

The McMinn County Board of Commissioners met in Special Called Session on Thursday, December 6, 2007, at 6:00 pm, in the Blue Room of the McMinn County Courthouse.

1. CALL TO ORDER

The meeting was called to order by Chairman David Crews.

2. INVOCATION

The Invocation was given by Commissioner Millsaps.

3. PLEDGE TO THE FLAG

The Pledge to the Flag was led by Commissioner Curtis.

4. ROLL CALL

Roll Call was taken by County Clerk Evonne Hoback, as recorded:

Scott Curtis – Present
Dale Holbrook – Present
Jeannie King – Present
Roger Masingale – Present
Gary Mason – Present
Jerry Millsaps – Present
Bob Powers – Present
Jack Powers – Present
Tad Simpson – Present
Chairman David Crews – Present

5. CONSIDERATION OF ADJUSTMENT TO WOODS MEMORIAL EXCESS PROCEEDS PLAN

Mr. Gentry thanked the Commissioners for coming early to attend the Wood Memorial Hospital District of Board of Trustees meeting at 5:00 pm. Mr. Gentry said that Hospital Board Chairman Higdon, Mr. Conner of Decosimo & Company, and Mr. Chris Trew, the hospital attorney, were still here if there were additional questions. Mr. Gentry referred to two resolutions, copies of which were provided to the Commissioners this evening.

A. A Resolution to Approve the Amended Asset Purchase Agreement Entered into Between Doctor's Hospital of McMinn County, LLC and the Woods Memorial Hospital District.

Mr. Gentry explained and recommended approval of the following resolution to approve the amended asset purchase agreement:

Resolution No. 07-166

A RESOLUTION TO APPROVE THE AMENDED ASSET PURCHASE AGREEMENT ENTERED INTO BETWEEN DOCTOR'S HOSPITAL OF McMINN COUNTY, LLC AND THE WOODS MEMORIAL HOSPITAL DISTRICT

WHEREAS, per the laws of the State of Tennessee and the Asset Purchase Agreement, the McMinn County Commission must approve the Asset Purchase Agreement entered into between Woods Memorial Hospital District (Hereafter WMHD) and Doctor's Hospital of McMinn County, LLC (Hereafter DHMC) on November 19, 2007 for the sale to be considered lawful and otherwise valid,

(Cont'd)

WHEREAS, an Asset Purchase Agreement was formally approved by both the WMHD Trustees in called session, and the McMinn County Board of Commissioners in regular session on the 19th day of November, 2007; and

WHEREAS, due to changes in the Amended Excess Proceeds Plan, the original Asset Purchase Agreement must be modified to reflect changes; and

WHEREAS, the WMHD Board of Trustees have approved said amended agreement at their called meeting on December 6, 2007; and

WHEREAS, the McMinn County Commission likewise, desires to approve the Amended Asset Purchase Agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF McMINN COUNTY, TENNESSEE, MEETING IN CALLED SESSION THIS THE 6TH DAY OF DECEMBER 2007, that this Commission does hereby approve the Amended Asset Purchase Agreement and further authorizes the County Mayor to execute any and all documents necessary to fulfill the intentions of this resolution, including the release of liens.

(Orig signed by John M. Gentry)
McMinn County Mayor

Attest:

(Orig signed by Evonne Hoback)
County Clerk

MOTION made by Commissioner Masingale, and seconded by Commissioner Millsaps, to approve this resolution.

Motion carried by roll call vote, as recorded:

Scott Curtis – Aye
Dale Holbrook – Aye
Jeannie King – Aye
Roger Masingale – Aye
Gary Mason – Aye
Jerry Millsaps – Aye
Bob Powers – Aye
Jack Powers – Aye
Tad Simpson – Aye
Chairman David Crews – Aye

B. A Resolution to Approve the Amended Excess Proceeds Plan Required for the Sale of Woods Memorial Hospital District to Doctor's Hospital of McMinn County, LLC.

Mr. Gentry explained the Attorney General wanted some clarification on the definition of "extraordinary circumstance" which was approved earlier tonight at the Board of Trustees meeting, and he recommended approval of the following resolution to approve the amended excess proceeds plan required for the sale of Woods Hospital to Doctor's Hospital of McMinn County, LLC.

Resolution No. 07-167

A RESOLUTION TO APPROVE THE AMENDED EXCESS PROCEEDS PLAN REQUIRED FOR THE
SALE OF WOODS MEMORIAL HOSPITAL DISTRICT
TO DOCTOR'S HOSPITAL OF McMINN COUNTY, LLC

WHEREAS, per the laws of the State of Tennessee, a plan must be developed for the proper use of any excess proceeds resulting from the sale of the Woods Memorial Hospital District (Hereafter WMHD) to Doctor's Hospital of McMinn County, LLC (Hereafter DHMC) and submitted to the Tennessee Attorney General for approval; and

WHEREAS, McMinn County and the DHMC agreed to an Excess Proceeds Plan required by the Tennessee Attorney General for the sell of the WMHD to DHMC in called session on the 19th day of November, 2007; and

WHEREAS, the Tennessee Attorney General asked for the plan to be amended to provide clarification on the definition of "Extraordinary Circumstance"; and

WHEREAS, with such definition being further defined and agreed upon by both the McMinn County Board of Commissioners and WMHD Board of Trustees: and

WHEREAS, McMinn County and the Woods Memorial Hospital District Board of Trustees have developed an Amended Excess Proceeds Plan to govern the future utilization of proceeds resulting from the transfer of ownership to DHMC to ultimately improve the quality, access and delivery of healthcare to the citizens of McMinn County; and

WHEREAS, the WMHD Board of Trustees have approved said plan at their called meeting on December 6, 2007; and

WHEREAS, the McMinn County Commission likewise, desires to approve the Amended Excess Proceeds Plan and submit it to the Tennessee Attorney General for approval.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF McMINN COUNTY, TENNESSEE, MEETING IN REGULAR SESSION THIS THE 6TH DAY OF DECEMBER 2007, that this Commission does hereby approve the Amended Excess Proceeds Plan attached hereto to govern the future utilization of the proceeds generated from the sale of the Woods Memorial Hospital District for the ultimate use of improving the healthcare of McMinn County citizens, and further authorizes the County Mayor to execute any and all documents necessary to fulfill the intentions of this resolution.

(Orig signed by John M. Gentry)
McMinn County Mayor

Attest:

(Orig signed by Evonne Hoback)
County Clerk

MOTION made by Commissioner Bob Powers, and seconded by Commissioner Curtis, to approve this resolution.

Commissioner Holbrook stated that he was going to vote for this, but he feels it would be wrong to spend this money anywhere except where it was generated. The people that worked at Woods Hospital and the people who used Woods Hospital are responsible for this excess proceeds. Commissioner King added that she just want to make sure all the “i’s” are dotted and the “t’s” are crossed.

Motion carried by roll call vote, as recorded:

Scott Curtis – Aye
Dale Holbrook – Aye
Jeannie King – Aye
Roger Masingale – Aye
Gary Mason – Aye
Jerry Millsaps – Aye
Bob Powers – Aye
Jack Powers – Aye
Tad Simpson – Aye
Chairman David Crews – Aye

The County Mayor thanked the Board of Trustees and all involved in these negotiations because he believes that everyone wants what is best for Woods Hospital and he also said that he chooses to think that this is not the end of Woods Hospital, but rather that this is the end of its first phase and hopefully, the second phase will take the hospital to renown status and serve more of our citizens.

6. ADJOURNMENT

There being no other business, Chairman Crews declared the meeting adjourned at 6:50 pm.



EVONNE HOBACK
McMinn County Clerk

Attest:

 j6 12-13-07
Deputy Clerk (date)