

MONDAY, JULY, 25, 2016

COUNTY BOARD OF COMMISSIONERS SPECIAL MEETING

Monday, July 25, 2016
9:00 a.m.

Board of Commissioners Meeting Room
415 Third Street, Manistee, MI

MINUTES

Present: Jeff Dontz, Chairman, Mark Bergstrom, Karen Goodman, Ken Hilliard, Alan W. Marshall, Richard Schmidt, Brook Shafer

Absent: None

Others Present : James Barker, CEO, West Shore Medical Center; Donn Lemmer, CFO West Shore Medical Center; John Hoch, Chairman, West Shore Medical Center Board of Trustees; Richard Wilson, Legal Counsel for West Shore Medical Center Board of Trustees; Ed Ness, CEO Munson Healthcare; Eric Williams, Manistee County Legal Counsel; Tom Kaminski, Administrator/Controller, Manistee County;

The Special Meeting was called to Order by Chairman Dontz at 9:00 a.m.

Pledge of Allegiance

Invocation was given by Mr. Bergstrom

Roll Call was taken by Lindsey Marquardt, Chief Deputy County Clerk:

APPROVE MEETING AGENDA

Moved by Shafer, seconded by Bergstrom to approve the Meeting Agenda.

Motion Carried

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PUBLIC COMMENT

None.

RESOLUTION #2016-24 MANISTEE COUNTY BOARD OF COMMISSIONERS

APPROVING RESTRUCTURING OF WEST SHORE MEDICAL CENTER

Ed Ness, CEO, Munson Healthcare, appeared before the Board to address the restructuring of West Shore Medical Center. There are many steps still necessary between Munson Healthcare and West Shore Medical Center before a final closing on the affiliation can be completed. These steps include retirement plan issues, closing of the Subsidiary Corporation and notification to union groups. There are also details in regards

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of switching from a Government entity to a non-profit. The closing on the affiliation is anticipated prior to January 1, 2017.

RESOLUTION #2016-24

**RESOLUTION OF THE MANISTEE COUNTY BOARD OF COMMISSIONERS
APPROVING RESTRUCTURING OF WEST SHORE MEDICAL CENTER**

At a special meeting of the Manistee County Board of Commissioners held in the Manistee County Courthouse & Governmental Center, 415 Third Street, Manistee, Michigan on the 25th day of July, 2016

PRESENT: Bergstrom, Dontz, Goodman, Hilliard, Marshall, Schmidt, Shafer

ABSENT: None

The following resolution was offered by Bergstrom and seconded by Goodman:

WHEREAS, the Manistee County Board of Commissioners (“County”) originally authorized the creation of West Shore Medical Center (“West Shore”) pursuant to the Municipal Health Facilities Corporations Act (“MHFCA”) being Act 230 of 1987 (MCL 331.1101 et. seq .), on May 31, 1988.

WHEREAS, West Shore has been successful in delivering high quality health care to the residents of Manistee County and now realizes that in order to continue its mission and its effectiveness, it should affiliate with a regional health care system and West Shore has determined that it is in the best interest of the residents of Manistee County to affiliate and become part of the Munson Healthcare System;

WHEREAS, the County has reviewed in detail the existing Term Sheet, dated May 17, 2016, agreed upon by and between Munson Healthcare and West Shore and has reviewed the Integration Agreement that is proposed by Munson Healthcare and West Shore, and acknowledges that the Board of Directors of Munson Healthcare and the Board of Trustees of West Shore have each approved the Term Sheet and the Integration Agreement, the result of which will be that Munson Healthcare shall become the sole member of West Shore;

WHEREAS, the County particularly relies upon paragraph 7.4 of the Term Sheet and paragraph 6.11 of the Integration Agreement, which provide that the current ambulance agreement between West Shore and the County shall be unchanged and unaffected.

NOW THEREFORE, it is RESOLVED, the Manistee County Board of Commissioners does hereby approve, pursuant to Section 305a of MHFCA, the Restructuring Plan of West Shore Medical Center, attached hereto as **Exhibit A**.

FURTHER BE IT RESOLVED, The Manistee County Board of Commissioners does hereby approve, pursuant to Section 306 of MHFCA, the reorganization that results in Munson Healthcare becoming the sole member of West Shore as set forth in the Integration Agreement.

FURTHER BE IT RESOLVED, The Manistee County Board of Commissioners does hereby ratify, pursuant to Section 306 of MHFCA, the dissolution of West Shore Health Centers Corporation, a wholly owned subsidiary municipal health facilities corporation of West Shore, and the liquidation and transfer of all its assets and contract to West Shore, as approved by the West Shore Board of Trustees on July 14, 2016, pursuant to Section 503 of MHFCA.

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FURTHER BE IT RESOLVED, the Manistee County Board of Commissioners does hereby approve the sale to West Shore of certain real property presently being used for hospital purposes by West Shore pursuant to the Purchase Agreement attached hereto as **Exhibit B**.

FURTHER BE IT RESOLVED, the Manistee County Administrator and/or the Chairman of the Manistee County Board of Commissioners are authorized to take such further steps as are necessary or reasonable to accomplish the transactions described above including the execution, acknowledgment and delivery of agreements, deeds and other closing documents to complete the transactions described above.

Moved by Bergstrom, seconded by Goodman to approve the above Resolution #2016-24

Approving Restructuring of West Shore Medical Center.

YEAS: 7 Bergstrom, Dontz, Goodman, Hilliard, Marshall, Schmidt, Shafer

NAYS: 0 None

Motion Carried

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Adjourn at the call of the Chair.

_____ Clerk