

**BRANCH COUNTY BOARD OF COMMISSIONERS
DECEMBER SESSION (FIRST DAY)
December 12, 2017**

1/ The Board of Commissioners of the County of Branch met, pursuant to adjournment, in the Commissioners meeting room at the Courthouse, on Tuesday, December 12, 2017.

Chairman Gordon called the meeting to order at 4:00 pm.

Present: Commissioners Ted Gordon, Leonard Kolcz, Don Vrablic, Randall Hazelbaker, and Terri Norris, County Clerk Teresa Kubasiak, Administrator Bud Norman.

Commissioner Vrablic led the Board in the Pledge of Allegiance.

2/ Motion by Commissioner Norris, seconded by Commissioner Vrablic, to approve the agenda. MOTION CARRIED.

3/ Motion by Commissioner Vrablic, seconded by Commissioner Kolcz, to approve the minutes of the November 28, 2017 Board meeting. MOTION CARRIED

Public Comment:

Terry LaPratt, CHC employee, urged the Board to vote NO on the CHC-ProMedica resolution.

4/ Motion by Commissioner Hazelbaker, seconded by Commissioner Norris, to allow the Administrator to enter into a fuel contract for 2018. MOTION CARRIED

5/ Motion by Commissioner Hazelbaker, seconded by Commissioner Vrablic, to accept the quote from Safety Systems for security card readers for the Annex in the amount of \$4,237. MOTION CARRIED

6/ Chairman Gordon began the Public Hearing regarding the 2018 General Fund Budget at 4:05pm. There was no comments regarding the Budget, so the hearing was closed at 4:05:31.

7/ Motion to Commissioner Norris, seconded by Commissioner Vrablic, to approve the Resolution allowing the Community Health Center to enter into a collaborative agreement with ProMedica Health Systems, as presented

**2017-12
COUNTY OF BRANCH**

RESOLUTION AUTHORIZING THE COMMUNITY HEALTH CENTER OF BRANCH COUNTY BOARD OF TRUSTEES TO ENTER INTO (A) AMENDED AND RESTATED COLLABORATIVE AGREEMENT, (B) AMENDMENT TO MANAGEMENT SERVICES AGREEMENT, (C) JOINDER AGREEMENT WITH PROMEDICA HEALTH SYSTEM, INC., (D) LAND TRANSFER AGREEMENT AND, IN FURTHERANCE OF THOSE AGREEMENTS TO APPROVE CHC'S RESTRUCTURING PLAN, ARTICLES OF INCORPORATION AND AMENDED AND RESTATED BYLAWS

WHEREAS, the Community Health Center of Branch County ("CHC") entered into a Collaborative Agreement with ProMedica Health System, Inc. ("PHS") pursuant to which PHS would provide management services for CHC pursuant to a Management Services Agreement and, ultimately, acquire the operations of CHC through an Asset Purchase Agreement and,

WHEREAS, pursuant to certain recent changes to the Municipal Health Facilities Corporation Act, CHC is entitled to restructure as a nonprofit corporation provided the County approves the restructuring plan and the articles of incorporation and bylaws for the restructured nonprofit corporation and,

WHEREAS, PHS and CHC have decided to revise the structure of the acquisition of CHC by PHS to a transfer of CHC's membership (as a restructured nonprofit corporation) from the County to PHS in lieu of an asset purchase (as originally contemplated in the Collaborative Agreement), and have negotiated the terms of a Joinder Agreement to implement the revised transaction structure and,

WHEREAS, in order to implement this revised transaction structure, CHC and PHS have negotiated the following agreements: (A) Amended and Restated Collaborative Agreement; (B) Amendment to Management Services Agreement, (C) Joinder Agreement and (D) Land Transfer Agreement (collectively, the "Transaction Agreements") and,

WHEREAS, to allow CHC to restructure as a nonprofit corporation to effectuate the revised transaction structure, CHC has adopted the following: (A) Restructuring Plan, (B) Articles of Incorporation, and (C) Amended and Restated Bylaws;

WHEREAS, that the foregoing approvals are conditioned upon the representations by CHC: (a) that the litigation currently pending in the Branch County Probate Court entitled *Estate of Church v County of Branch and Community Health Center of Branch County* (Case No. 16-34433-DE; Hon. Kirk Kashian) is separate from the process of approving the restructuring of the Community Health Center and payment of consideration to the County, (b) as it relates to any existing litigation, MCL 331.1305(a)(4)(e) states that a proceeding against CHC may be continued against CHC as if the restructuring had not occurred (or the restructured entity may be substituted in the proceeding), and (c) that each party shall abide by the outcome of the litigation at its own expense.

NOW, THEREFORE BE IT RESOLVED BY THE BRANCH COUNTY BOARD OF COMMISSIONERS THAT:

(A) THE FORMS, TERMS AND PROVISIONS OF THE TRANSACTION AGREEMENTS AND THE AGREEMENTS AND TRANSACTIONS CONTEMPLATED THEREBY ARE HEREBY, IN ALL RESPECTS, AUTHORIZED AND APPROVED,

(B) THE RESTRUCTURING OF CHC TO A NONPROFIT CORPORATION, THE RESTRUCTURING PLAN, ARTICLES OF INCORPORATION AND AMENDED AND RESTATED BYLAWS ARE HEREBY, IN ALL RESPECTS, APPROVED,

(C) THE CHAIR OF THE BOARD OF CHC, THE PRESIDENT OF CHC, OR THEIR RESPECTIVE DESIGNEES (EACH A "DESIGNATED OFFICER"), ARE EACH AUTHORIZED, EMPOWERED AND DIRECTED TO EXECUTE AND DELIVER THE TRANSACTION AGREEMENTS AND THE DOCUMENTS CONTEMPLATED THEREBY, IN THE NAME AND ON BEHALF OF CHC,

(D) THE DESIGNATED OFFICERS ARE EACH AUTHORIZED, EMPOWERED AND DIRECTED TO EXECUTE, DELIVER AND FILE THE ARTICLES OF INCORPORATION AND AMENDED AND RESTATED BYLAWS,

(E) THE DESIGNATED OFFICERS ARE EACH AUTHORIZED, EMPOWERED AND DIRECTED, IN THE NAME AND ON BEHALF OF CHC, TO DO ALL SUCH ACTS AND THINGS AND TO EXECUTE, ACKNOWLEDGE AND DELIVER ALL SUCH FURTHER DOCUMENTS AS MAY, IN HIS OR HER DISCRETION, BE DEEMED NECESSARY OR DESIRABLE TO CARRY OUT AND COMPLY WITH THE TERMS AND PROVISIONS OF THESE RESOLUTIONS, AND ALL OF THE ACTS AND DOINGS OF THE DESIGNATED OFFICERS, WHICH ARE IN CONFORMITY WITH THE INTENT AND PURPOSE OF THESE RESOLUTIONS, WHETHER HERETOFORE OR HEREAFTER TAKEN OR DONE, BE AND HEREBY ARE IN ALL RESPECTS RATIFIED, CONFIRMED AND APPROVED.

(F) THE CHAIRPERSON OF THE COUNTY BOARD OF COMMISSIONERS IS AUTHORIZED, EMPOWERED AND DIRECTED TO EXECUTE AND DELIVER THE LAND TRANSFER AGREEMENT, COVENANT DEED, AND ESCROW AGREEMENT AND THE DOCUMENTS CONTEMPLATED THEREBY, IN THE NAME AND ON BEHALF OF THE COUNTY,

(G) THE CHAIRPERSON OF THE COUNTY BOARD OF COMMISSIONERS IS, AUTHORIZED, EMPOWERED AND DIRECTED, IN THE NAME AND ON BEHALF OF THE COUNTY, TO DO ALL SUCH ACTS AND THINGS AND TO EXECUTE, ACKNOWLEDGE AND DELIVER ALL SUCH FURTHER DOCUMENTS AS MAY, IN HIS OR HER DISCRETION, BE DEEMED NECESSARY OR DESIRABLE TO CARRY OUT AND COMPLY WITH THE TERMS AND PROVISIONS OF THESE RESOLUTIONS, AND ALL OF THE ACTS AND DOINGS OF THE CHAIRPERSON OF THE COUNTY, WHICH ARE IN CONFORMITY WITH THE INTENT AND PURPOSE OF THESE RESOLUTIONS, WHETHER HERETOFORE OR HEREAFTER TAKEN OR DONE, BE AND HEREBY ARE IN ALL RESPECTS RATIFIED, CONFIRMED AND APPROVED.

Upon roll call vote the results were as follows:

YES – Norris, Kolcz, Vrablic, Hazelbaker, Gordon – 5

NO – 0

MOTION CARRIED

Consent Agenda:

to approve the Bills and Accounts in the amount of \$341,390.70.

approve the Supplemental Appropriation to the Airport Board not to exceed \$12,000, to be taken out of Contingencies.

to apply \$100,000 of delinquent tax revolving fund surplus to the unfunded pension liability and \$100,000 to OPEB liability (Other Post Employee Benefits) .

approval of the Window Replacement in the amount of \$7,263.19 and Elevator Repair in the amount of \$3,250, to be taken out of Capital Outlay.

8/ Motion by Commissioner Vrablic, seconded by Commissioner Norris, that authorization is given to approve the following items by Consent Agenda: Bills & Accounts, Additional Funding Request-Airport, Delinquent Tax Revolving Funds Surplus and Annex Building Projects-Capital Outlay. MOTION CARRIED

9/ Motion by Commissioner Kolcz, seconded by Commissioner Norris, to re-appoint Charles Dwight Green to the Veterans Affairs Board, with the new term beginning 1/01/2018. MOTION CARRIED

10/ Motion by Commissioner Kolcz, seconded by Commissioner Norris, to re-appoint Joseph Best and John Van Dam to the Airport Board, with the new term beginning 1/01/2018. MOTION CARRIED

11/ Motion by Commissioner Kolcz, seconded by Commissioner Norris, to re-appoint James Bilsborrow, Duane Clover and Tom Fisher to the Airport Board, of Appeals, with the new term beginning 1/01/2018. MOTION CARRIED

12/ Motion by Commissioner Norris, seconded by Commissioner Vrablic, to re-appoint Betty Kurtz and Stephen O'Donnell to the Commission on Aging Board, with the new term beginning 1/01/2018. MOTION CARRIED

13/ Motion by Commissioner Norris, seconded by Commissioner Kolcz, to appoint Tom Lowande and Margaret Clemens to the District Library Board, with the new term beginning 1/01/2018. MOTION CARRIED

14/ Motion by Commissioner Norris, seconded by Commissioner Kolcz, to re-appoint Larry Parks and James Gordon to the Building Authority, with the new term beginning 1/01/2018. MOTION CARRIED

15/ Motion by Commissioner Vrablic, seconded by Commissioner Hazelbaker, to re-appoint Cheryl Downs to the Board of Public Works, with the new term beginning 1/01/2018. MOTION CARRIED

16/ Motion by Commissioner Hazelbaker, seconded by Commissioner Norris, to nominate and appoint William Orris and Tom King to fill vacant positions on the Building Inspection Board of Appeals. Their terms will begin immediately. MOTION CARRIED

17/ Motion by Commissioner Hazelbaker, seconded by Commissioner Kolcz, to nominate and re-appoint Paul Winbigler to the Building Inspection Board of Appeals. The term new will begin 1/01/2018. MOTION CARRIED

Public Comment:

Terry LaPratt thanked the board for their consideration of his concerns regarding the CHC transition.

Tom Lowande introduced himself and thanked the Board for voting him to the Library Board.

Committee/Liaison Reports:

Vrablic – Ovid Township will begin building their new township hall in March to be completed in July.

18/ Motion by Commissioner Hazelbaker, seconded by Commissioner Norris, to adjourn at 4:20 pm. MOTION CARRIED