

**DEKALB COUNTY BOARD OF HEALTH
MINUTES OF EXECUTIVE SESSION
DATE: July 24, 2012**

BOARD OF HEALTH MEMBERS PRESENT

Kevin Buick, JD - President
Todd Latham - Secretary
Dennis Diemer, DVM
Tim Duez - DDS
Karen Hagen, RN, MS
Christina Jones, RN, MS
David Phillips, MD

BOARD OF HEALTH MEMBERS ABSENT

Roger Faivre
Ronald Feldmann, MD
Andria Mitchell
Paul Stoddard - Vice President (telephonic connection from out-of-state)

STAFF MEMBERS PRESENT

Jane Lux, Assistant Administrator
Brenda Courtney, Director of Administrative Services

DISCUSSION

The Board of Health entered into Executive Session at 8:27 pm for the purpose of discussing (1) Business Matters under Subsection Number 6 and (2) Employment Matters under Subsection Number 1, both of Section 2 (c) of the Open Meetings Act.

1. Business Matters

Mrs. Lux reported on the progress of discussions with KishHealth System (KHS). She has had one meeting and two phone conversations. In May, Mr. Poorten agreed to shorten the exclusivity period to 45 days, and the Confidentiality and Exclusivity Agreement was executed June 5th, 2012.

Mrs. Lux received the Preliminary Information Request June 14th and completed the response June 29th, 2012.

In mid-July, Mr. Poorten requested a 30-day extension of the Exclusivity period. Mrs. Lux responded to an additional request for information July 18th, 2012. In a phone conversation July 23rd, Mrs. Lux discussed a revised timeline with an extended exclusivity period, and Mr. Poorten indicated it was consistent with KHS's approach and thoughts. There was also a discussion of essential elements of the decision and Mr. Poorten noted positive progress. The Board discussed extension of the Exclusivity Agreement.

The Board discussed setting a selling price. Mrs. Lux noted that once we presented a selling price, KHS, if they decided to proceed, would make an offer. Mrs. Lux discussed the methodology for determining a sale price that is not based on earnings due to our situation. Based on the methodology presented, Mrs. Lux recommended a sale price of \$350,000. The Board engaged in discussion about the sale price.

Mrs. Lux presented essential elements of a timeline, and a plan to have an additional meeting August 28th for further action based on the KHS decision. In addition, Mrs. Lux requested authorization to retain a Healthcare Attorney.

2. Employment Matters

Mrs. Lux presented a proposal for Retention Incentives for specific management staff in the event there is a transition and sale of the Home Care Program assets. Mrs. Lux indicated she researched this issue and followed a procedure recommended by the U.S. Office of Personnel Management. The Board engaged in discussion about the proposal.

Todd Latham, Secretary
DeKalb County Board of Health