

North Oaks Health System
Board of Commissioners Monthly Meeting
July 28, 2021
Minutes

The Board of Commissioners of Hospital Service District No. 1 of Tangipahoa Parish met on Wednesday, July 28, 2021 at 3:00 p.m. via teleconference. Chairman Ron Macaluso called the meeting to order.

Members Present via Teleconference:

Ron Macaluso, Chairman
Ann Carruth, DNS, RN, Vice-Chair
Blake Daniels
Joycelyn Lee, RPh
Ron Orsi
Angelique Richardson, CPA. NP, CGMA

Members Absent:

Terry Harper

Others Present via Teleconference:

Michele K. Sutton, FACHE
Mark Anderson
Beth Carver
John Derenbecker
Marquinn Duke, MD
Jeff Jarreau

R. Macaluso shared that due to the recent COVID emergency, the meeting that was originally scheduled for the Outpatient Diagnostic Center was changed to a phone conference only. The agenda was also amended. R. Macaluso then asked all attendees to state their names prior to commenting to accurately capture the discussion in the minutes.

Approval of Minutes

The following meeting minutes were submitted for approval:
Board of Commissioners: June 23, 2021

The Chair entertained a motion to table the review and approval of minutes until the members meet in person.

Upon a motion by A. Richardson, seconded by R. Orsi, and unanimously passed, the Board of Commissioners minutes of June 23, 2021 were tabled until the next meeting.

Public Input

M. Sutton shared that there were no public requests for the Board.

Medical Staff Applications

North Oaks Medical Center

Medical Staff Applications – M. Duke, MD presented the following medical staff applications as recommended by and subsequent to the review of their respective departments, Bylaws & Credentials and the North Oaks Medical Executive Committee:

Abir Abdo, MD: Active/Geriatric Medicine
Scott Allen, MD: Telemedicine Radiology
Lisa Barbiero, MD: Consulting/Neonatology
Susan Frischhertz, MD: Telemedicine/Radiology
Julia Kendrick, MD: Active/Anesthesiology
Thomas Kimball, MD: Consulting/Pediatric Cardiology
Mathew Mason, MD: Active/Obstetrics and Gynecology
Sultan Rehmanny, MD: Active/Internal Medicine (Hospitalist)
Alexander Richard, MD: Active/Nephrology
Christopher Rouse, MD: Telemedicine/Radiology

Upon a motion by B. Daniels, seconded by A. Carruth, and unanimously passed, the medical staff applications were approved as recommended by the North Oaks Medical Executive Committee and electronic approval completed in symplr database by President/Chief Executive Officer.

Advanced Practitioner Applications – M. Duke, MD presented the following advanced practitioner application as recommended by and subsequent to the review of their respective departments, Bylaws & Credentials and the North Oaks Medical Executive Committee:

Ashley Ohler, PA: Louisiana Heart Clinic

Upon a motion by R. Orsi, seconded by B. Daniels, and unanimously passed, the advanced practitioner application was approved as recommended by the North Oaks Medical Executive Committee and electronic approval completed in symplr database by President/Chief Executive Officer.

Request for Additional Privileges – M. Duke, MD presented the following new privileges as recommended by and subsequent to the review of their respective departments, Bylaws & Credentials and the North Oaks Medical Executive Committee:

Lori Mayers, NP / Thoracentesis

Upon a motion by B. Daniels, seconded by R. Orsi, and unanimously passed, the additional privileges for Lori Mayers, NP was approved as recommended by the North Oaks Medical Executive Committee.

New Business

NOPG Resolution – M. Sutton shared that with the retirement of T. Randazzo, all clinics now report to M. Anderson. A recommendation was then made to accept the resolution that will remove M. Anderson as a Board Member of North Oaks Physician Group and add J. Derenbecker.

Upon a motion by B. Daniels, and seconded by A. Carruth, and unanimously passed, the NOPG Resolution was approved as submitted.

Bond Funding Resolution – M. Sutton shared that the resolution on the table was previously reviewed and approved by the Board, with B. Daniels abstaining. North Oaks presented to the Bond Commission and obtained approval to move forward. A recommendation was made to accept the resolution to obtain Bond Funding.

Upon a motion by R. Orsi, and seconded by A. Carruth, and unanimously passed with B. Daniels abstaining, the Bond Funding Resolution was approved as submitted.

Executive Session

Upon a motion by B. Daniels, seconded by R. Orsi, and unanimously passed to convene to Executive Session.

Next Meeting Date

The next meeting date of the North Oaks Board of Commissioners will be held on Wednesday, August 25, 2021 at 3:00 p.m. in the North Oaks Outpatient Diagnostic Center Auditorium.

Adjournment

With no further business, upon a motion by B. Daniels, seconded by A. Carruth, and unanimously passed to adjourn.

Michele K. Sutton, FACHE
President/Chief Executive Officer, North Oaks Health System
Board Secretary

**DRAFT: 07/23/2021
F&J: MLH/TMS**

**RESOLUTION OF THE BOARD OF COMMISSIONERS
OF
HOSPITAL SERVICE DISTRICT NUMBER 1 OF THE PARISH OF TANGIPAOHA,
STATE OF LOUISIANA**

WHEREAS, Hospital Service District Number 1 of the Parish of Tangipahoa, State of Louisiana (the “District”) has organized itself into a health system;

WHEREAS, in connection therewith, the District has caused the organization of North Oaks Physician Group, L.L.C. (“NOPG”);

WHEREAS, in connection with the above, the District desires to take the actions identified below, regarding members of the NOPG Board of Managers;

NOW THEREFORE, the Board of Commissioners of the District does hereby resolve as follows:

1. That the Board of Managers of North Oaks Physician Group, L.L.C. currently is composed of Michele Sutton, Mark Anderson, and Robert Peltier.
2. That Mark Anderson be removed as a member of the NOPG Board of Managers, and that John Derenbecker be substituted in his place to serve on the NOPG Board of Managers along with Ms. Sutton and Dr. Peltier, going forward.
3. That the change noted above be made effective on the 28 day of July, 2021.

I, Michele K. Sutton, Secretary of the Board of Commissioners of Hospital Service District Number 1 of the Parish of Tangipahoa, State of Louisiana certify that the above and foregoing resolution was duly adopted by the unanimous consent of the Board of Commissioners of Hospital Service District Number 1 of the Parish of Tangipahoa, State of Louisiana, on the 28th day of July, 2021.

Signed this 28 day of July, 2021.

Michele K. Sutton, Secretary
Date: July 28, 2021

Attest:

Ron Macaluso, Chairman

**HOSPITAL SERVICE DISTRICT NO. 1 OF THE
PARISH OF TANGIPAOHA, STATE OF LOUISIANA**

The following resolution was offered by Ron Orsi and seconded by Ann Carruth:

RESOLUTION

A resolution authorizing the issuance of not exceeding One Hundred Eighty Million Dollars (\$180,000,000) of Hospital Service District No. 1 of the Parish of Tangipahoa, State of Louisiana Hospital Revenue Refunding Bonds (North Oaks Health System Project); authorizing the execution and delivery of a Trust Indenture and, if required, an Amendment No. 5 to the Mortgage and Security Agreement Securing Future Advances; authorizing the appropriate officers of the District to execute certain documents and

certificates deemed necessary in connection therewith; and providing for other matters in connection therewith, including a Certificate of Determination; authorizing the distribution of a Preliminary Official Statement and an Official Statement in connection therewith; and providing for other matters in connection therewith.

WHEREAS, Hospital Service District No. 1 of the Parish of Tangipahoa, State of Louisiana (the "District") is a body corporate and political subdivision of the State of Louisiana (the "State") created and existing pursuant to the laws of the State and is authorized pursuant to Chapter 14-A of Title 39 of the Louisiana Revised Statutes of 1950, as amended (the "Refunding Act"), and other constitutional and statutory authority, to issue its refunding bonds for the purpose of refunding or refinancing any of its outstanding revenue bonds; and

WHEREAS, the District now owns and operates certain acute care medical center and related healthcare facilities commonly known as the North Oaks Health System (collectively, the "Medical Center"); and

WHEREAS, the District has previously issued and has outstanding its (i) \$70,000,000 original principal amount Hospital Revenue and Refunding Bonds (North Oaks Medical Center Project) Series 2003A (the "Series 2003A Bonds"), (ii) \$20,000,000 original principal amount Variable Rate Hospital Revenue Bonds (North Oaks Medical Center Project) Series 2003B (the "Series 2003B Bonds"), (iii) \$99,000,000 original principal amount Taxable Hospital Revenue Bonds (North Oaks Health System Project – Build America Bonds) Series 2009A (the "Series 2009A Bonds"), (iv) \$25,000,000 original principal amount Hospital Revenue Bonds (North Oaks Health System Project) Series 2011 (the "Series 2011 Bonds"), (v) \$36,240,000 original principal amount Hospital Revenue Refunding Bonds (North Oaks Health System Project) Series 2013A (the "Series 2013A Bonds"), and (vi) \$10,000,000 original principal amount Hospital Revenue Bonds (North Oaks Health System Project) Series 2015 (the "Series 2015 Bonds" and, together with the Series 2003A Bonds, the Series 2003B Bonds, the Series 2009A Bonds, the Series 2011 Bonds, and the Series 2013A Bonds, the "Prior Bonds"); and

WHEREAS, the District desires to refund all of the Prior Bonds through the issuance of not exceeding \$180,000,000 aggregate principal amount of its Hospital Revenue Refunding Bonds (North Oaks Health System Project) Series 2021 (the "Bonds") pursuant to a Trust Indenture (the "Trust Indenture") to be entered into between the District and Hancock Whitney Bank, as Trustee (the "Trustee"), the proceeds of which will also be used to pay all or a portion of the costs of issuance of the Bonds, pay any Bond insurance premium if insurance is obtained and, if required by the Underwriter of the Bonds, to fund a deposit to the reserve fund for the Bonds; and

WHEREAS, if required by the Underwriter of the Bonds, the District will execute an Amendment No. 5 to Mortgage and Security Agreement Securing Future Advances dated as of the date of delivery of the Bonds ("Amendment No. 5 to the Mortgage"), which amends the Mortgage and Security Agreement dated as of August 23, 2003 from the District to the Trustee (together with all amendments and supplements thereto, the "Mortgage"); and

WHEREAS, on April 28, 2021, the District gave preliminary approval to the issuance of the Bonds; and

WHEREAS, the issuance of the Bonds was approved by the Tangipahoa Parish Council of the Parish of Tangipahoa, State of Louisiana by Resolution No. R-21-11 adopted on June 14, 2021; and

WHEREAS, the State Bond Commission approved the issuance of the Bonds on July 15, 2021; and

WHEREAS, the District, acting through its governing body, the Board of Commissioners, is empowered, under the Constitution and laws of the State, to undertake the obligations, commitments and covenants on its part herein set forth; and

WHEREAS, the District has assisted in the preparation of a Preliminary Official Statement and will assist with the preparation of an Official Statement for use by BofA Securities, Inc. (the "Underwriter") for use in connection with the offer and sale of the Bonds; and

WHEREAS, the District, based upon advice from Warbird Consulting Partners acting as the independent municipal advisor to the District (the "Municipal Advisor"), has determined that it is in the best financial interest of the District on behalf of the Medical Center to retain the Underwriter to market and sell the Bonds; and

WHEREAS, upon a finding of substantial benefit from credit enhancement, all or a portion of the Bonds may be entitled to the benefits of an insurance policy issued by a municipal bond insurer rated in one of the three highest rating categories of a nationally recognized rating service; and

WHEREAS, the District now desires to authorize the distribution of the Preliminary Official Statement and an Official Statement by the Underwriter to prospective purchasers of the Bonds; and

WHEREAS, the District further desires to authorize the issuance of the Bonds, the execution of the Indenture, the execution of Amendment No. 5 to the Mortgage, the execution of a Bond Purchase Agreement (the "Bond Purchase Agreement") with the Underwriter and to provide for other matters with respect to the foregoing;

NOW THEREFORE, BE IT RESOLVED by the Board of Commissioners of Hospital Service District No. 1 of the Parish of Tangipahoa, State of Louisiana, acting as the governing authority of said Hospital Service District that:

SECTION i) It is hereby found and determined that the issuance of the Bonds by the District is in the public interest and will further the accomplishment of a public purpose and function of the District by achieving debt service savings on the outstanding debt of the District. Capitalized terms used herein and not specifically defined shall have the meanings set forth in the preamble to this resolution.

SECTION ii) There is hereby authorized to be issued not exceeding aggregate principal amount of One Hundred Eighty Million Dollars (\$180,000,000) of the District's Hospital Revenue Refunding Bonds (North Oaks Health System Project) Series 2021 (the "Bonds"). The Bonds shall be issued on a tax-exempt basis, shall be dated as provided in the Indenture, numbered separately from R-1 upward (with an appropriate series designation) and shall be issued in fully registered form in the denomination of \$5,000 or any integral multiple thereof, shall mature no later than February 1, 2042, and shall bear interest at a fixed rate or rates not to exceed five percent (5.0%) per annum or variable rates not to exceed twelve percent (12.0%) per annum. The Bonds shall be sold at a purchase price of not less than 95% of the principal thereof. The Bonds shall be substantially in the form attached to the Indenture, shall be executed by the Chairman of the District and attested by the Secretary of this Board of Commissioners, which signatures may be manual or facsimile, and the seal of the District will be affixed, imprinted or reproduced on the Bonds. The details of the Bonds and the provisions of their issuance, security and payment shall be as set forth in the Indenture. The Bonds shall be special and limited obligations of the District and shall not constitute or create a debt or obligation, either general or special, or liability or moral obligation of the State or any political subdivision thereof within the meaning of any constitutional or statutory provisions whatsoever and neither the faith or credit nor the taxing power of said State or of any political subdivision thereof shall be pledged to the payment of the principal of or the interest on the Bonds. The Bonds will be payable in principal, interest and redemption premium, if any, solely from the income, revenues and receipts derived by the District from the operation of the Medical Center, subject only to the payment of the reasonable and necessary expenses of operation of the Medical Center.

SECTION iii) The Chairman or Vice Chairman and the Secretary of the District be and they are hereby authorized, empowered and directed to execute the Indenture and Amendment No. 5 to the Mortgage for, on behalf of and in the name of the District, in accordance with the provisions and requirements of the Refunding Act, substantially in the forms of the Indenture and Amendment No. 5 to the Mortgage which are now before this Board of Commissioners, and filed with the official minutes of the District, with such changes as may be approved by General Counsel to the District and bond counsel.

SECTION 4. This Board of Commissioners does hereby authorize the distribution by the Underwriters of a Preliminary Official Statement and Official Statement in connection with the Bonds in

substantially the form which is on file in the office of the Secretary-Treasurer of this Board of Commissioners.

SECTION 5. The Chairman, Vice Chairman and/or Secretary of this Board of Commissioners and the President/Chief Executive Officer and/or Chief Financial Officer, acting individually or otherwise, are hereby further authorized, empowered and directed for, on behalf of, and in the name of the District to execute and deliver any and all additional instruments, documents and certificates in addition to the documents set forth above which may be required by or provided for in the Indenture, including the Bond Purchase Agreement, the Tax Regulatory Agreement, the Continuing Disclosure Certificate, an escrow deposit agreement for the refunding of all or a portion of the Prior Bonds with Hancock Whitney Bank, as escrow trustee and such other documents, instruments and certificates as may otherwise be required for or necessary, convenient or appropriate to the financing described in this resolution or as may otherwise be required to effectuate the financing herein provided for and to approve any additional security for the Bonds. Said officers are hereby further authorized and directed to approve for, on behalf of, and in the name of the District any changes, additions or deletions in any of the documents, instruments or certificates referred to in this resolution, provided that all such changes, additions or deletions, if any, shall be consistent with the authority provided by the Act and shall be approved by general counsel to the District and bond counsel to the District and to execute and deliver any agreement with any holders of the Refunding Bonds and to obtain their consent to any early redemption. The signatures of the said Chairman, Vice Chairman, Secretary-Treasurer, President/Chief Executive Officer and/or Chief Financial Officer upon such documents set forth above and on the Bond Purchase Agreement described in the following section, or as may be otherwise required for or necessary, convenient or appropriate to the financing are deemed to be conclusive evidence of their due exercise of the authority vested in them hereunder.

SECTION 6. The Bond Purchase Agreement in substantially the form submitted to this meeting and made a part hereof as though set forth in full herein, be and the same is hereby approved with the terms set forth in the Certificate of Determination described below. The Chairman, Vice Chairman and/or Secretary-Treasurer of this Board of Commissioners and/or the President/Chief Executive Officer and/or the Chief Financial Officer of the Medical Center are hereby authorized and directed to execute and deliver the Bond Purchase Agreement with such changes, insertions and omissions as they may approve, said execution being conclusive evidence of such approval.

SECTION 7. The exact details of the Bonds (which shall be established in accordance with the parameters set forth in Section 2 hereof) shall be established by a Certificate of Determination (the "Certificate of Determination") executed by the Chief Executive Officer or Chief Financial Officer of the Medical Center simultaneously with the execution and delivery by the District of the Bond Purchase Agreement (executed as authorized in Section 6 above, and which Bond Purchase Agreement, subsequent to such execution and delivery, shall be a valid and binding obligation of the District). Each and every such determination set forth in the Certificate of Determination shall be deemed conclusive for all purposes. The Certificate of Determination shall be substantially in the form set forth in Exhibit A hereto, with such variations, omissions and insertions as are permitted or required by this resolution.

Subject to the parameters set forth herein, the Chief Financial Officer of the Medical Center is hereby authorized to determine, after consultation with Bond Counsel, this Board of Commissioners and counsel to the District:

- (a) the aggregate principal amount, not to exceed a total of \$180,000,000 to be issued under resolution and the aggregate principal amounts to constitute serial bonds and term bonds, if any.
- (b) the interest rate or rates to be borne by each maturity of the Bonds;
- (c) the maturity amounts and the maturity date or dates for the Bonds, but no maturity shall be later than February 1, 2042;
- (d) the redemption features, including dates and redemption prices, if any, of the Bonds;
- (e) the purchase price to be paid by the Underwriters;
- (f) whether all or a portion of the Bonds will be insured, the cost of the insurance premium and the finding of substantial benefit from obtaining such insurance;

- (g) the application of the proceeds of the Bonds; and
- (h) any other matters or provisions related to the Bonds, in each case in accordance or not inconsistent with the provisions of this resolution including but not limited to insuring the payment of the Bonds through the payment of a Bond insurance premium.

The District agrees that it may supplement this resolution to provide for the details of the Bonds as set forth in the Certificate of Determination. Such supplement is for convenience purposes only and does not affect the validity, binding and legal nature of the Certificate of Determination. The signature of the Chief Executive Officer or the Chief Financial Officer of the Medical Center upon the Certificate of Determination is deemed to be conclusive evidence of her due exercise of the authority vested in her hereunder.

SECTION 8. This resolution shall be published one time in the official journal of the District.

SECTION 9. This resolution shall take effect immediately.

This resolution having been submitted to a vote; the vote thereon was as follows:

Ron Macaluso – Yea
Ann Carruth – Yea
Angelique Richardson – Yea
Blake Daniels – Abstaining
Terry Harper – Absent
Joycelyn Lee – Yea
Ron Orsi – Yea

Michele Sutton, FACHE
Secretary, Board of Commissioners
Chair, Board of Commissioners

Ron Macaluso

STATE OF LOUISIANA
PARISH OF TANGIPAHOA

I, the undersigned Secretary-Treasurer of the Board of Commissioners of Hospital Service District No. 1 of the Parish of Tangipahoa, State of Louisiana (the "District"), do hereby certify that the foregoing pages constitute a true and correct copy of the proceedings taken by the Board of Commissioners on July 28, 2021, authorizing the issuance of not exceeding One Hundred Eighty Million Dollars (\$180,000,000) Hospital Service District No. 1 of the Parish of Tangipahoa, State of Louisiana Hospital Revenue Refunding Bonds (North Oaks Health System Project) authorizing the execution and delivery of a Trust Indenture and, if required, an Amendment No. 5 to the Mortgage and Security Agreement Securing Future Advances; authorizing the appropriate officers of the District to execute certain documents and certificates deemed necessary in connection therewith; and providing for other matters in connection therewith, including a Certificate of Determination; authorizing the distribution of a Preliminary Official Statement and an Official Statement in connection therewith; and providing for other matters in connection therewith.

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of said Hospital Service District, on this 28th day of July, 2021.

Michele K. Sutton FACHE
Secretary