COUNCIL RETAINS THE AUTHORITY TO VOTE ON THE FINAL, DEFINITIVE AGREEMENT.

12. LASTLY, IT WAS MY HOPE THAT THE FLORENCE CITY COUNCIL COULD HAVE MET WITH THE LAUDERDALE COUNTY COMMISSION AT SOME MUTUALLY AGREEABLE TIME IN THE NEXT FEW DAYS AND HAVE A FULL AND COMPLETE DISCUSSION OF THIS RESOLUTION AND OUR POSITION WITH RESPECT TO VOTING ON THE DEFINITIVE AGREEMENT.

City of Florence, Al
Minutes of Special Called
City Council meeting
March 11, 2010

Councilmember Betterton made comments in favor of the resolution. Councilmember Betterton stated that this is a huge decision for our community and that he did not take his decision lightly. Councilmember Betterton thanked everyone who has been involved in this process. Councilmember Betterton also stated that he had met with board members regarding this decision.

President Barnhart made comments in support of the resolution. President Barnhart stated that this may turn out to be a historic day in our community. President Barnhart also stated that he feels very confident in supporting this resolution.

Councilmember Jordan asked President Barnhart for a special exception for Mr. Bob Griffin, Attorney for the Health Care Authority of Lauderdale County and the City of Florence, Alabama, to explain the last paragraph of the resolution.

Mr. Bob Griffin, Attorney for the Health Care Authority of Lauderdale County and the City of Florence, Alabama, stated that the last paragraph means the City Council and the Lauderdale County Commission have the final authority regarding the agreement. Mr. Griffin stated that he is very comfortable that the definitive agreement will have the terms of the resolution. Mr. Griffin stated that this resolution covers the interests of our community.

Councilmember Morris stated that this Council is authorizing the Health Care Authority to sign the final agreement. Councilmember Morris also stated that he is opposed to an elected board giving up its authority on approving the final agreement.

Councilmember Pendleton stated that it is not fair for this Council to approve the agreement to the sale of ECM Hospital and try to come back and change the agreement. Councilmember Pendleton also stated that he was voting for approval of the resolution with the understanding that there will be corrections, but substantially the agreement will remain the same.

Councilmember Jordan stated that he feels very comfortable in supporting the resolution because if the agreement is not substantially the same then it will come back to the City Council for approval.

President Barnhart welcomed Regional Healthcare Corporation to our City.

Councilmember Pendleton welcomed Mr. Gene Tackett from Congressman Griffin's Office.

City of Florence, Al
Minutes of Special Called
City Council meeting
March 11, 2010

There being no further discussion, a vote taken on the motion resulted as follows:

Ayes: Sam Pendleton, Jr.
Hermon T. Graham
William D. Jordan
Barry Morris
James H. Barnhart
Andrew Betterton

Noes: None

Councilmember Betterton made a motion to adjourn the meeting.
Councilmember Pendleton seconded the motion. A vote taken thereon resulted as follows:

Ayes: Sam Pendleton, Jr.
William D. Jordan
Hermon T. Graham
Barry Morris
James H. Barnhart
Andrew Betterton

Noes: None

Councilmember Pendleton presented the closing prayer.
There being no further business the meeting was adjourned.

ATTEST:

CITY CLERK

City of Florence, Al
Minutes of Special Called
City Council meeting
March 11, 2010