

**MINUTES OF THE BOARD OF SUPERVISORS
OF MADISON COUNTY, MISSISSIPPI**

REGULAR MEETING OF DECEMBER 30, 2002
Recessed from regular meeting conducted on December 20, 2002

BE IT REMEMBERED that the regular meeting of the Board of Supervisors of Madison County, Mississippi was duly convened, held and conducted on the 30th day of December, 2002, at the Madison County Chancery/Administrative Building in Canton, Mississippi, as follows, to-wit:

The President of the Board, David H. Richardson, presided and called the meeting to order. The following members were present that day:

Present:

Absent:

Supervisor Karl M. Banks
Supervisor Marc Sharpe
Supervisor W. T. "Bill" Banks
Supervisor David H. Richardson
Supervisor Paul Griffin
Sheriff Toby Trowbridge
Sarah Sasnett, Deputy Chancery Clerk

The President announced that the members of the Board present constituted a quorum and declared the meeting duly convened. W.T. "Bill" Banks opened the meeting with a prayer and Supervisor Paul Griffin led the Pledge of Allegiance to the Flag of the United States of America.

**In the Matter of Approval of a Requisition Form for
CDBG Project**

WHEREAS, the Board of Supervisors received CDBG Requisition No.17 from Sample & Associates on CDBG Project Nos. 1118-01-045-ED-01 & 1113-96-045-ED-01 and that copies of said Requisition Form are found in the miscellaneous file to these minutes.

Following discussion of this matter, Supervisor W.T. "Bill" Banks moved and Supervisor Marc Sharpe seconded a motion to authorize the Board President to sign Requisition Form No.17 for payment of expenses under said grants as set forth below as recommended by Mr. Sample on said construction project:

Southern Rock, LLC.	\$132,323.12
Hemphill Construction Co.	\$88,156.00
Utility Contractors, Inc.	\$133,638.88
Sample & Associates	\$10,000.00

And that copies of said form is found in the miscellaneous file to these minutes. The vote on said matter was as follows:

Supervisor W. T. "Bill" Banks - District I	Voted: Aye
Supervisor Marc Sharpe - District II	Voted: Aye
Supervisor David H. Richardson - District III	Voted: Aye
Supervisor Karl M. Banks - District IV	Voted: Aye
Supervisor Paul Griffin - District V	Voted: Aye

The motion having received the affirmative vote of the Board members present, was declared by Mr. David H. Richardson, President of said Board, as being duly carried on this the 30th day of December, 2002.

In the Matter of Acceptance of Right-of-Way and Authorizing the Payment of Funds on the North Livingston Road Project

WHEREAS, Mr. Woody Sample with Sample & Associates appeared before the Board of Supervisors and presented a warranty deed for right-of-way on the North Livingston Road project from Woodmen of the World, and that a copy of said deed is found in the miscellaneous file to these minutes; and

WHEREAS, Mr. Sample did further recommend that the Board of Supervisors authorize the payment to said individuals for said right-of-way and expenses associated therewith in the amounts as follows:

<u>Property Owner</u>	<u>Amount</u>
Woodmen of the World	\$6,027.40
Robert Crook (Appraiser)	\$800.00

Following additional discussion of this matter, Supervisor W.T. "Bill" Banks moved and Supervisor Karl M. Banks seconded a motion to accept the right-of-way from the Woodmen of the World as set forth above and to authorize payment of the funds for said right-of-way and expenses associated therewith as follows:

<u>Property Owner</u>	<u>Amount</u>
Woodmen of the World	\$6,027.40
Robert Crook (Appraiser)	\$800.00

The vote on said matter was as follows:

Supervisor W. T. "Bill" Banks - District I	Voted: Aye
Supervisor Marc Sharpe - District II	Voted: Aye
Supervisor David H. Richardson - District III	Voted: Aye
Supervisor Karl M. Banks - District IV	Voted: Aye
Supervisor Paul Griffin - District V	Voted: Aye

The motion having received the affirmative vote of the Board members present, was declared by Mr. David H. Richardson, President of said Board as being duly carried on this the 30th day of December, 2002

In the Matter of Entering into “Closed Session” to Determine Whether or not the Board should declare an Executive Session

WHEREAS, the Board of Supervisors after beginning the meeting in open session, determined that it was necessary to enter into closed session for a brief discussion.

Following this discussion and pursuant to terms of Mississippi Code Annotated Section 25-41-7, as Amended, Supervisor W.T. “Bill” Banks offered and Supervisor Karl M. Banks seconded the motion to make a closed determination upon the issue of whether or not to declare an executive session for the purpose of discussing the proposed lease of County property with the following persons deemed necessary for discussions, deliberations and recording of such executive session, to-wit: members of the Board, Sheriff Toby Trowbridge, Tom Cook, and the Board Attorney. The vote on said matter was as follows:

Supervisor W. T. “Bill” Banks - District I	Voted: Aye
Supervisor Marc Sharpe - District II	Voted: Aye
Supervisor David H. Richardson - District III	Voted: Aye
Supervisor Karl M. Banks - District IV	Voted: Aye
Supervisor Paul Griffin - District V	Voted: Aye

The motion having received the affirmative vote of the Board members present, was declared by Mr. David H. Richardson, President of said Board, as being duly carried on this the 30th day of December, 2002.

In the Matter of Entering into Executive Session

WHEREAS, a discussion of the nature of the matters requiring executive session was had and Supervisor David H. Richardson, informed the Board that he wished to discuss the proposed lease of County property.

Following a brief discussion, Supervisor W.T. “Bill” Banks offered and Supervisor Karl M. Banks seconded a motion to enter into “Executive Session” to discuss the proposed lease of County property as provided by law. The vote on said matter was as follows:

Supervisor W. T. “Bill” Banks - District I	Voted: Aye
Supervisor Marc Sharpe - District II	Voted: Aye
Supervisor David H. Richardson - District III	Voted: Aye
Supervisor Karl M. Banks - District IV	Voted: Aye
Supervisor Paul Griffin - District V	Voted: Aye

The motion having received the affirmative vote of the Board members present, was declared by Mr. David H. Richardson, President of said Board, as being duly carried and he then declared the Board of Supervisors to be in “Executive Session” for the consideration of such matters on this the 30th day of December, 2002.

President Richardson then reopened the meeting and informed the public of the reason for the Executive Session being taken.

**In the Matter of the Authorization of the Clerk to Wire funds to
Gallagher Healthcare Insurance Services, Inc. to Allow for the
Leasing of the Madison County Medical Center**

RESOLUTION

WHEREAS, Gallagher Healthcare Insurance Services, Inc. is requesting payment by wire transfer in the amount of \$690,000.00 by December 31, 2002 for the purchase of tail liability insurance coverage for the Madison County Medical Center; and

WHEREAS, the Board of Supervisors finds said request is valid and desires to wire payment to Gallagher Healthcare Insurance Services, Inc. in the amount of \$690,000.00.

NOW BE IT THEREFORE RESOLVED BY THE SUPERVISORS OF MADISON COUNTY, MISSISSIPPI that the Clerk of this Board is hereby authorized to wire the sum of \$690,000.00 by December 31, 2002 to Gallagher Healthcare Insurance Services, Inc. for the purchase of tail liability insurance coverage to allow for the leasing of the Madison County Medical Center.

After discussion on the matter, Supervisor W.T. "Bill" Banks offered and moved for the adoption of the above and foregoing Resolution (a copy of which is found in the miscellaneous file to these minutes), which was seconded by Supervisor Karl M. Banks. The vote on said matter was as follows, to-wit:

Supervisor W. T. "Bill" Banks - District I	Voted: Aye
Supervisor Marc Sharpe - District II	Voted: Aye
Supervisor David H. Richardson - District III	Voted: Aye
Supervisor Karl M. Banks - District IV	Voted: Aye
Supervisor Paul Griffin - District V	Voted: Aye

The motion having received the affirmative vote of the Board members present, was declared by Mr. David H. Richardson, President of said Board as being duly carried on this the 30th day of December, 2002.

**IN THE MATTER OF LEASING THE
MADISON COUNTY MEDICAL CENTER HOSPITAL**

WHEREAS, the Board at its duly convened meeting on the 16th day November, 2001, found that it would be in the best interest of Madison County and the citizens of Madison County to lease the Madison County Medical Center Hospital ("Hospital"); and

WHEREAS, the Board solicited proposals to lease the Hospital in accordance with the terms and conditions set forth in the Notice of Request for Proposal and the Request for Proposals to Lease attached as Exhibit "A" to the Board's minutes dated the 16th day of November, 2001 (the "RPF"), by publishing the Notice of Request for Proposals once a week for at least four consecutive weeks in the Madison County Journal, the Madison County Herald and the Clarion-Ledger, and

WHEREAS, in response to the RFP the Board received proposals from Community Health Systems, Inc., Health Management Associates, Inc., Madison Health Management Services, LLC, and Pioneer Health Services, Inc. and also a letter from St. Dominic/Jackson Memorial Hospital (the "Proposals"); and

WHEREAS, the Board, after considering the Proposals and the recommendation of the Board's attorneys, Copeland, Cook, Taylor & Bush, P.A., found that the proposal submitted by Health Management Associates, Inc. was the highest and best proposal and that it would be in the best interests of Madison County and the citizens of Madison County for the Board to enter into and pursue negotiations with Health Management Associates, Inc. or its subsidiary ("HMA") for a long-term lease covering the Hospital in accordance with the terms of the RPF; and

WHEREAS, this Board, as directed by this Board's Resolution dated February 4, 2002, and with the assistance of the Board's attorneys, Copeland, Cook, Taylor & Bush, P.A., entered into and pursued negotiations with HMA for a long-term lease covering the Hospital which complies with the terms and conditions of the RFP, such lease being attached as Exhibit "A" to the Board's minutes dated March 7, 2002 (the "Lease Agreement"); and

WHEREAS, the Board of Trustees of the Madison County Medical Center ("Board of Trustees") reviewed the Lease Agreement at its meeting on March 6, 2002, and approved the Lease Agreement and recommended that this Board enter into the Lease Agreement with HMA; and

WHEREAS, this Board found that the Lease Agreement was the highest and best proposal submitted in response to the RFP, that it would be in the best interests of Madison County and the citizens of Madison County for the Hospital to be leased to HMA pursuant to the terms and conditions contained in the Lease Agreement, and that operation of the Hospital in accordance of the terms and conditions of the Lease Agreement will provide for the Hospital continuing to operate in a manner safeguarding community health interests; and

WHEREAS, this Board authorized the President and Vice-President of this Board to execute the Lease Agreement granting to HMA a lease of the Hospital for a term of 40 years, subject to the terms and conditions stated in the Lease Agreement, including the payment of Prepaid Rent; and

WHEREAS, the Lease Agreement was duly executed by this Board and HMA effective March 7, 2002, and HMA has paid to the County \$4.2 million as partial payment of the Prepaid Rent in accordance with the terms of the Lease Agreement and has given written notice to the County of HMA's intent to pay the remaining Prepaid Rent pursuant to paragraph 4.2 of the Lease Agreement on or before December 31, 2002; and

WHEREAS, upon HMA's payment of the Prepaid Rent due under the Lease Agreement, the County and the Board desire to fulfill their remaining obligations pursuant to the terms of the Lease Agreement;

NOW, THEREFORE, BE IT RESOLVED that, subject to HMA's payment to the County of the unpaid Prepaid Rent, the amount thereof being determined pursuant to the terms of the Lease Agreement, the President and Vice-President of this Board, or either of them, are authorized to execute and deliver to HMA the following instruments on behalf of this Board:

- (1) The Memorandum of Lease in substantially the same form as Exhibit "A" hereto;
- (2) The Supervisor's Certificate in substantially the same form as Exhibit "B" hereto;
- (3) The Instrument of Assignment and Assumption of Assumed Liabilities in substantially the same form as Exhibit "C" hereto;
- (4) The DEA Power of Attorney in substantially the same form as Exhibit "D" hereto;
- (5) The Bill of Sale in substantially the same form as Exhibit "E" hereto;
- (6) The Indemnity Agreement in substantially the same form as Exhibit "F" hereto;
- (7) The Owners Affidavit in substantially the same form as Exhibit "G " hereto;
- (8) Change of Ownership Letter in substantially the same form as Exhibit "H" hereto;
- (9) Cross-Easement and Maintenance Agreement in substantially the same form as Exhibit "J" hereto; and
- (10) Settlement Statement dated December 31, 2002, in substantially the same form as Exhibit "K" hereto.

BE IT FURTHER RESOLVED that the President and Vice-President of this Board, or either of them, are hereby authorized to take any other actions on behalf of this Board, including the execution of documents on behalf of this Board, which are necessary or conducive for the County's and Board's compliance with the terms and conditions of the Lease Agreement, and to do and take any and all acts necessary for the County and this Board to carry out the terms and conditions of the Lease Agreement.

Following review and discussion, Mr. Paul Griffin did move and Mr. Bill Banks did second to adopt the foregoing resolutions. The vote of the Board adopting the foregoing resolutions was as follows:

Supervisor W. T. "Bill" Banks - District I	Voted: Aye
Supervisor Marc Sharpe - District II	Voted: Aye
Supervisor David H. Richardson - District III	Voted: Aye
Supervisor Karl M. Banks - District IV	Voted: Aye
Supervisor Paul Griffin - District V	Voted: Aye

The resolutions, having received the affirmative vote of the Board members present, was declared by Mr. Richardson, President of the Board, as being duly carried on this 30th day of December, 2002.

The Board of Supervisors concluded the Executive Session and upon a unanimous vote of the Board members present the President declared the Board of Supervisors to again be in open session to consider all county business

**In the Matter of Entering the Order of the Mississippi
State Tax Commission Approving the Real Roll for 2002
on the Minutes of the Board of Supervisors**

WHEREAS, the Board of Supervisors received an Order from the Mississippi State Tax Commission approving the real roll for Madison County dated December 18, 2002 and after reviewing said Order determined that it would be in the best interest of the citizens of Madison County to enter said Order in the official minutes of the Board of Supervisors of Madison County.

Following additional discussion of this matter, Supervisor W.T. "Bill" Banks moved and Supervisor Karl M. Banks seconded a motion to enter a copy of the Order of the Mississippi State Tax Commission approving the real roll for 2002 in the minutes of the Board of Supervisors and that a copy of said Order is attached to these minutes and marked as Exhibit "A" and made a part hereof by reference and it is further ordered that said roll shall be delivered to the Madison County Tax Collector and that a copy of the Order of the State Tax Commission is to be pasted to the copies of the rolls as delivered to the Madison County Tax Collector by the Chancery Clerk and that the Clerk is further authorized to give notice to the Mississippi State Tax Commission indicating that the rolls have been finally approved by the Board of Supervisors of Madison County. The vote on said matter was as follows:

Supervisor W. T. "Bill" Banks - District I	Voted: Aye
Supervisor Marc Sharpe - District II	Voted: Aye
Supervisor David H. Richardson - District III	Voted: Aye
Supervisor Karl M. Banks - District IV	Voted: Aye
Supervisor Paul Griffin - District V	Voted: Aye

The motion having received the affirmative vote of the Board members present, was declared by Mr. David H. Richardson, President of said Board as being duly carried on this the 30th day of December, 2002

**In the Matter of Authorization of the Issuance of a
Check for Postage for the Tax Collector's Office**

RESOLUTION

WHEREAS, the Board of Supervisors received a request from Kay Pace, Tax Collector for additional postage in connection with providing tax documentation to the citizens of Madison County; and

WHEREAS, Ms. Pace requested that \$1,021.59 be appropriated to her office to be used as described above and the Board desired to approve said requested.

NOW BE IT THEREFORE RESOLVED BY THE SUPERVISORS OF MADISON COUNTY, MISSISSIPPI that the Clerk of this Board is hereby directed to pay the sum of \$1,021.59 to the Tax Collector of Madison County, Mississippi to provide postage for tax documentation to citizens of Madison County.

After discussion on the matter, Supervisor Paul Griffin offered and moved for the adoption of the above and foregoing Resolution (a copy of which is found in the miscellaneous file to these minutes), which was seconded by Supervisor Karl M. Banks. The vote on said matter was as follows, to-wit:

Supervisor W. T. "Bill" Banks - District I	Voted: Aye
Supervisor Marc Sharpe - District II	Voted: Aye
Supervisor David H. Richardson - District III	Voted: Aye
Supervisor Karl M. Banks - District IV	Voted: Aye
Supervisor Paul Griffin - District V	Voted: Aye

The motion having received the affirmative vote of the Board members present, was declared by Mr. David H. Richardson, President of said Board as being duly carried on this the 30th day of December, 2002.

**In the Matter of Hiring an Appraiser to Appraise
Property Located on Loring Road**

WHEREAS, the Board of Supervisors reviewed the potential purchase of certain property located on Loring Road in Madison County, Mississippi and determined that it would be in the best interest of the citizens of Madison County, Mississippi to hire a professional appraiser to assist Madison County and/or the Camden Fire Protection District in the acquisition of this property for fire protection purposes.

Following additional discussion of this matter, Supervisor Karl M. Banks moved and Supervisor Paul Griffin seconded a motion to authorize the hiring of a professional appraiser to assist Madison County and/or the Camden Fire Protection District in the acquisition of property for fire protection purposes having first determined that said professional services were necessary and in the best interest of the citizens of Madison County. The vote on said matter being as follows:

Supervisor W. T. "Bill" Banks - District I	Voted: Aye
Supervisor Marc Sharpe - District II	Voted: Aye
Supervisor David H. Richardson - District III	Voted: Aye
Supervisor Karl M. Banks - District IV	Voted: Aye
Supervisor Paul Griffin - District V	Voted: Aye

The motion having received the affirmative vote of the Board members present, was declared by Mr. David H. Richardson, President of said Board as being duly carried on this the 30th day of December, 2002

There being no further business to come before the meeting of the Board of Supervisors of Madison County, Mississippi, upon motion duly made by Supervisor Karl M. Banks and seconded by Supervisor Marc Sharpe and approved by the unanimous vote of those present, the meeting of the Board of Supervisors was recessed until Tuesday, December 31, 2002 at 11:00 a.m.

David H. Richardson, President
Madison County Board of Supervisors