

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

REGULAR MEETING OF MARCH 6, 2002  
Recessed from regular meeting conducted on March 4, 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 6th day of March, 2002, at the Madison County Chancery/Administrative Building in Canton, Mississippi, as follows, to-wit:

The meeting had previously been recessed from the regular meeting conducted on March 4, 2002 until 4:30 p.m. on March 6, 2002. At 4:30 p.m. on March 6, 2002, a quorum of the Board of Supervisors was not present due to the fact that three members of the Board of Supervisors were traveling from visiting the congressional delegations in Washington, D.C. and said Supervisors were delayed as a result of mechanical problems experienced by the airline. A deputy sheriff, at the request of Sheriff Toby Trowbridge, pursuant to Section 19-3-23 Mississippi Code Annotated, recessed the meeting until 7:30 a.m. on Thursday, March 7, 2002.

REGULAR MEETING OF MARCH 7, 2002  
Recessed from regular meeting conducted on March 6, 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 7th day of March, 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	None
Supervisor Marc Sharpe	
Supervisor W. T. "Bill" Banks	
Supervisor David H. Richardson	
Supervisor Paul Griffin	
Sheriff Toby Trowbridge	
Mike Crook, Chancery Clerk	
George Touart, County Administrator	

The President announced that the members of the Board present at the beginning of the meeting constituted a quorum and declared the meeting duly convened.

**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 Marc Sharpe offered and Supervisor W.T. “Bill” 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 a 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, attorney for the Board, Tom Cook and members of his law firm, George Touart, Tommy Wiman, Julie Grantham and Joe Malaney. 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: Absent
Supervisor Paul Griffin - District V	Voted: Absent

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 7th day of March, 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 leasing of County property.

Following a brief discussion, Supervisor W.T. “Bill” Banks offered and Supervisor Marc Sharpe seconded a motion to enter into “Executive Session” to discuss the leasing 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: Absent
Supervisor Paul Griffin - District V	Voted: Absent

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 declare the Board of Supervisors to be in “Executive Session” for the consideration of such matters on this the 7th day of March, 2002.

President Richardson then reopened the meeting and informed the public of the reason for the Executive Session being taken. No formal action was taken by the Board in this Executive Session and after a brief discussion, and upon a unanimous vote of the Board with all five members now present it was ordered and the President declared the Board to again be in “Open Session” to discuss all County business.

**In the Matter of Leasing the  
Madison County Medical Center Hospital**

WHEREAS, the Board at its duly convened meeting on the 16<sup>th</sup> 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”) after removing from the Hospital the lien of the \$9,900,000 Madison County, Mississippi Hospital Revenue Bonds dated September 15, 1999 (the “Bond Lien”); 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 found in the miscellaneous file to these minutes and marked as Exhibit “A” (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;

WHEREAS, this Board finds that the Lease Agreement is the highest and best proposal submitted in response to the RFP and 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;

NOW, THEREFORE, BE IT RESOLVED that leasing of the Hospital in accordance with the terms and conditions of the Lease Agreement attached hereto as Exhibit “A” will be in the best interests of Madison County and the citizens of Madison County, and 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;

BE IT FURTHER RESOLVED that the proceeds from the Lease Agreement shall be applied as provided in Section 41-13-15(7)(a) of the Mississippi Code Annotated (1972);

BE IT FURTHER RESOLVED that the President and Vice-President of this Board are hereby authorized and directed 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.

Following review and discussion, Mr. W.T. “Bill” Banks did move and Mr. Karl M. 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 7<sup>th</sup> day of March, 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 W.T. "Bill" 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 Friday, March 8, 2002 at 9:30 a.m.

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David H. Richardson, President  
Madison County Board of Supervisors