



BOARD OF TRUSTEES' MINUTES

Tuesday, March 1, 2022
1200 E. Plant Street, Ste 220
Winter Garden, FL

The West Orange Healthcare District Board of Trustees met Tuesday, March 1, 2022 at the Healthy West Orange Building. Chairman, R. Talbot officially called the meeting to order at 4:00 PM after a quorum was established. **Trustees in Attendance:** K. Ardaman, W. Britt, L. Cervenka, M. Griffith, M. Lee, C. Miller, J. Sedloff, N. Sutton, R. Talbot, J. Whiddon **Trustees via Zoom:** J. Murphy, R. Wilsen **Trustees Absent:** D. Carter, T. Keating, P. Taylor, **Staff Present:** T. Swanson, J. Ziomek **Guests:** GrayRobinson, P.A. Attorneys: H. M. Ramos, C. Dawson and Foundation for a Healthier West Orange: L. Boettcher, P. Brown, and A. Mendyk

R. Talbot noted that since there were no members of the public in attendance, there would be no public comment period necessary.

APPROVAL OF MINUTES

Board Action: Upon a motion duly made and seconded, the minutes of the January 25, 2022 meeting of the Board of Trustees were unanimously approved.

GOVERNANCE COMMITTEE REPORT

R. Talbot called upon C. Miller to present the Governance Committee Report. C. Miller reported that the Governance Committee met on Tuesday, March 1, 2022 at 3pm. The Committee reviewed a draft of a Resolution of the Board of Trustees of the West Orange Healthcare District regarding the Voluntary Dissolution of The West Orange Healthcare District. Discussion ensued regarding the assets and obligations of The District and it was determined that a recommendation would be made to the Board of Trustees of the West Orange Healthcare District to approve the draft resolution. The District CEO was instructed to begin work with District staff and attorneys to ensure all steps for dissolution are appropriately handled.

Board Action: Upon a motion duly made, and seconded, a Resolution of the Board of Trustees of the West Orange Healthcare District regarding the Voluntary Dissolution of The West Orange Healthcare District (attachment A) was unanimously approved.

Board Action: Upon a motion duly made, and seconded, the Governance Committee Report was unanimously approved.

FINANCE COMMITTEE REPORT

Chair R. Talbot called upon Controller J. Ziomek to present the internal financial reports. J. Ziomek responded that the financial statements are as of January 31, 2022 which is the 4th month of the fiscal year. Referring to the Statements of Net Position, she commented that the total assets were \$30.3 million vs. \$73.3 million a year earlier. The contraction is due primarily to grant activity. The money market account at Seacoast Bank is at \$5.7 million and certificates of deposit under the Seacoast Bank IntraFi Network program are \$16 million.

The Investment Portfolio at January 31st was \$1.3 million. The remaining investment assets are in the Trumbull Real Estate portfolio that is expected to be completely liquidated by the end of fiscal year 2022.

The investment in the Plant Street property, including building construction and furnishings, was at \$6.9 million at month end. There are still several outstanding items with the building and upon completion, the property will be transferred to HWO Holdings, LLC a subsidiary of the Foundation for a Healthier West Orange.

As to liabilities, J. Ziomek noted that Grants currently payable are at \$4.9 million. There were 3 Grant payments made during the month of January – The Public Good Project (\$50 thousand), IMPOWER (\$30 thousand) and Healthy Start Coalition (\$50 thousand).

J. Ziomek then called attention to the Statement of Changes in Net Assets for the month of January. The District had income of \$82 thousand from interest on money market and CD's, increase in value of remaining investment portfolio and management fee from HWO. As to monthly expense categories, all expense categories were underbudget with the exception of Office Occupancy due to the building not yet being transferred to HWO Inc. YTD total expenses are underbudget by \$59 thousand. Grant expenses were not budgeted for FYE 2022 so those grant payments made in this fiscal year will show an over budget condition.

J. Ziomek then called to the Board's attention the final audit report included in the Board information for this meeting. The report was reviewed and approved by the Finance committee during their meeting of February 15, 2022. The report includes a clean audit opinion and there were no other concerns to bring to the Board.

J. Ziomek concluded her report and Chair R. Talbot asked if there were questions or comments and, if none, a motion is needed.

Board Action: Upon a motion made and seconded, the Financial Report was unanimously approved.

T. Swanson discussed a proposal from Gray Robinson that outlined support they could provide between March 1, 2022 and June 30, 2023 to ensure all appropriate legal and legislative requirements are met to provide for wind down of The District.

Board Action: Upon a motion made and seconded the Board unanimously approved authorization for the CEO to engage Gray-Robinson to assist with the wind down of The District including authorization to retain Gray-Robinson's services through the end of the 2023 legislative session.

CEO'S REPORT

R. Talbot called upon T. Swanson to provide the CEO's report. T. Swanson reviewed several upcoming events in the community. Attendance and confirmations were solicited from the Trustees for events through March.

OPEN FORUM

T. Swanson provided an update on utilization of the building by community non-profit partners. She shared that recently the Advent Health hiring fair held in the building was a success.

Adjourned: 4:58 PM



R. Talbot, Chairman

ATTACHMENT A

**RESOLUTION
of the
BOARD OF TRUSTEES
of the
WEST ORANGE HEALTHCARE DISTRICT
regarding the
VOLUNTARY DISSOLUTION OF THE WEST ORANGE HEALTHCARE DISTRICT**

Whereas, the Florida Legislature established the West Orange Healthcare District (the “District”) as an independent special taxing district in 1949 pursuant to Chapter 26066, Laws of Florida as amended and re-codified from time-to-time, most recently by Chapter 2000-450, Laws of Florida (the “Special Act”).

Whereas, the District was established to promote the health and welfare of the residents of the District and West Orange County and to serve such residents through the establishment, governance, purchase, sale, construction, operation and maintenance of hospitals and other healthcare facilities.

Whereas, the District owned and operated a hospital called Health Central until it was purchased by Orlando Health, Inc., on April 1, 2012.

Whereas, the District has continued in existence as guardian of an investment portfolio derived from the proceeds of the purchase which have been used to continue improving the community health and wellbeing for the residents of the District by providing monetary grants and partnering with Orlando Health and other not-for-profit healthcare corporations, all in accordance with the District’s Special Act.

Whereas, on the date of dissolution the District will have no assets, no liabilities, no outstanding financial obligations, no administrative, operating or maintenance responsibilities, no infrastructure, and no capital improvements or other facilities.

Whereas, the Board of Trustees of the District have discussed the continuation of the District at public meetings and have determined that the need for the District no longer exists and it is in the best interest of the residents of the District to dissolve the District.

Now, therefore, be it resolved by the Board of Trustees of the West Orange Healthcare District, as follows:

1. **Legislative Findings.** The recitals set forth in this Resolution are incorporated herein by reference and made part of this Resolution.

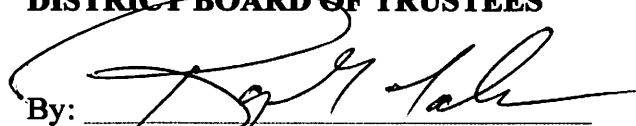
2. **Dissolution.** Pursuant to subsection 189.072(1) of the Florida Statutes, the Board of Trustees hereby elects to dissolve the District.

3. **Direction by the Board.** The Board of Trustees hereby directs the District's Chief Executive Officer to work with District staff and the District attorneys to take all actions necessary to: (a) verify that on or before the date of dissolution that the District has no outstanding financial obligations, no assets or liabilities, no administrative, operating or maintenance responsibilities, no capital improvements, infrastructure or other facilities, and (b) work with the Florida Legislature and other necessary stakeholders to take all steps necessary to formally dissolve the District.


4. **Effective Date.** This Resolution is effective immediately upon its adoption by a majority plus one, of the members of the Board of Trustees of the West Orange Healthcare District.

ADOPTED on 4/26, 2022.

**WEST ORANGE HEALTHCARE
DISTRICT BOARD OF TRUSTEES**

By: 
Rod Talbot, Chairman

Attest:


Maryke Lee, Secretary

Board Members Names and Recorded Vote:

C. Miller-yes
J. Sedloff-yes
N. Sutton-yes
K. Ardaman-yes
M. Lee-yes
M. Griffith-yes
R. Talbot-yes
L. Cervenka-yes
J. Whiddon-yes
W. Britt-yes