

MONDAY, JANUARY 22, 2019
OFFICE OF THE BOARD OF COMMISSIONERS
PICKAWAY COUNTY, OHIO

The Pickaway County Board of Commissioners met in Special Session at 600 North Pickaway Street, Circleville, Ohio on Monday, January 22, 2019 at 6:00 p.m., with the following members present: Commissioner Brian S. Stewart, Commissioner Jay Wippel and Commissioner Harold Henson. April Dengler, County Administrator and Acting Clerk was also in attendance.

Also in attendance: Board of Governors members: Don McIlroy, Chair, John Edgar, Vice Chair, Angela Klett, Treasurer, Shirley Bowser, Secretary, Larry Schieber, Pam Mets, Scott Blue, Don Fouts, DO, Gopinath Nair, MD, Dave Moss* attending via phone, pursuant to ORC 749. City Council members: David Crawford, President, Michelle Blanton, Todd Brady, Tom Spring, Glenn Reeser, Julie Strawser, Barry Keller, Katie Logan-Hedges, Sheri Theis, Gayle Spangler. Members of the Public: Doris Gillespie, Linda Chancey, Linda Reeser, Dorcas Morrow, Madeline Sanders, Richard Huggins, Abby Huggins, Nancy Radcliff, Steven Collins, Jim Flynn, Robert Radcliff, Jeff Hallinin, Julie Scherer, Tom Scherer, Charlie Wiggins, Judy Wolford, Gary Dean, Tina Hayes, James Kingsley, Mark Leatherwood, Martie Hang, Jeremy Newman, Donell Ford, Shane Ford, Larry Halm, Tim Colburn, Wendy Elliott, Nancy Boyce, Kristin Gardner, Teratia Welch, Richard Filler, Candy Taylor, Ashton Cox, Hillairy Boltenhouse, Pat Hughey, Kristy Blum, MD, Amy Colburn.

Public Comment: James Kingsley and Martie Hang offered public comment during the Board of Governor's meeting, but no one came forth to offer public comment during the Commissioner's Special Meeting.

Commissioner Wippel read the proposed resolution highlights.

Commissioner Stewart motioned to approve the proposed resolution, seconded by Commissioner Henson. Commissioner's Stewart, Henson and Wippel individually thanked everyone who helped to put the lease agreement together, helped with the campaign and reiterated how important it was to them to keep quality healthcare in our community.

Roll Call Vote on the motion: Commissioner Stewart, Yes, Commissioner Henson, Yes, Commissioner Wippel, Yes. Voting No – None. Motion approved.

In the Matter of
Resolution Authorizing the Lease
Of Berger Hospital Facilities to OhioHealth

RESOLUTION NO. PCSM-012219-1

WHEREAS, pursuant to the authority granted pursuant to Section 749.16 et. seq. of the Ohio Revised Code ("Code"), the Pickaway County Board of Commissioners ("County") and the City of Circleville ("City") entered into an agreement in 1949 to jointly maintain, operate, improve and enlarge the then-existing municipally owned Berger Hospital, which agreement was amended and restated pursuant to an Amended and Restated Agreement for the Governance and Operation of Berger Hospital dated effective January 1, 2013 ("Joint Hospital Governance Agreement").

WHEREAS, pursuant to the Joint Hospital Governance Agreement, the County and the City agree that assets of Berger Hospital are deemed to be owned jointly and equally by both the County and the City.

WHEREAS, the County and the City, together with the Board of Governors of Berger Hospital (the "Board"), have determined it to be in the best interests of the citizens of the County and the City to cause the operation and management of Berger Hospital to be undertaken by OhioHealth Corporation, an Ohio non-profit corporation and a "nonprofit hospital agency" as defined under Section 140.01(C) of the Code, or its designated affiliate (collectively, "OhioHealth") so that healthcare services may continue to be provided locally and to enhance the availability, efficiency and economy of hospital facilities in the County for the benefit of the citizens of the County and the City.

WHEREAS, pursuant to Section 140.03 of the Code, two or more hospital agencies (as defined in Section 140.01(A) of the Code) may enter into agreements for the acquisition, construction, reconstruction, rehabilitation, remodeling, renovating, enlarging, equipping, and furnishing of hospital facilities, or the management, operation, occupancy, use, maintenance, and repair of hospital facilities, or for participation in programs, projects, activities, and services useful to, connected with, supplementing, or otherwise related to the services provided by, or the operation of, hospital facilities operated by one or more participating hospital

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agencies, including any combination of such purposes, all in such manner as to promote the public purposes set forth in Section 140.02 of the Code.

WHEREAS, in order to facilitate assumption by OhioHealth of the operation and management of Berger Hospital, the Board intends: (i) to convey to the City, all of its right, title and ownership in and to the real property and improvements constituting the “hospital facilities” (as that term is defined in Section 140.01(E) of the Code) of Berger Hospital, being the real property and other facilities defined collectively as the “Leased Premises” in the Lease described below (herein, the “Leased Premises”).

WHEREAS, the County desires to join with the City, pursuant to the Joint Hospital Governance Agreement and the authority granted to it as a public hospital agency under Chapter 140 of the Code: (i) in the lease the Leased Premises to OhioHealth pursuant to the terms and conditions of a Lease to be executed by and among the County, the City and OhioHealth (the “Lease”); and (ii) to execute, deliver and perform certain obligations under certain additional transaction documents described in the Lease or herein which are necessary or appropriate to facilitate the assumption by OhioHealth of the operation and management of Berger Hospital, including a Bill of Sale (“Bill of Sale”) conveying to OhioHealth all right, title and interest in and to any personal property associated with the Leased Real Property.

WHEREAS, the County, the City, and OhioHealth desire by the Lease, the Bill of Sale and any other transaction documents executed in connection therewith that healthcare services continue to be provided locally on the Leased Premises and that such healthcare services be enhanced for the benefit of the citizens of the County and the City.

NOW, THEREFORE, BE IT RESOLVED BY THE PICKAWAY COUNTY BOARD OF COMMISSIONERS, AS FOLLOWS:

SECTION 1: Determinations by County. This Board of Commissioners finds and determines (i) that the Lease of the Leased Premises to OhioHealth and the transfer of other assets and operations of hospital facilities to OhioHealth is necessary and in the best interest of the County, will promote the public purposes stated in Section 140.02 of the Code, and will serve a proper, public, municipal purpose; and (ii) the performance by OhioHealth of its obligations under the Lease is fair consideration for the value and benefit to be derived by the County under the Lease.

SECTION 2: Authorization of Lease and Bill of Sale. This Board of Commissioners hereby approves: (a) the lease of the Leased Premises to OhioHealth on the terms and conditions set out in the Lease, and (b) the conveyance of personal property associated with the Leased Premises to OhioHealth pursuant to the Bill of Sale. The Commissioners are authorized, in the name and on behalf of the County, to execute and deliver the Lease, Bill of Sale, and such other agreements or certificates deemed by the Commissioners and the County Prosecutor necessary or appropriate to facilitate the lease of the Leased Premises to OhioHealth, all in such form as determined by the Commissioners and the County Prosecutor as acceptable, in the best interest of the County and consistent with this Resolution. The Commissioners are authorized, in the name and on behalf of the County, to make the necessary arrangements on behalf of the County and to cooperate with the City, the Board and OhioHealth to satisfy conditions under the Lease and establish the date, location, procedure and conditions for the transfer of possession of the Leased Premises to OhioHealth as of the commencement date established under the Lease.

SECTION 3: Validity. It is found and determined, and is hereby represented and recited, that all applicable provisions of the rules of this Board of Commissioners have been fully complied with and this Resolution was passed in conformity therewith.

SECTION 4. Severability. Each section of this Resolution and each subdivision or paragraph of any section is hereby declared to be independent, and the finding or holding of any section or any subdivision or paragraph of any section to be invalid or void shall not be deemed or held to affect the validity of any other section, subdivision or paragraph of this Resolution.

SECTION 5. Compliance with Open Meeting Law. This Board of Commissioners finds and determines that all formal actions of this Board of Commissioners were taken in an open meeting of this Board of Commissioners, and that all deliberations of this Board of Commissioners were in meetings open to the public, all in compliance with the law, including Ohio Revised Code Section 121.22.

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Commissioner Stewart offered the motion to adjourn, seconded by Commissioner Henson. Voting: Commissioner Stewart, Yes, Commissioner Henson, Yes, Commissioner Wippel, Yes. Voting No – None. Motion approved.

Jay H. Wippel, President

Harold R. Henson, Vice President

Brian S. Stewart, Commissioner

**BOARD OF COUNTY COMMISSIONERS
PICKAWAY COUNTY, OHIO**

ATTEST:

April Dengler, Acting Clerk