

**MINUTES**  
**MUSC/MUHA Board of Trustees Special Called Meeting**  
**November 19, 2018**

The MUSC/MUHA Board of Trustees convened Monday, November 19, 2018, with the following Board of Trustees members present via teleconference: Mr. Charles Schulze, Chair; Mr. Bill Baker; Ms. Terri Barnes; Mr. Jim Battle; Mr. Bill Bingham; Dr. Guy Castles; Dr. Richard Christian; Dr. Paul Davis; Dr. Don Johnson; Ms. Barbara Johnson-Williams; Dr. James Lemon; Dr. Murrell Smith; Mr. Michael Stavrinakis; and Mr. Tom Stephenson. Board member excused: Dr. Melvin Brown

In addition the following MUSC leaders were present either by teleconference or in person at Colcock Hall: Dr. David Cole; Ms. Lisa Montgomery; Dr. Pat Cawley; Dr. Ray Dubois; Ms. Annette Drachman; Dr. Gene Hong, Ms. Andrea Brisbin; Ms. Lisa Goodlett; Mr. Matt Severance; Mr. Mark Sweatman and Ms. Sarah Bacik.

**Item 1.**            **Call to Order-Roll Call.**

There being a quorum present, Chairman Schulze called the meeting to order at 6:30 pm. Ms. Jane Scutt called the roll and announced the following: *“In compliance with the Freedom of Information Act, notice of meetings and agendas were furnished to all news media and persons requesting notification.”*

**Item 2.**            **Executive Session.**

Statement: Chairman Schulze recognized Mr. Jim Battle who moved that the Board go into closed session to discuss the following item pursuant to sections §30-4-70(a)(2) and (a)(5) of the South Carolina Code:

- Discussion of negotiations pursuant to a contractual arrangement, possible legal advice, and proposed sale or purchase of property and expansion of services.

Board Action: The motion was seconded, voted on and unanimously carried for the Board to move into executive session. Mr. Schulze announced that the board would be moving into executive session at this time.

At 8:34 pm the Board returned to open session with no action taken.

**Item 3.**            **Resolution Authorizing Medical University Hospital Authority (MUHA) to Enter Into Such Agreements or Other Documents Related to the Purchase of Property and Expansion of Services and Financing Thereof.**

Statement: Chairman Schulze recognized Mr. Battle who moved for approval of the resolution authorizing the Medical University Hospital Authority to enter into such agreements or other documents related to the purchase of property and expansion of services and financing thereof and to take any necessary action in connection with such purchase.

Board Action: Mr. Schulze moved for approval of the resolution. The motion to approve the resolution was seconded, voted on and unanimously carried.

**Item 4.**      **Adjournment.**

Being no other business to discuss, Chairman Schulze officially adjourned the Special Meeting of the MUSC/MUHA Board of Trustees at 8:36 pm.

Respectfully submitted,



Mark C. Sweatman, Secretary

MCS:jl  
Attachments

## A RESOLUTION

**AUTHORIZING THE MEDICAL UNIVERSITY HOSPITAL AUTHORITY TO PURCHASE THE ASSETS OF CERTAIN HOSPITALS AND OTHER MEDICAL FACILITIES IN FLORENCE COUNTY, MARION COUNTY, LANCASTER COUNTY, AND CHESTER COUNTY, SOUTH CAROLINA AND OTHER MATTERS RELATED THERETO.**

WHEREAS, on June 3, 1999, the South Carolina General Assembly passed legislation now codified as §59-123-60, Code of Laws of South Carolina, 1976, as amended (the “*Enabling Act*”), that established the Medical University Hospital Authority (the “*Authority*”); and

WHEREAS, the Board of Trustees of the Authority (the “*Board of Trustees*”) is authorized at §59-123-60(E)(3)(b) of the Enabling Act to “purchase and acquire interest in real property and improvements thereon and to sell, convey, mortgage, lease, exchange, and otherwise dispose of any real property subject to the authority and approval of the State Fiscal Accountability Authority or the Department of Administration, as appropriate;” and

WHEREAS, the Board of Trustees is authorized at §59-123-60(E)(3)(c) of the Enabling Act to “make contracts and guarantees, to incur liabilities, to issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, or income in a manner to be in the best interest of the Authority;” and

WHEREAS, the Board of Trustees has determined that the purchase of substantially all of the assets of certain affiliates of CHS/Community Health Systems, Inc. (“*CHS*”) that are associated with or used in the ownership and/or operation of Carolinas Hospital System – Florence in Florence, South Carolina; Carolinas Hospital System – Marion in Mullins, South Carolina; Springs Memorial Hospital in Lancaster, South Carolina; and Chester Regional Medical Center in Chester, South Carolina (collectively, the “*Hospitals*”), and associated clinical sites and services is in the best interest of the Authority; and

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE MEDICAL UNIVERSITY HOSPITAL AUTHORITY IN MEETING DULY ASSEMBLED:**

**Section 1.** It is hereby declared that the facts set forth in the preambles to this Resolution are in all respects true and correct.

**Section 2.** It is hereby declared that the Authority intends to purchase substantially all of the assets of certain affiliates of CHS that are associated with or used in the operation of the Hospitals.

**Section 3.** The purchase of the Hospitals shall be financed with the proceeds of the Indebtedness “in a manner to be in the best interest of the Authority.”

**Section 4.** The President, the Executive Director, and the Chief Financial Officer of the Authority (collectively, the “*Executing Officers*”) are hereby authorized to negotiate and execute such documents and/or agreements as are required to effect the acquisition and the financing of the acquisition of the of the property, leases, easements, or other transfers of property and assets discussed in the November 19, 2018 meeting of the Board of Trustees. The Executing Officers are further authorized to seek all necessary approvals to affect these transfers.

APPROVED this 19<sup>th</sup> day of November, 2018.

**MEDICAL UNIVERSITY HOSPITAL AUTHORITY  
BOARD OF TRUSTEES**

By

  
Charles W. Schulze, Chairman

By

  
Mark C. Sweatman, Secretary