

**HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY, GEORGIA**

**MINUTES OF JANUARY 19, 2012 MEETING  
(Open Session)**

**Attendees:** Authority Board Members: Ralph Rosenberg; Dr. Charles Lingle; Dr. John Inman, Jr.; John Hayes; Lamar Reese; Fred Ghiglieri; Dr. Steven Wolinsky; Legal Counsel: James E. Reynolds, Jr., also present were: Joel Wernick; Kerry Loudermilk; Joe Austin; Tommy Chambless; Tom Sullivan; Dr. Price Corr; Dr. Doug Patten; and Records, Annette Allen and Mary Barfield

**Absent Authority Members:** Dr. Eugene Sherman; Rev. H. B. Johnson

**Call to Order:**

The meeting was called to order by Chairman Rosenberg at 7:30 A.M. in the Board Room of Phoebe North Hospital.

**Open Meeting and Establish a Quorum:**

Mr. Rosenberg welcomed the Authority and established that a quorum was present, with seven members being in attendance.

**Approval of the Agenda:**

The proposed Agenda was reviewed and a motion made by Dr. Lingle and seconded by Lamar Reese, to adopt the Agenda as presented. The motion was approved by the Authority.

**Approval of the Minutes:**

The Minutes of the November 17, 2011 meeting, having been provided to the Members prior to the meeting, were presented for approval. A motion was made and seconded to approve the Minutes as provided. The motion passed unanimously.

## **Election of Authority Officers for 2012**

Following discussions, a motion was made by Dr. Lingle and seconded by Dr. Wolinski to elect the following as the Authority Officers for 2012: Ralph S. Rosenberg - Chairman; Dr. Charles Lingle - Vice Chairman; Rev. Eugene Sherman - Secretary; and, Dr. John Inman - Assistant Secretary. All members in attendance voted to approve the motion.

## **Phoebe North Operations and Planning Report**

A presentation was made by Tom Sullivan, Chief Transition Officer, and Joe Austin, Executive Vice President/COO-PPMH, regarding the operation of and planning for Phoebe North. A copy of the presentation is attached to these minutes. Following questions and discussions, Mr. Rosenberg thanked Mr. Sullivan and Mr. Austin for their respective presentations.

## **Request from PPMH Concerning Execution of Contracts**

Thomas S. Chambless presented the background and reasoning for requests from PPMH, seeking (i) authority for Tom Sullivan and Joe Austin, either acting alone, to validly execute certain contracts on behalf of the Authority; and (ii) to make a corresponding Amendment to the current Management Services Agreement between the Authority and PPMH for the management of Phoebe North. Following discussion, a motion to accept and approve the request and to adopt the attached Resolution was made by Dr. Lingle and seconded by Dr. Wolinski. The Resolution was approved and adopted by all Members present and a copy of the Resolution is attached. Mr. Ghiglieri followed the adoption of the Resolution by requesting that a list of contracts so executed on behalf of the Authority be maintained, so that if it chose to do so, the Authority could review selected contracts - PPMH officials present at the meeting indicated that would be done.

## **Closing of the Meeting:**

A motion was made by Fred Ghiglieri and seconded by Lamar Reese to close the meeting in order to (i) discuss the granting, restriction or revocation of staff privileges at Phoebe North; (ii) discuss pending litigation with legal counsel; and (iii) discuss potential commercially valuable plans and proposal or strategy that may be of competitive advantage in the operation of Phoebe North and/or PPMH or their medical facilities .

Mr. Rosenberg polled the individual Authority Members whose votes are shown below:

Ralph Rosenberg	Yes
Dr. Charles Lingle	Yes
Dr. John Inman, Jr.	Yes
Fred Ghiglieri	Yes

Lamar Reese	Yes
John Hayes	Yes
Dr. Steven Wolinsky	Yes

The motion having passed, the meeting was closed.

#### **Open Session Reconvened:**

At this point, Dr. Wolinsky and Mr. John Hayes had necessarily, previously left the meeting, either during or at the conclusion of the Closed Session.

#### **Medical Staff Recommendations and Credentialing**

Following a presentation by Dr. Price Corr, President of the Phoebe North Medical Staff, a motion was made by Fred Ghiglieri and seconded by Lamar Reese to accept and approve the Medical Staff recommendations for the credentialing of certain Phoebe North Medical Staff as presented by Dr. Corr. A copy of the recommendations as approved is attached. Mr. Rosenberg thanked Dr. Corr for his time and participation in this process and for his thorough presentation, especially since credentialing medical staff was a new matter for this Board.

#### **Financial Reports:**

Kerry Loudermilk made a presentation of certain interim financial reports for Phoebe North. A copy of the presentation is attached hereto.

Mr. Loudermilk also presented a FYE2012 Operating and Capital Budget for Phoebe North. A copy of the presentation is attached.

Following questions and answers, Mr. Rosenberg thanked Mr. Loudermilk for his presentations.

A motion was made by Lamar Reese and seconded by Fred Ghiglieri to accept the financial report and Budget pertaining to the Authority and the motion carried.

#### **Reports from Phoebe Putney Memorial Hospital**

Mr. Wernick gave a report principally pertaining to the opening of Phoebe Sumter Medical Center, an update on the GI Building and the Willson Hospice House and how these facilities positively affect PPMH and the citizens of Albany and Dougherty County. A copy of portions of the information is attached.

Mr. Rosenberg thanked Mr. Wernick for his presentation.

### **Authorization to Recommence Development of An Amended Lease with PPMH**

The Authority then considered and discussed a Resolution (copy of entire Resolution attached) which had been previously provided to the Authority Members, dealing with the Authority's authorization to recommence development of a draft of Amended Lease with Phoebe Putney Memorial Hospital, Inc., to include both hospitals. Upon motion made by Mr. Reese and seconded by Dr. Lingle, the Resolution was adopted by all five of the Authority members present.

### **Old Business:**

Mr. Rosenberg stated that now the FTC litigation appeared to be behind us, he would, as previously authorized by the Board, recommence dialogue with Price Waterhouse Coopers relative to performing an updated survey and analysis of pricing/lease compliance in connection with the Lease to PPMH.

Mr. Rosenberg also observed that it might be efficient and necessary to hold Authority meetings on a monthly basis for the next six months or so, to deal with the additional issues resulting from the operations of Phoebe North.

It was reported that a small office for the Authority would be established and located at the Phoebe Memorial Hospital, Inc.'s Third Avenue campus, in close proximity to the Willson Board Room. This office would contain all records of the Authority and generally the office will be locked, but certainly it will be available to Authority Members.

Mr. Rosenberg reminded all that a tour of Phoebe North facilities was available to Authority Members following the meeting.

### **Adjournment:**

There being no further business, the meeting adjourned at 9:25 A.M.

## AGENDA

### HOSPITAL AUTHORITY OF ALBANY-DOUGHERTY COUNTY, GEORGIA

Meeting of January 19, 2012

7:30 A.M.

(Phoebe North Campus)

- |       |  |                                      |
|-------|--|--------------------------------------|
| I.    | Open meeting and establish quorum  | Ralph Rosenberg                      |
| II.   | Welcome for New Year and Thank You for service over what was a challenging prior year  | Ralph Rosenberg                      |
| III.  | Consider Approval of Agenda  | Ralph Rosenberg                      |
| IV.   | Election of Authority Officers for 2012 (current Officers from 2011 are: Ralph Rosenberg - Chairman; Dr. Charles Lingle - Vice-Chairman; Rev. Eugene Sherman - Secretary; and, Dr. John Inman - Assistant Secretary)   | Ralph Rosenberg                      |
| V.    | Consideration of Minutes of November 17, 2011 meeting (Draft previously provided to Members)   | Ralph Rosenberg                      |
| VI.   | Phoebe North Operations and Planning Report  | Tom Sullivan/Joe Austin              |
| VII.  | Request from PPMH, Inc. for authorization for execution of Authority Contracts arising in the ordinary course of operations at Phoebe North and corresponding amendment to Management Services Agreement   | Kerry Loudermilk/<br>Tommy Chambless |
| VIII. | Motion and vote to close meeting in order to: (i) discuss the granting, restriction or revocation of staff privileges at Phoebe North; (ii) discuss pending litigation with legal counsel; and(iii) discuss potential commercially valuable plans and proposal or strategy that may be of competitive advantage in the operation of Phoebe North and/or PPMH or their medical facilities (roll call vote is taken). Consideration of any official action to be taken on staff privileges following the re-opening of the meeting | Ralph Rosenberg                      |
| IX.   | Consideration of approval of Medical Staff recommendation pertaining to credentialing of Phoebe North Medical Staff  | Dr. Price Corr/<br>Dr. Doug Patten   |
| X.    | Presentation of interim financial reports on behalf of Phoebe Phoebe Putney Memorial Hospital, Inc. and on behalf of Authority; Proposed Revised Budget for the Authority; and Initial Operating Results at Phoebe North   | Kerry Loudermilk                     |

- XI. Report on behalf of PPMH, Inc. Joel Wernick
- XII. Consideration of authorization for attorneys to re-commence efforts to develop a draft of Amended Lease with PPMH, Inc. (which Amended Lease draft will include the Phoebe North Hospital as well as PPMH) Jay Reynolds
- XIII. Old Business - informational items update re: engagement of consultant to analyze pricing/lease compliance; and Authority office Ralph Rosenberg
- XIV. Adjournment Ralph Rosenberg

Tour of Phoebe North Facilities offered to all Authority Members following meeting

# **CREDENTIALS REPORT**

**Price Corr, M.D.**  
**President of the Medical Staff**  
**Doug Patten, M.D.**  
**Sr. Vice President/CMO**

Credentialing Appointments-January 2012  
Phoebe North

Initial Appointments		
Name	Type	Specialty
Bruce Gilbert	MD	Radiology
Richard Gordon	MD	Emergency Medicine
Donovan Gowdie	DPM	Podiatry
James Griffith	MD	Gastroenterology
Francis Kwarteng	MD	OB-GYN
Mark McGehee	MD	Tele-Radiology
Wendi Miller	MD	Emergency Medicine
Carissa San Juan	MD	Hospitalist-PPMH-IM
John Dennis	PA	Nephrology- Kheda
Thuy Ho	PA	Medicine (Mann-Johnson)
Heather Johnson	FNP	Medicine- R&M
Dan Li	NP	Neurology-Patel
Jason Soriano	MD	Neurology-Neuromatrix
Latessa Sweet	DA	Dental Assistant

Re-Appointments		
Name	Type	Specialty
Fakhar Ahmad	MD	Hospitalist-IM
Michael Alleyne	MD	Hem/Onc
Scott Carbajal	MD	Tele-Radiology
John Gleason	MD	Pediatrics
Pamela Kulback	MD	Tele-Radiology
Kurtis Moodie	MD	Hospitalist- IM/Peds
Kumud Rangaraj	MD	Hem/Onc
Stephen Saletta	MD	Emergency Medicine
Sylvia Wahington	MD	Pediatrics
Katrina Bogant	DA	Dental Assistant
Roger Brown	CRNA	Anesthesia
Marque-Ann Davis	PA	Emergency Medicine
Lauren Giometti	CRNA	Anesthesia
Paula McMicken	CRNA	Anesthesia
Angela Tyus	ARNP	Emergency Medicine

Other Credentialing		
Name	Type	Specialty
Hope Jackson	NP	Vascular

Resignations		
Name	Type	Specialty
Robert Morgan	MD	Radiology
Marsha Pierdinock	MD	Gastroenterology
Michael Hardy	PA	Medicine
Ann "Ovbiye" Idemundia	MD	Pediatrics
Leonard LaConte	MD	Radiology
Stephanie Bennette	PA	Medicine
Johnny Alexander	MD	Radiology
Max Kuo	MD	Pediatrics
Jaza Brown	MD	IM
Christopher Hester	CRNA	Anesthesia
Leonard Martin	CRNA	Anesthesia
Michael Raines	MD	FP

Leave Of Absence		
Name	Type	Specialty
Richard Bracken	PA, AA	Anesthesia





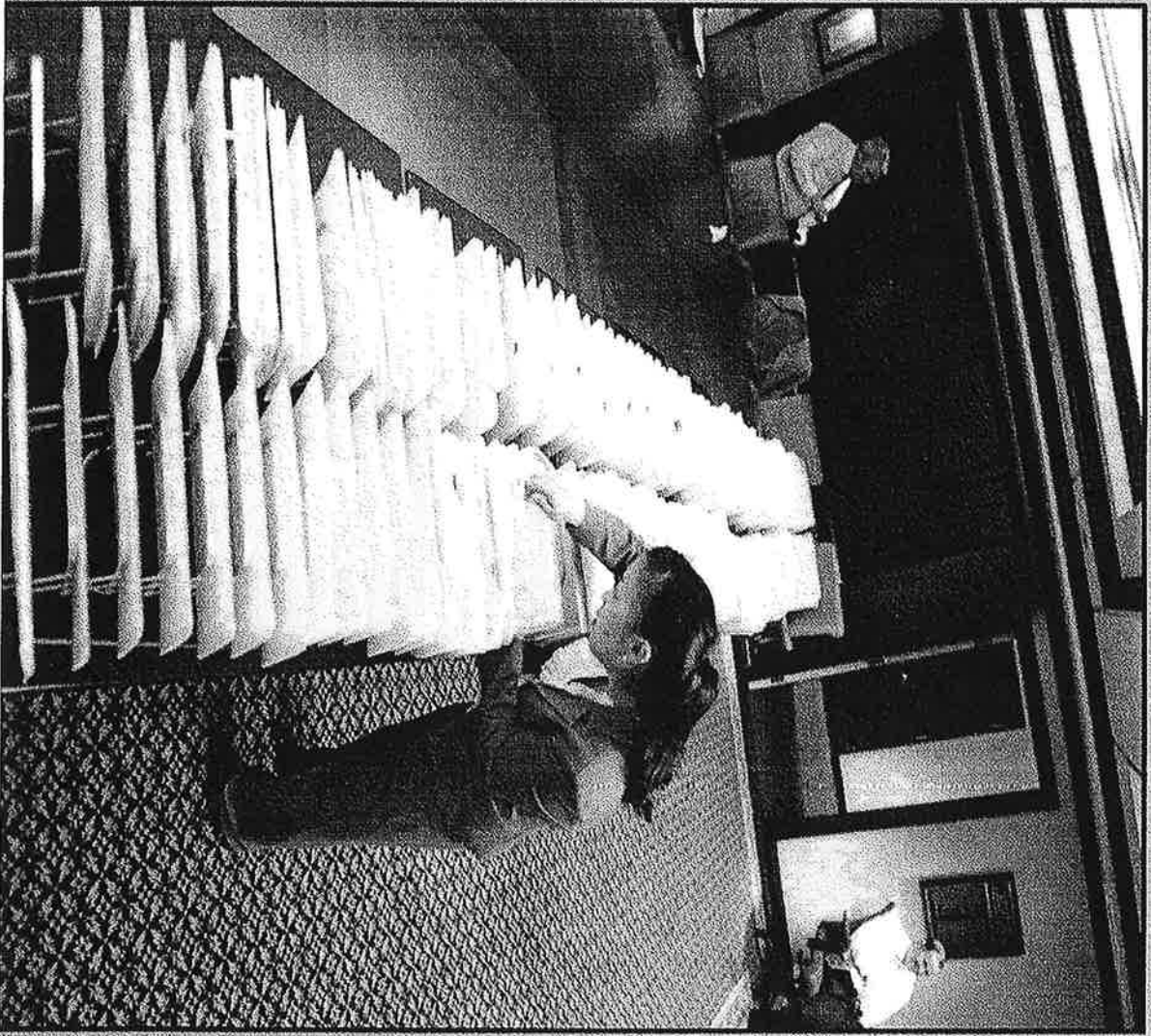
# Hospital Authority of Albany-Dougherty County

January 19, 2012

Tom Sullivan, Chief Transition Officer &

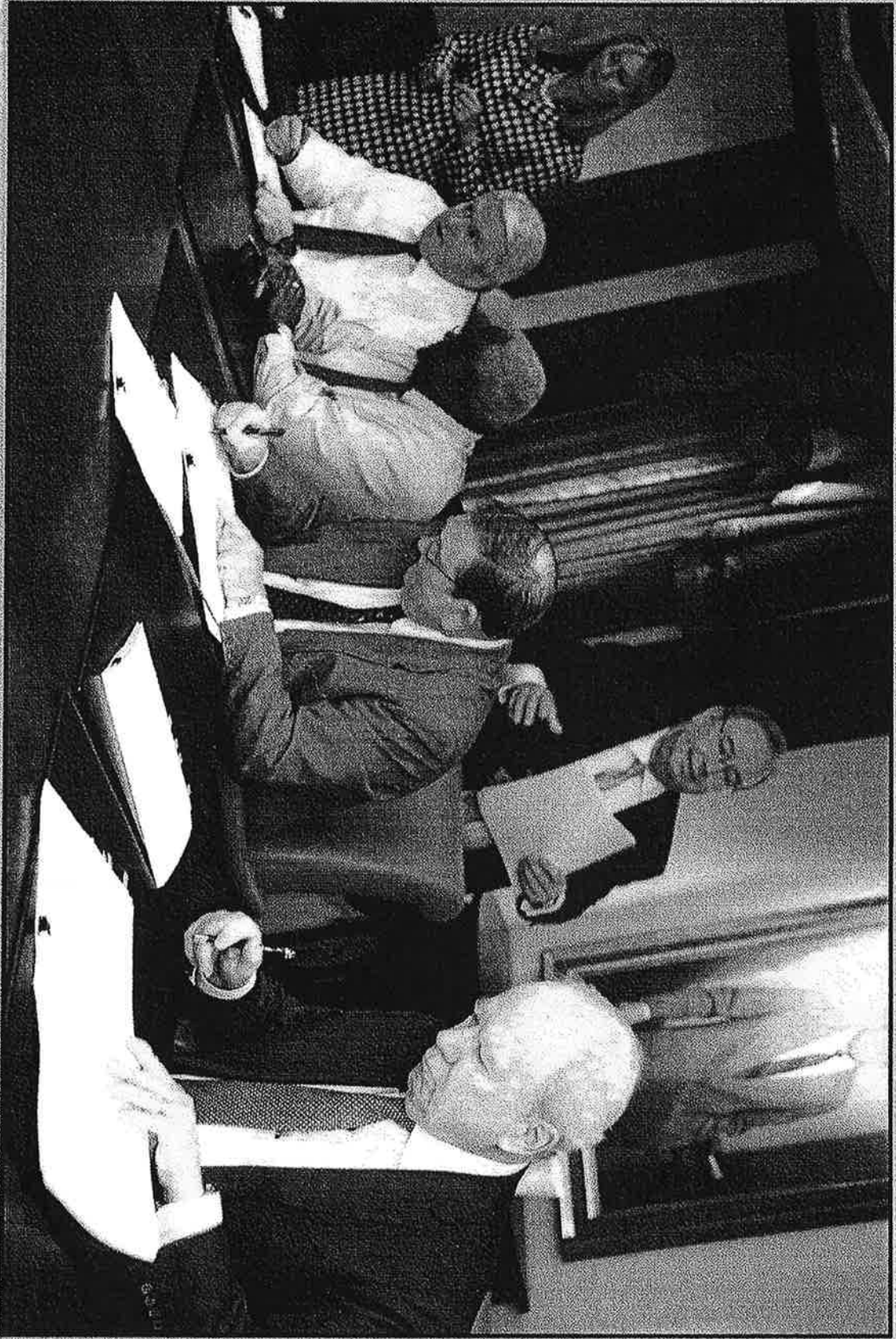
Joe Austin, Executive Vice President/COO -PPMH

# PHOEBE NORTH

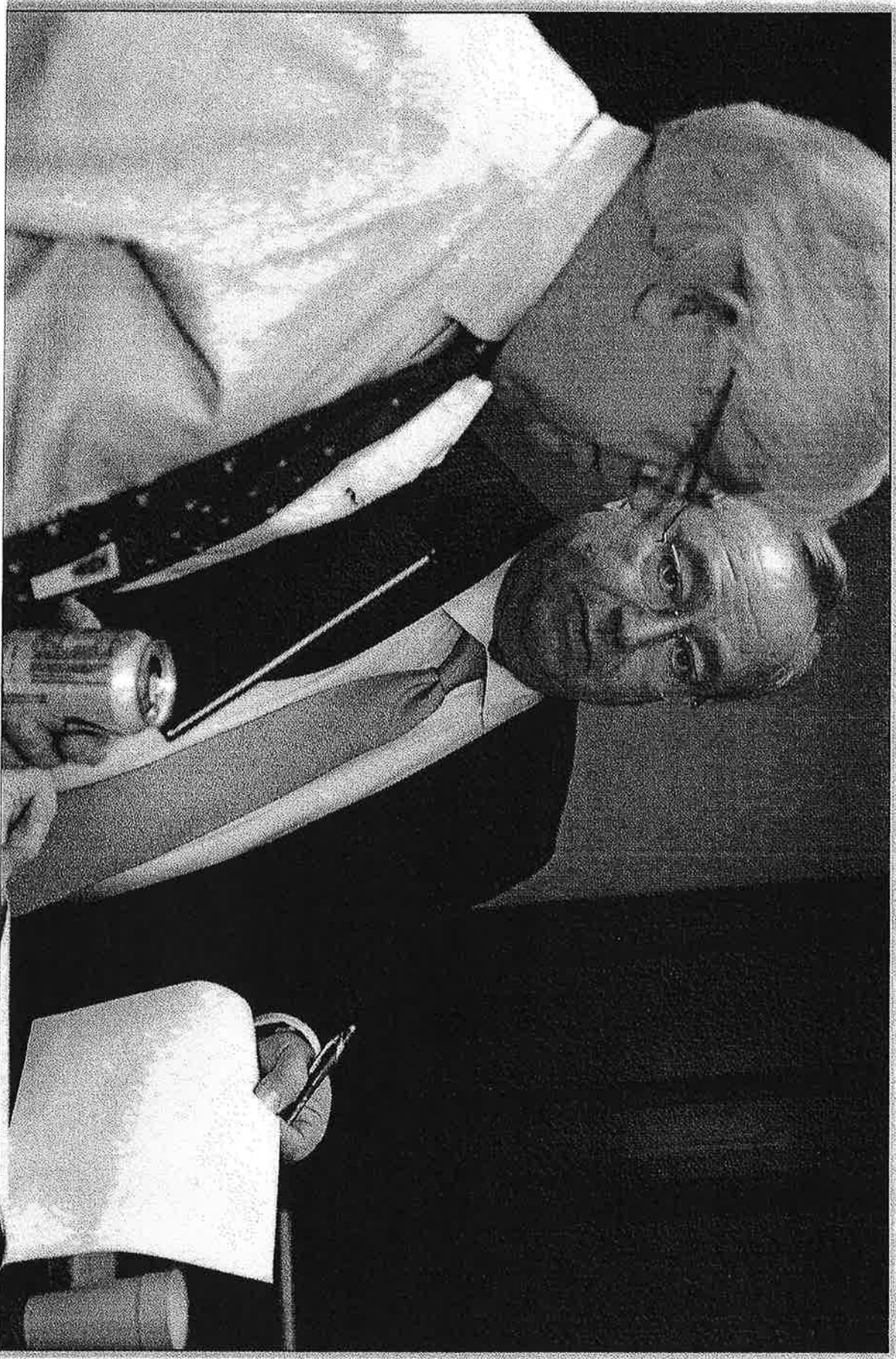




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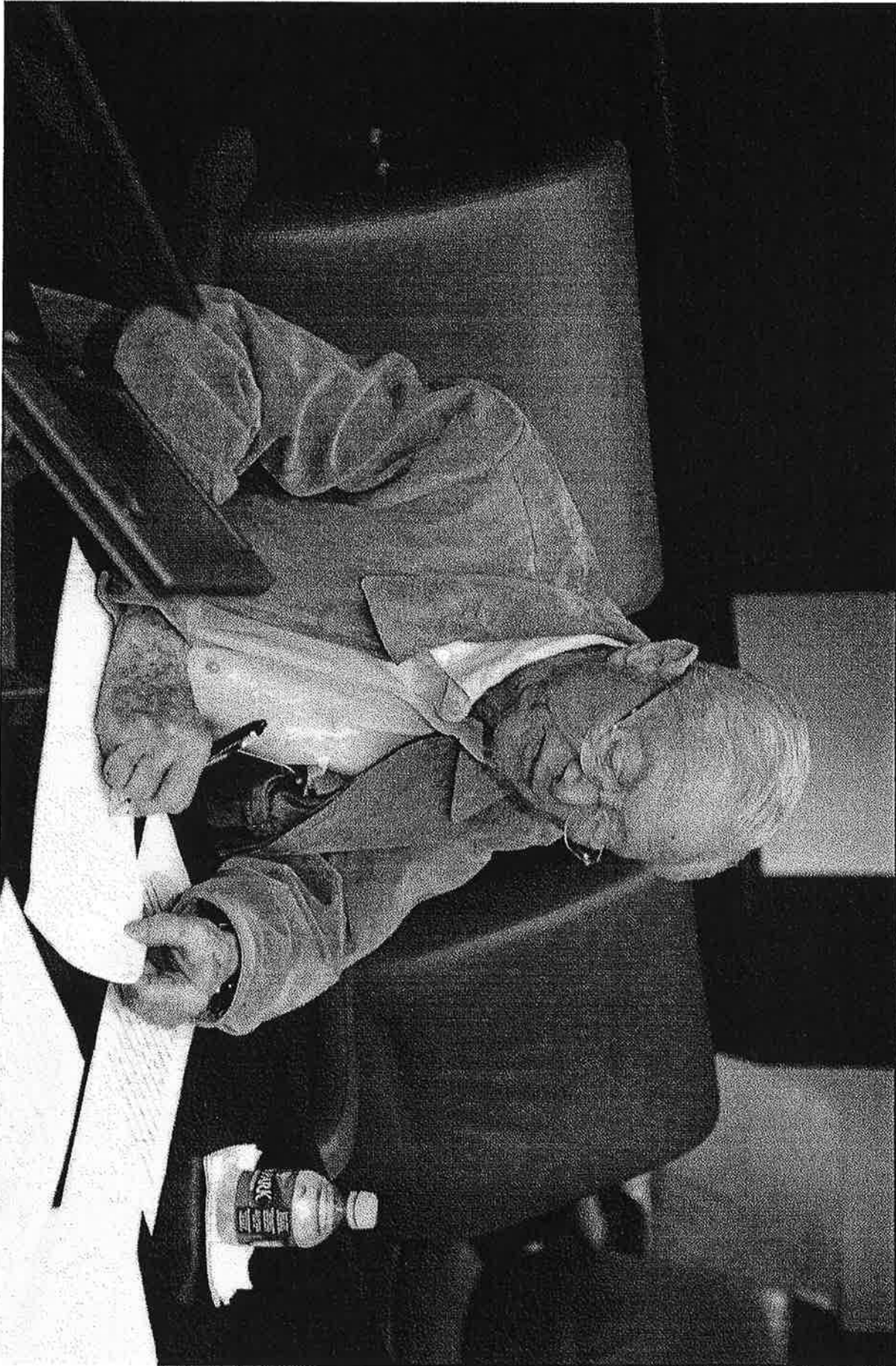


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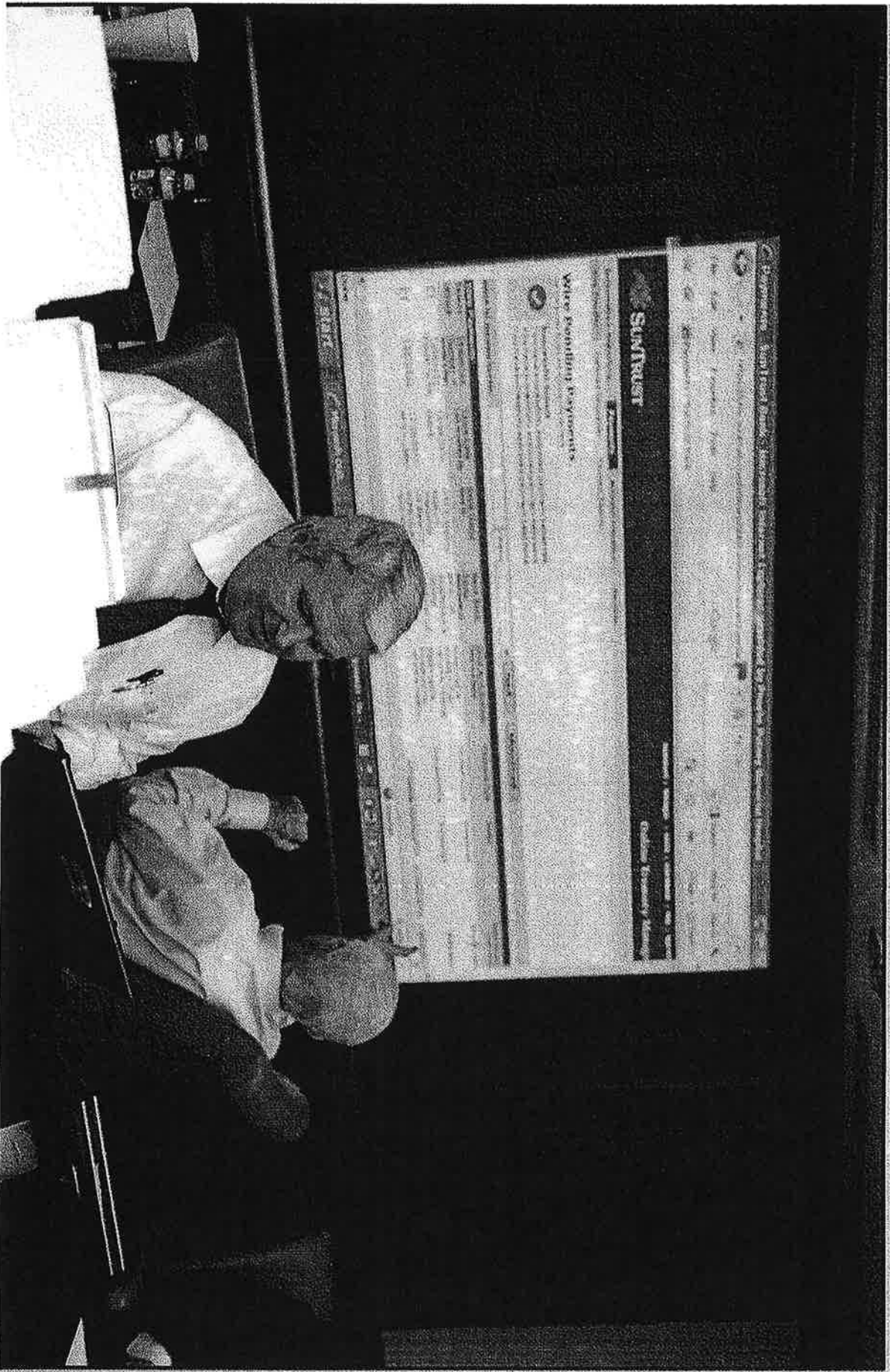




# PHOEBE NORTH



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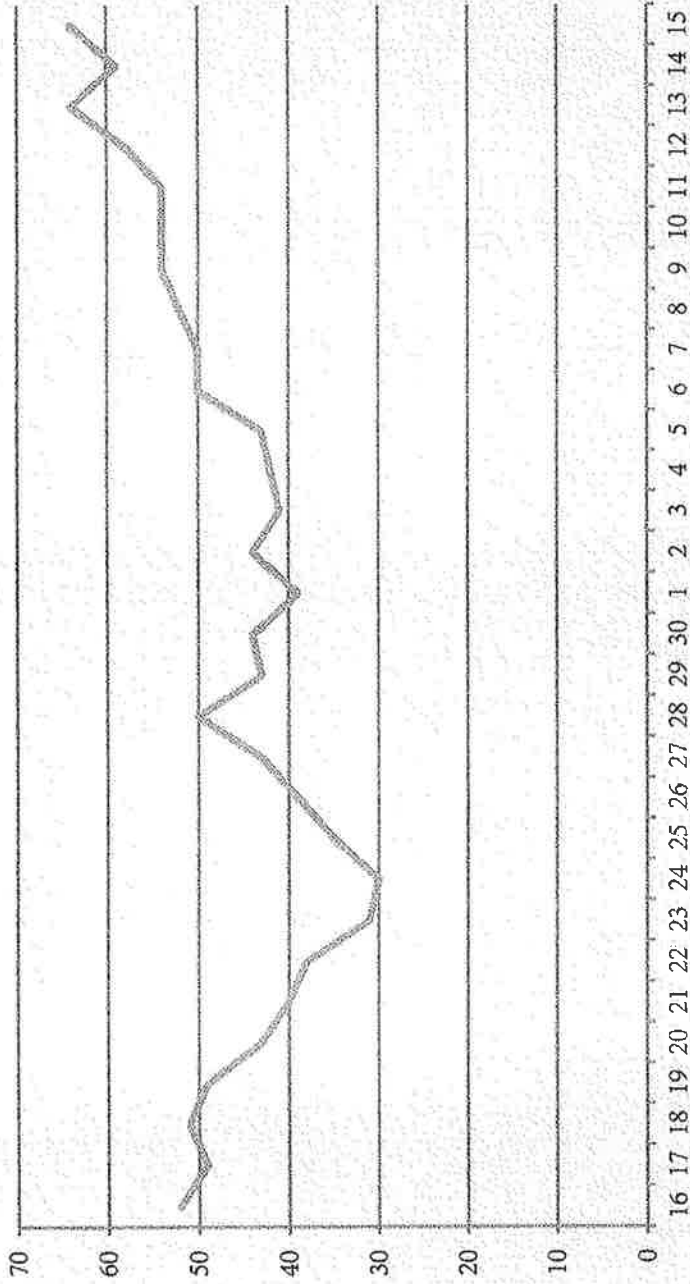
# VOLUNTEERS



 PHOEBE  
NORTH



# CENSUS TRENDS



Phoebe North (12/16/11 - 1/15/12)

Date 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15

Census 52 49 51 49 43 40 38 31 30 35 39 43 50 43 44 39 44 41 42 43 50 52 54 54 58 64 59 64



# GOALS

- ❖ **Trust and relationship building**
- ❖ **Assess**
- ❖ **Transparency**
- ❖ **Communications**



# Accomplishing Goals

- ❖ **Collaboration**
- ❖ **PN Ops connection to PPMH Ops**
- ❖ **Hospital Rounds**
- ❖ **One-on-one meetings**



# NEXT GOAL PHASE

- ❖ **Immediate plans**
- ❖ **PPMH Ops with Revenue and Expense ideas/plans**
- ❖ **Balance of services between the two hospitals**

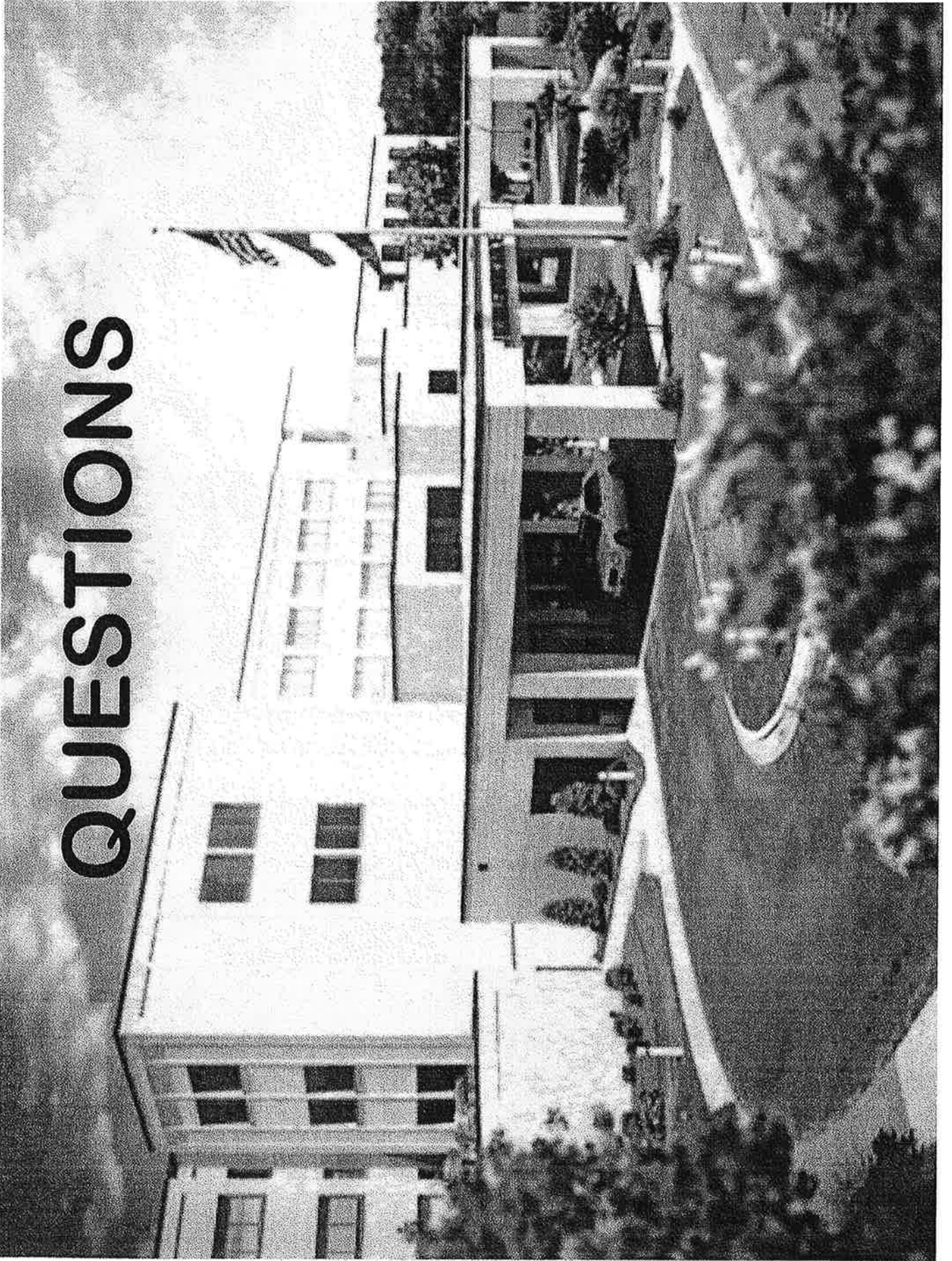


# LONG TERM PLANS

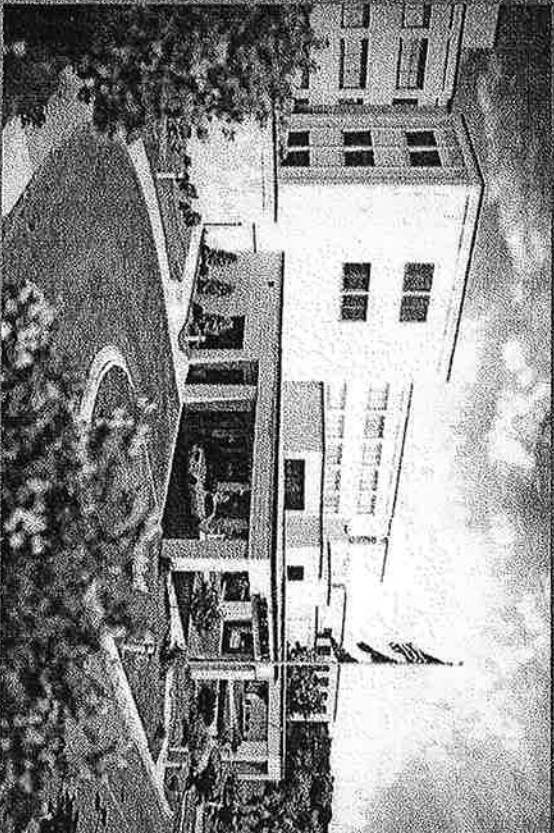
- ❖ **Campus Consolidation**
- ❖ **Core Planning Team – Weekly**
- ❖ **Page Sutherland Page deliverable 5-6 months**
- ❖ **Data collection Phase**



# QUESTIONS



# Phoebe North



## FY2012 Operating and Capital Budget

Presented by Kerry Loudermilk, CFO



## Environmental Assumptions

- Budget is based on facility's 2011 financial performance
- **Revenue**
  - Volume adjusted to reflect addition of 640 endoscopy Cases
- **Expenses**
  - Salaries reflect current staffing needs
  - Supply expense reduction
    - Elimination of 7% sales tax (\$490,000)
    - Laundry & Linen services (\$56,000)
  - Interest Expense reduction (\$1,200,000)
  - Legal & Accounting Fee expense reduction (\$65,000) to reflect projected legal & accounting fees for organization



**NATURAL CLASS EXPENSES  
PHOEBE NORTH CAMPUS  
PERIOD ENDING 12/31/11**

<u>OPERATING REVENUE</u>	ACTUAL 12/31/11	YTD ACTUAL 12/31/11
TOTAL I/P REVENUE	5,783,514	5,783,514
TOTAL O/P REVENUE	<u>6,679,430</u>	<u>6,679,430</u>
 TOTAL GROSS REVENUE	 \$12,442,944	 \$12,442,944
<u>DEDUCTIONS FROM REVENUE</u>		
<b>Contractual Adjustments:</b>		
Medicare	\$3,271,924	\$3,271,924
Medicaid	527,436	527,436
Other Deductions	<u>3,321,909</u>	<u>3,321,909</u>
Total Contractual Adjustments	\$7,121,269	\$7,121,269
<b>Charity and Uncollectible:</b>		
Indigent Care and Charity	\$173,455	\$173,455
County Purch of Services	0	0
Uncollectible Accounts	1,365,875	1,365,875
Other	<u>389,619</u>	<u>389,619</u>
Total Charity and Uncollectible	\$1,928,949	\$1,928,949
<b>TOTAL DEDUCTIONS FROM REVENUE</b>	<b>\$9,050,218</b>	<b>\$9,050,218</b>
 <b>NET OPERATING REVENUE</b>	 <b>\$3,392,726</b>	 <b>\$3,392,726</b>
Other Operating Revenue	<u>(730,073)</u>	<u>(730,073)</u>
 <b>INCOME FROM OPERATIONS</b>	 <b>\$2,662,653</b>	 <b>\$2,662,653</b>
<b>OPERATING EXPENSES</b>		
SALARIES	\$778,991	\$778,991
PROF FEES	102,338	102,338
LEGAL FEES	0	0
SUPPLIES	412,469	412,469
REPAIRS & MAINTENANCE	60,366	60,366
CONTRACT SERVICES	470,295	470,295
LEASED EQUIPMENT	12,625	12,625
UTILITIES	61,216	61,216
OTHER EXPENSE	137,340	137,340
DEPRECIATION	291,153	291,153
INSURANCE	58,891	58,891
EMPLOYEE BENEFITS	<u>265,795</u>	<u>265,795</u>
 <b>TOTAL OPERATING EXPENSE</b>	 <b>\$2,651,509</b>	 <b>\$2,651,509</b>
 <b>OPERATING INCOME (LOSS)</b>	 <b>\$ 11,144</b>	 <b>\$ 11,144</b>
 NONOPERATING INCOME	 0	 0
 INVESTMENT INCOME AT MARKET		
INTEREST EXPENSE		
 NET INVESTMENT INCOME (LOSS)	 0	 0
 <b>EXCESS OF REVENUES OVER EXPENSES</b>	 <b>\$ 11,144</b>	 <b>\$ 11,144</b>

# Phoebe North



## **FY2012 Operating and Capital Budget**

Presented by Kerry Loudermilk, CFO



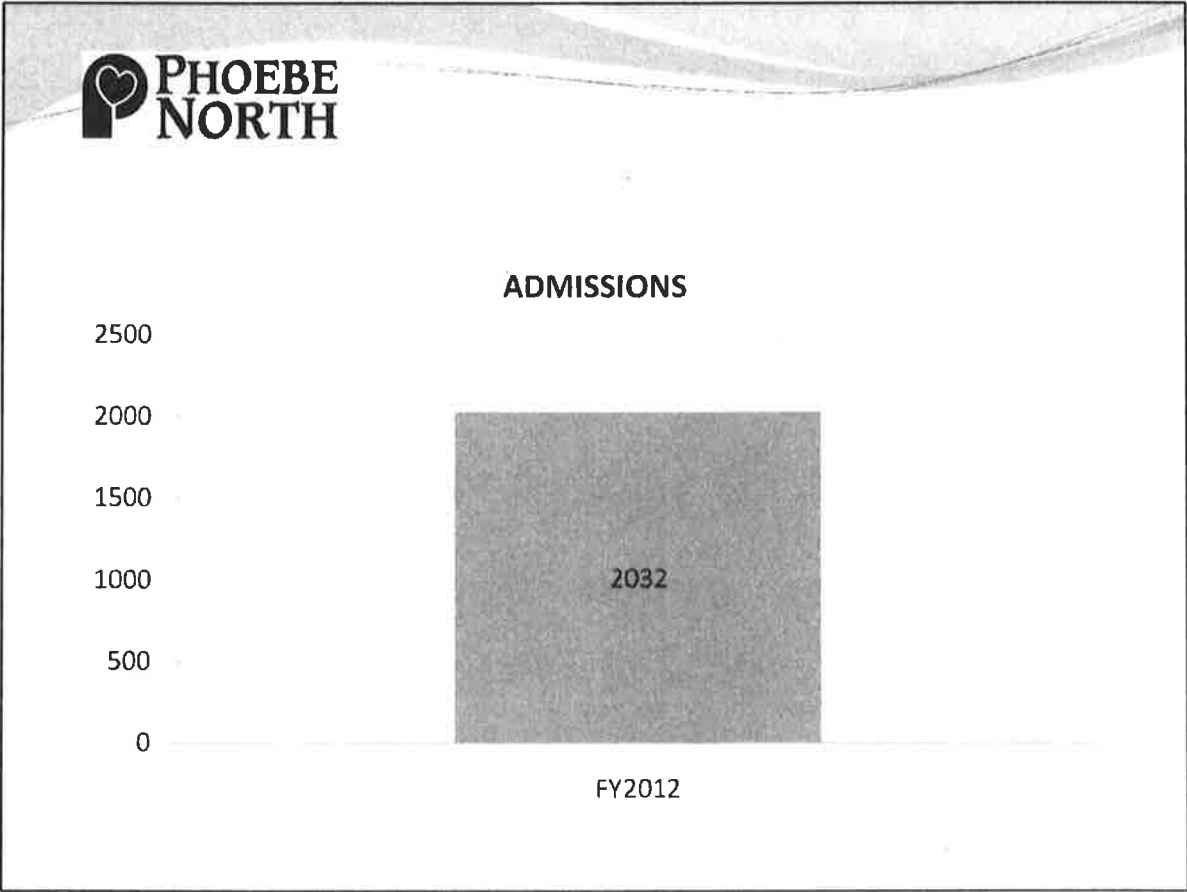
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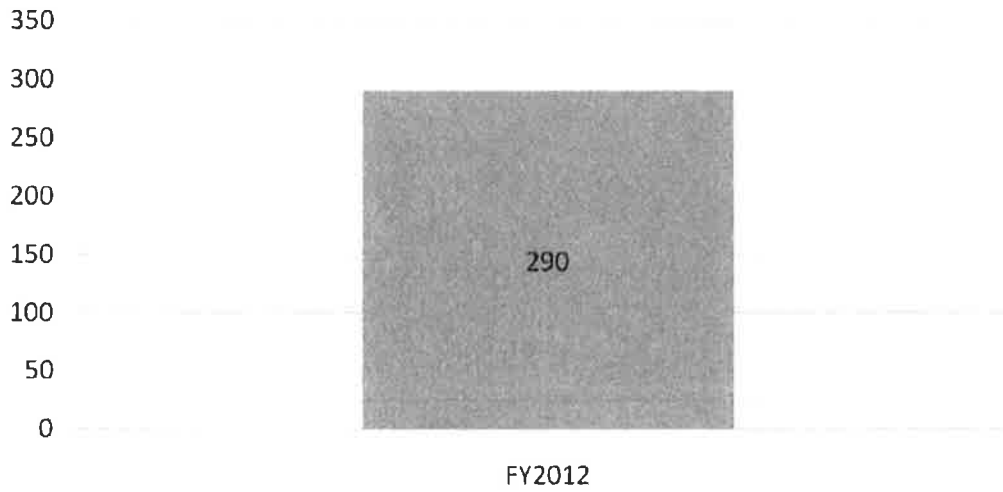
## Medical Assumptions

- ⊗ Radiology – Reading & billing to be brought in house Aug 1<sup>st</sup> (\$600,000 savings for next fiscal year (FY2013))
- ⊗ Routine mammography screens to be transitioned from PPMH Main Campus to Phoebe North Campus
- ⊗ Peripherally Inserted Central Catheter (PICC) services to be implemented at Phoebe North
- ⊗ Dialysis services contract to be merged with PPMH contract with current vendor, DCI
- ⊗ Employ Hospitalists and Certified Registered Nurse Anesthetists through Phoebe Physician Group



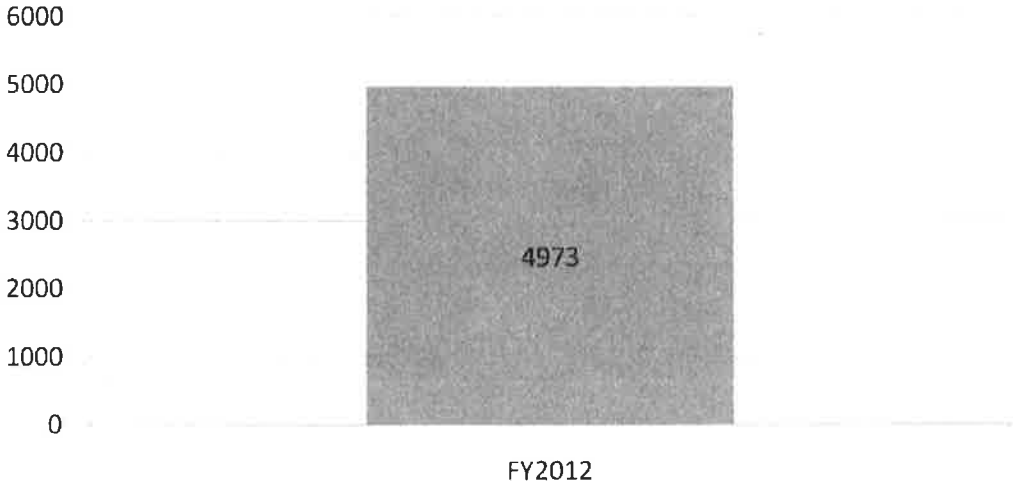


**AVERAGE ADMISSIONS PER MONTH**



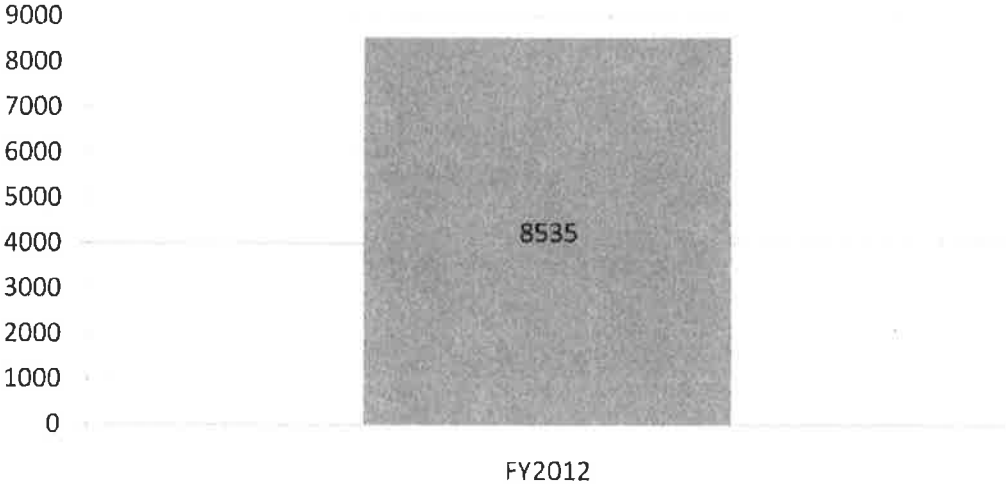


**ADJUSTED ADMISSIONS**





**OUTPATIENT VISITS**

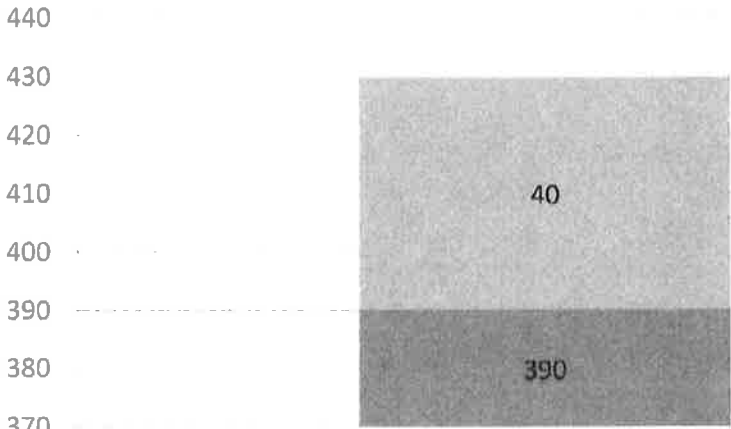


\* Data presented represents same period (Jan-Jul) for each year.





**FTE'S**



FY2012



## FINANCIAL OUTLOOK Fiscal Year 2012 Operating Budget

	<u>FY 2012</u>
Gross Patient Revenue	\$160,361,922
Other Operating Revenue	404,661
Deductions	<u>122,758,745</u>
Net Revenue	\$38,007,838
Operating Expenses	<u>40,043,238</u>
Operating Income (Loss)	(\$2,035,400)



**FINANCIAL OUTLOOK**  
**Fiscal Year 2012 Capital Budget**  
*(in thousands)*

**Radiology**

MRI	750.0
Ultrasound Units (2)	380.0
<b>Total Radiology</b>	<b>1,130.0</b>

**PN Core**

Patient Room recliners (87)	145.0
Patient Beds (72)	922.0
Stryker System Upgrade	169.0
Ventilators (2)	56.0
Insulin Dosing Software	41.0
<b>Investments In PN Core</b>	<b>1,333.0</b>

**Plant Initiatives**

Generator	900.0
2nd Floor Roof Repairs	228.0
Fire Protection & Life Safety	29.0
Fuel Tank (2)	193.0
Elavator Upgrades	291.0
Facility Boiler	290.0
Security Camera System for Parking Lots	32.0
<b>Investments In Plant Inintlatives</b>	<b>1,963.0</b>

Routine Capital Replacement	324.0
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<b>Total Phoebe North Capital Expenditures</b>	<b>\$4,750.0</b>
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**A STRATEGIC FOUNDATION  
FOR THE SECOND CENTURY**



**CEO Report**  
**Presented by Joel Wernick**

**Hospital Authority Meeting**  
January 19, 2012

## PSMC Open for Business



**Get in on the  
ground floor.  
And the upper three.**

Be among the first to tour our  
76-bed hospital with all private rooms.

**Pre-opening Tours**  
Monday - Friday 4:30 - 5:30 p.m.  
the entire month of November  
(Tours of the 183,000 square foot facility  
take approximately 45 minutes.)

To sign up for a tour, please call 229-924-6011 and  
ask for the Marketing & PR Department, or email  
Marsa Johnson at [mjohnson@phscenter.org](mailto:mjohnson@phscenter.org).

Because we are still officially a construction site,  
hard hats and safety glasses are required and will  
be supplied at the start of the tour. No shorts,  
or open toe shoes are permitted.

A Ribbon Cutting will be held Saturday, December 15.  
The hospital will officially open for business Friday, December 16.

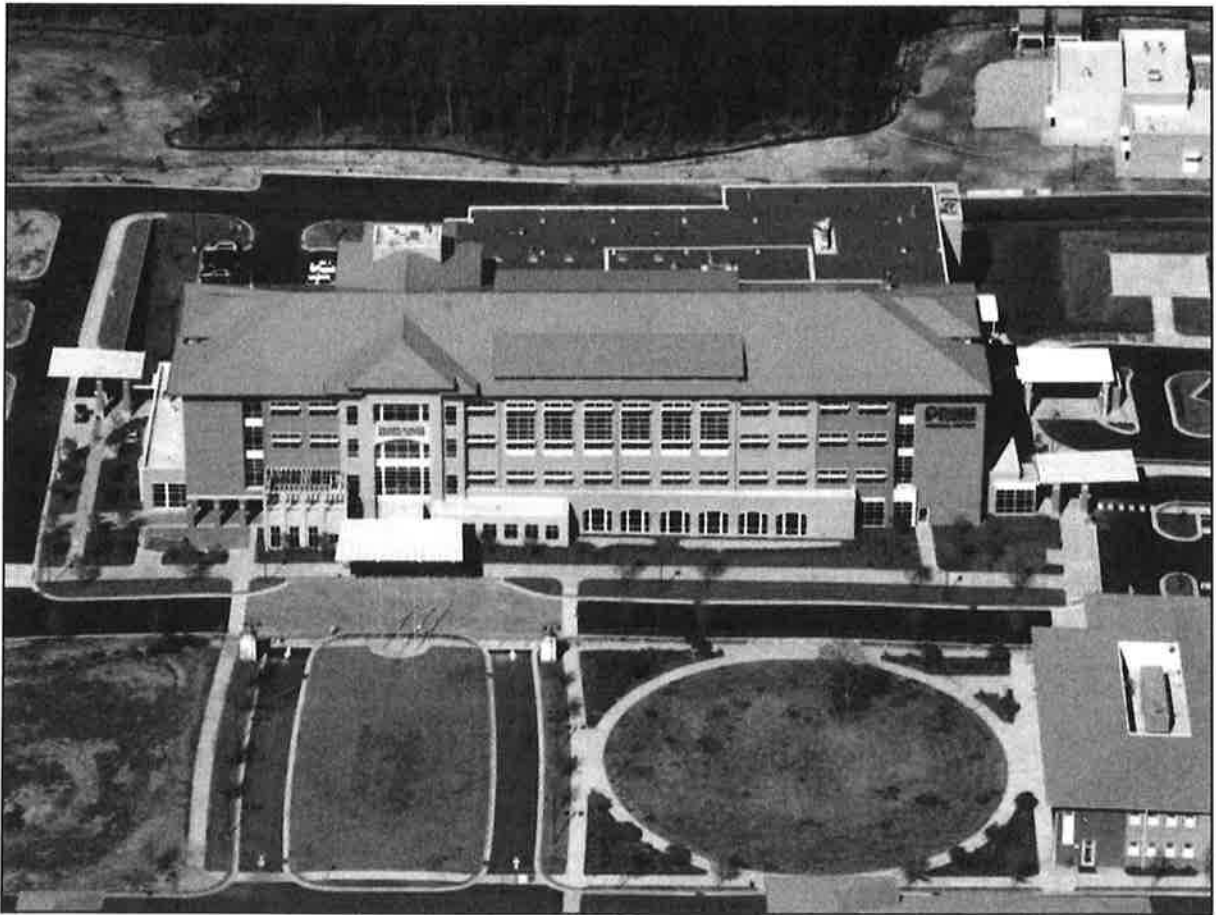
**PHOEBE  
SUMTER  
MEDICAL CENTER**

© 2011 Phoebe Sumter Medical Center



## Pictures from the New PSMC











This new facility is a \$30 million state-of-the-art investment in improving access to care.



 **PHOEBE**  
DIGESTIVE DISEASE CENTER

Albany  
Gastroenterology

For more information call 229-312-1560 or visit [www.phoebeputney.com](http://www.phoebeputney.com)

# Update on GI Building

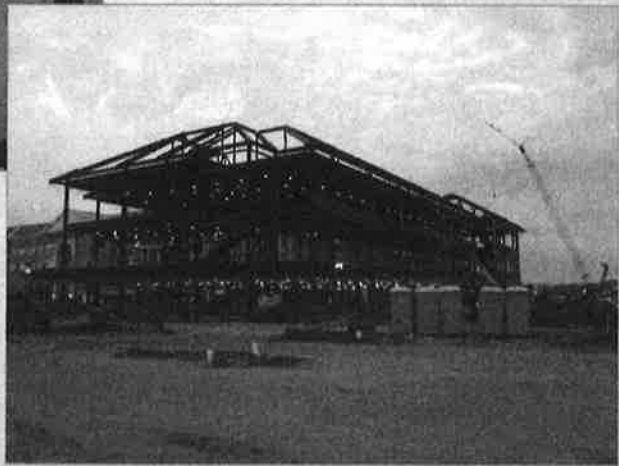
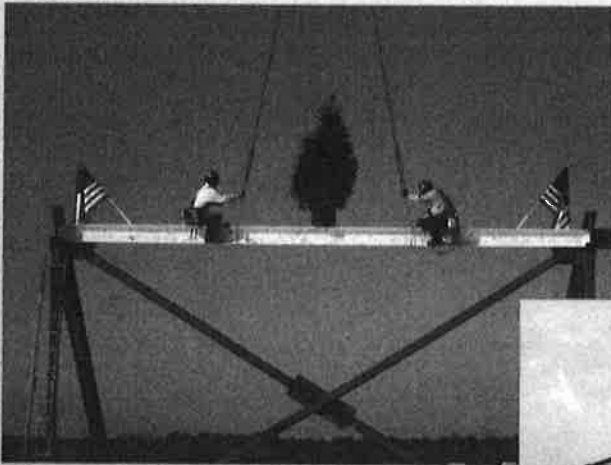
*Future home of*  
**PHOEBE**  
DIGESTIVE DISEASE CENTER  
*and*  
**Albany**  
Gastroenterology

The new Phoebe Digestive Disease Center will provide walk-in access to physicians at Albany Gastroenterology. Procedures such as endoscopies and colonoscopies can be performed on site using state-of-the-art equipment.

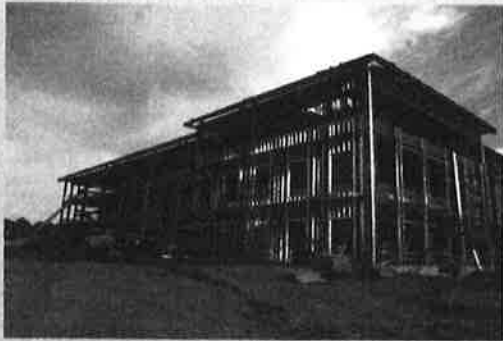
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**Reinvesting in the Community...**



## Reinvesting in the Community





# Wilson Hospice House

Environmentally Responsible





## **Awards & Recognitions**

- **Wilson Hospice House is the only Healthcare Facility in the World to Achieve Audubon Certification**
- **Awarded LEED Silver certification by the U.S. Green Building Council**
- **Winner in the Long-Term Care/Assisted Living Category at the Health Design 11 Conference**
- **Named The Caritas Project's 2011 Place to flourish**

*Environmentally Responsible*

**RESOLUTIONS AUTHORIZING EXECUTION OF AUTHORITY CONTRACTS  
AND AUTHORIZING AMENDMENTS TO THE MANAGEMENT SERVICES  
AGREEMENT OF DECEMBER 15, 2012**

RESOLVED, that until such authorization is rescinded, Tom Sullivan, as Chief Transition Officer, and Joe Austin, as Chief Operating Officer, are each hereby authorized, acting alone, to validly execute contracts on behalf of the Authority, PROVIDED that each such contract arises in the ordinary course of the day to day operations of Phoebe North; and, PROVIDED that each such contract shall have been vetted and approved in accordance with the same standards and procedures as are now in place for similar contracts arising in the ordinary course of operations at Phoebe Putney Memorial Hospital; and, PROVIDED FURTHER, that upon request, a copy of any one or more of the executed contracts will be provided to the Authority's legal counsel.

RESOLVED FURTHER, that in order to operate the Phoebe North campus more efficiently and consistent with the good business judgment that has been utilized by Phoebe Putney Memorial Hospital, Inc. in its operation under a lease on the 3<sup>rd</sup> Avenue campus, it would be appropriate to amend Sections 3.02 and 3.05 of the aforesaid Management Services Agreement by deleting same in their entirety and inserting in lieu thereof new provisions to read as set forth below, which provisions supersede the original provisions, the requirements of which are waived in deference to the new language which shall be:

**3.02 Consultants.** Manager may hire or retain any consultants, accountants, attorneys or other professional personnel (the "Consultants") which Manager, in its sole discretion, determines are necessary or appropriate to assist Manager in carrying out its duties and responsibilities in accordance with this Agreement; provided however said acts of Manager shall be subject to the provisions of Section 3.05.

**3.05 Contracts.** Subject to Section 3.03 (e) above, Manager may enter into, modify, discharge, make any settlements with respect to or terminate contracts, leases or other documents in the name of Manager or Authority with vendors, physicians or any other persons or entities as may be necessary and appropriate to manage and operate the Hospital pursuant to this Agreement; provided however, that capital expenditures in excess of \$50,000 and consulting and other contracts for professional services obligating the Authority in an amount greater than \$50,000 shall require prior approval from the Authority, which approval may be granted on behalf of the Authority by the Authority Chairman or in his absence, the Authority Vice-Chairman. Purchase of goods and supplies, other than capital expenditures as set forth above, and purchase of maintenance and repair services reasonably necessary in the ordinary course of operation of an acute care hospital of the size and scope of Hospital shall not require prior approval of Authority or its designee. Such items include by way of illustration and not limitation, pharmaceuticals, consumable medical supplies, maintenance of medical equipment, replenishment of stocked items, and the like. Manager shall make available to Hospital for the benefit of Authority all those services Manager has contracted specifically for Hospital under the

terms of any contract it enters into in its own name for the term of this Agreement. In the event of a termination of this Agreement which results in no further relationship between the Authority and Manager, Manager shall cause any contracts it has entered into in its own name to manage and operate the Hospital pursuant to this Agreement for the benefit of Authority to be assigned to Authority. Manager shall perform its obligations and responsibilities under the Asset Purchase Agreement and shall assist Authority in performing its obligations and responsibilities under the Asset Purchase Agreement.

Agenda Item XII

**RESOLUTION AUTHORIZING RECOMMENCEMENT OF  
DEVELOPMENT OF DRAFT OF AMENDED LEASE**

WHEREAS, as a result of action taken by the Authority at its December 21, 2010 meeting, it was anticipated that following the closing of the purchase of Palmyra Medical Center, the Authority would seek to enter into a lease with Phoebe Putney Memorial Hospital, Inc. ("PPMH") or its affiliate, of the newly acquired assets (the "Assets"); and

WHEREAS, on April 4, 2011, the Authority adopted a Resolution setting forth basic terms and provisions to be included in any Revised Lease (the "Revised Lease") with PPMH; and

WHEREAS, on May 5, 2011, the Authority adopted a Resolution directing that its attorneys and agents suspend all work as previously directed to seek to develop a potential lease of the Assets to PPMH; and

WHEREAS, the Authority would now like to have its attorneys and agents recommence seeking to develop a draft of a Revised Lease for its consideration, said Revised Lease to be an amendment of the existing Lease with PPMH and said Revised Lease to cover the operation of both Phoebe Putney Memorial Hospital and Phoebe North (the former Palmyra Park Medical Center) and related assets.

NOW THEREFORE, the Authority hereby adopts the following Resolution:

RESOLVED that legal counsel for the Authority is hereby directed to recommence efforts and take all reasonable action to seek to develop a proposed draft of a Revised Lease as described above and to bring the same to the Authority for its review and consideration.

STATE OF GEORGIA  
COUNTY OF DOUGHERTY

AFFIDAVIT RELATIVE TO CLOSED MEETING

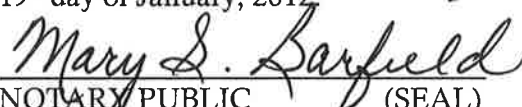
Personally appeared before the undersigned, RALPH S. ROSENBERG, who having been duly sworn, deposes and states as follows:

1. I am over the age of 18 years, I am suffering under no disabilities and I am competent to testify to the matters contained herein.
2. I am the Chairperson of the Board of the Hospital Authority of Albany-Dougherty County, Georgia (the "Authority").
3. On the 19th day of January, 2012, at a meeting of the Authority Board, a motion was duly approved in a roll call vote for the Authority Board to go into closed session for the purposes of: (i) privileged consultation with legal counsel, including consultation pertaining to pending litigation; (ii) the granting, restriction or revocation of staff privileges at Phoebe North (permitted in O.C.G.A §50-14-3(5)); and, (iii) to discuss potentially valuable commercial plans, proposal or strategy that may be competitive advantage in the operation of Phoebe North and/or PPMH (permitted in O.C.G.A. § 31-7-75.2).
4. To the best of my knowledge and belief, the business conducted during the closed portion of the meeting was devoted solely to the above matters for which the meeting was closed.

This the 19<sup>th</sup> day of January, 2012.

  
Chairperson

Sworn to and subscribed before me this  
19<sup>th</sup> day of January, 2012

  
NOTARY PUBLIC (SEAL)  
Dougherty County, Georgia  
My Commission Expires \_\_\_\_\_

