Highlands County
Hospital District Board of Commissioners
November 20, 2025, Regular Meeting
MINUTES

The Highlands County Hospital District Board of Commissioners met at 1:36pm on Thursday, November 20, 2025, at the Highlands County Commissioner's Board Room. Notice of the Regular Meeting was published in the Highlands News Sun on November 9, 2025. The notice is filed in the Board's meeting file.

COMMISSIONERS PRESENT: Victor Divietro, Dean Gerber, Dusty Johnson, Jeff Roth

COMMISSIONERS ABSENT: Katie Wilson

OTHERS PRESENT: Bert Harris – Swaine, Harris & Wohl, PA; Mark Cox – Wicks, Brown, Williams, CPA; Gail Escobar- Clerk; Ingra Gardner and Tonya Marshall - Community Programs;; Myla Reizen and Jennifer Ungru with Jones Walker via TEAMS; representatives with Duke Energy and PIKE via TEAMS; Henry Capote and Mark Hamrick – HCA Florida Highlands Hospital via TEAMS; members of the public.

I. MEETING CALLED TO ORDER at 1:36 pm by Chairman Gerber.

II. INVOCATON AND PLEDGE OF ALLEGIANCE

Mr. Roth led the pledge and gave the invocation.

III. COMMENTS FROM THE PUBLIC

No comments were given.

IV. APPROVAL OF MINUTES

MOTION: Mr. Roth made a motion seconded by Mr. Johnson to approve the minutes of the regular meeting of August 28, 2025 and special meeting of October 23, 2025. Upon roll call, all Members voted aye. The motion carried.

V. ACCOUNTANT'S REPORT

Mark Cox of Wicks, Brown, Williams & Co presented a DRAFT of the financial statement which reflected investments updated through October 31, 2025, cash flow through September 30, 2025, check register through fourth quarter ending September 30, 2024, financial statements for fourth quarter July 1, 2025 and September 30, 2025, and summary of brokerage statements through October 31, 2025. Also presented was the proposed seconded amended 2024-2025 budget. The final report will be presented at a future meeting for approval.

MOTION: Mr. Divietro made a motion seconded by Mr. Johnson to accept the accountant's report as presented. Upon roll call, all Members voted aye. The motion carried.

MOTION: Mr. Divietro made a motion seconded by Mr. Roth to approve the amended 2024-2025 budget as presented. Upon roll call, all Members voted aye. The motion carried.

This amendment increases legal fees by $50,000 for a total of $200,000 and investment income by $13,000 for a total of $140,000.

VI. APPROVAL OF PAYMENT OF INVOICES

MOTION: Mr. Divietro made a motion seconded by Mr. Roth to approve payment of invoices for Highlands News Sun – 50.05; Swaine, Harris, & Wohl – 7,725.20; Wicks, Brown, Williams & Co. –1,100.00; Jones Walker, LLP - $38,724.85; Old Republic Surety Company - $710.00; Florida Department of Commerce - $175.00, and Annual Expense Checks to Members - $240.00 for a total of $48,725.10 as presented by the Clerk. Upon roll call, all Members voted aye. The motion carried.

VII. HRMC REPORT

Henry Capote, Chief Financial Officer, who joined the meeting via TEAMS.
He stated that the hospital has been involved in community events including the very successful Mocktails, Massages & Mammo for breast cancer awareness month, participated in a food collection for Heartland Foodbank, and will be participating in the local Christmas Parades.

VIII. DUKE ENERGY EASEMENT REQUEST

Duke Energy representatives joined the meeting via TEAMS. Trenton Newton introduced the request from Duke Energy. The project is related to a storm protection program to harden the grid. The proposed easement is a 10 feet on the east boundary of the property for underground facilities as well as a temporary access easement for the construction activities. David Titzer, Project Manager, stated that Duke Energy is spending close to one hundred million dollars just in Highlands County for the storm upgrades. They are replacing the perimeter around the hospital, including the section that passes along the helipad; therefore, an easement is being requested to complete that portion along the helipad. Not completing the upgrade will cause extended emergency repairs after a storm. An on-site review was completed last week with Mark Hamrick, Director of Facility Management HCA Florida Highlands, to which Henry Capote confirmed that HCA is good with the work to be completed. Also present was representatives with the Pike Corporation (PIKE) who will be completing the work for Duke Energy.
Mr. Harris stated that the draft of the easement needs to be modified to reflect that the improvements will be strictly underground and not on the helipad. Since Mr. Newton had previously conveyed that it is not possible to receive confirmation from FAA that the area of work will not have any impact on the helipad, a letter signed by Mr. Titzer was provided in a previous email stating

the work being performed along the east property line will not interfere with the helipad or its operations.

Mr. Harris recommended that the easement also include verbiage that states whether at any time the easement or its use ever interferes with the helipad that work will be immediately discontinued, it being a risk for Duke Energy and not for the Hospital District Board. Also, the easement needs to include PIKE in the indemnification portion of the contract since they will be the subcontractor actually completing the on-site work. Mr. Harris stated the temporary access and construction easement should include a $1,500 fee to cover the District Board's legal expenses since this is not an expense they should incur.
Duke Energy was in agreement with the changes to be included in the easement agreement including the fee of $1,500.

MOTION: Mr. Roth made a motion seconded by Mr. Johnson to approve the easement with the recommended changes. Upon roll call, all Members voted aye. The motion carried.

Mr. Harris stated that it would take two additional weeks to complete the changes.

IX. DISCUSSION AND ACTION ON ALL MATTERS RELATED TO THE LOCAL BILL AND SALE OF THE HOSPITAL

Ms. Ungru stated that the process is on track and the Bill is still in drafting. She spoke to the Bill sponsor this week and they are waiting for the Board of County Commissioners to approve the Bill language and then expect the Bill to be filled thereafter. Session begins in early January and expect three committee references for the bill. The bill will go through the three committees and then on to the floor of the House then on to the Senate for ultimate passage. Typically, bills are presented to the Governor at the following session. Ms. Ungru said that they will provide an update when the Bill is complete with drafting to be certain there are not significant changes and will then continue to move forward. Usually, local bills are approved at the end of session as approved. Session ends on March 13, 2026 so expect the Bill will pass within the last two weeks of March. Bills are grouped together and presented to the Governor to sign, so could be into April, May, or June before the Bill is signed.
Ms. Reizen stated that the contract with Weaver and Tidwell was finalized at the special meeting in October and has been executed by both parties. They had a very good first call with them and walked through everything. The will be site visits expected with a goal, per the contract, to have the report completed within six weeks. Mr. Steigman stated that Weaver and Tidwell have begun gathering information working within the time frame and expect to be completed in January. The appraisal will be provided along with some of the analysis

related to the appraisal. Before the appraisal is completed, Mr. Steigman will be putting a time frame together along with a schedule of events of subsequent activities with input from this Board in regard to sale versus lease and include these two different tracks.
Mr. Harris stated that he appeared before the Board of County Commissioners (BOCC) at their November 18, 2025 meeting and provided an update on the process and advising them of the two tracks, sale or lease, that are being prepared. He also advised them of the consultants that have been contracted to assist the District with this process. The BOCC will be taking up a recommendation to support the local bill by resolution at the December 2, 2025 BOCC meeting.

X. LEGAL COUNSEL

Annual Representation of Fees

MOTION: Mr. Divietro made a motion seconded by Mr. Johnson to adopt the Agreement of Representation and Fees as presented. Upon roll call, all Members voted aye. The motion carried.

Annual Resolution

MOTION: Mr. Divietro made a motion seconded by Mr. Johnson to adopt the Annual Resolution for 2026 as presented. Upon roll call, all Members voted aye. The motion carried.

XI. OTHER BUSINESS

XII. ADJOURNMENT

Next regular meeting is set for Thursday, February . Chairman Gerber adjourned the meeting at 2:09 pm.

Dean W Gerber

Dean W. Gerber, Chairman

Gail Escobar

Gail Escobar, Clerk

AGREEMENT FOR REPRESENTATION AND FEES

THIS IS AN AGREEMENT between the **HIGHLANDS COUNTY HOSPITAL DISTRICT**, a dependent special district existing under Chapter 04-458, Laws of Florida, whose address is Post Office Box 1926, Sebring, Florida 33870 (herein called "Hospital District") and **SWAINE, HARRIS & WOHL, P.A.,** Attorneys at Law, 401 Dal Hall Boulevard, Lake Placid, Florida 33852 (herein called "Attorneys").

WITNESSETH

In consideration of the services agreed to be performed by Attorneys and the fees to be paid by the Hospital District, the parties agree as follows:

1. The Hospital District hereby retains Attorneys to perform all necessary legal work for the Hospital District, except for certain limited legal matters in which the Hospital District will be represented by an attorney specializing in that area of law.

2. Attorneys hereby accept such employment and agree to render and perform such legal services and furnish all advice relevant to such legal matters for the Hospital District. The services will be performed by attorneys licensed to practice in the State of Florida, and by paralegals or legal assistants (non-lawyers working under the direct supervision of an attorney) with specialized training or experience in such legal matters. Legal services shall be rendered primarily by Bert J. Harris, III.

3. Hospital District hereby agrees to pay Attorneys, as compensation for the services to be performed, the professional time spent by attorneys, paralegals and legal assistants at the rate of $250.00 per hour for attorneys and $100.00 per hour for paralegals and legal assistants.

4. In addition to fees for services, the Hospital District shall pay Attorneys all sums in the nature of costs which Attorneys have paid or will be required to pay during their representation of Hospital District. These expenses may include, but shall not be limited to, court costs, computer research time, deposition costs, long distance telephone calls, reproduction costs, service of process, cost of publication, witness fees, expert witness fees, and all other expenses Attorneys consider reasonably necessary for the proper representation of the Hospital District. These sums shall not be a part of the fees herein agreed to be paid, but shall be in addition thereto.

5. The term of this contract shall begin when entered by the parties and end at the annual meeting in November, unless terminated earlier by either party. Either party may terminate this agreement by giving reasonable notice to the other party. This agreement may be extended, from year to year, by vote of a majority of the Hospital District Board.

6. All papers, records, documents, exhibits, or other items delivered to Attorneys by Hospital District shall be returned to Hospital District at the conclusion of representation in each particular matter. Subject to the terms of Chapter 119, Florida Statutes, all papers produced by Attorneys and all research and other work done by Attorneys shall remain the property of Attorneys.

7. During the course of this Agreement, attorneys shall purchase and maintain at their expense legal malpractice insurance of at least $2 million per claim.

8. The parties hereby acknowledge that two identical complete agreements are being executed, one to be retained in the possession of each party, either of which shall constitute and be considered an original for all purposes.

DATED this 20th day of November 2025.

SWAINE, HARRIS & WOHL, P.A.

By: Bert J. Harris III
Bert J. Harris, III, President

HIGHLANDS COUNTY HOSPITAL DISTRICT

By: Dean W Gerber
Dean W. Gerber, Chairman

ATTEST: Gail Escobar
Gail Escobar, Clerk

BOARD OF COMMISSIONERS
HIGHLANDS COUNTY HOSPITAL DISTRICT
ANNUAL RESOLUTION FOR 2026

The Highlands County Hospital District (the "Hospital District") was duly assembled in regular session at 1:30 pm on the **20th day of November 2025**. A quorum was present. Chairman **Dean W. Gerber** presided. Upon motion made and duly seconded, the following resolution was adopted by the Highlands County Hospital District Board of Commissioners:

IT IS RESOLVED by the Highlands County Hospital District Board of Commissioners (the "Hospital Board") as follows:

1. **BOARD CLERK, REGISTERED OFFICE AND REGISTERED AGENT**. The Hospital Board hereby designates **Gail Escobar** as the Clerk and Registered Agent of the Hospital District; and designates as its registered office 501 South Commerce Avenue, Sebring, Florida 33870. The Hospital District's resident agent is the agent upon whom any process, notice, or demand required or permitted by law to be served upon the Hospital District may be served.

2. **REGULAR MEETING SCHEDULE**. The Hospital Board will hold regular meetings (at least four meetings per year) at the Highlands County Commissioners' Board Room in the Highlands County Government Center, 600 South Commerce Avenue, Sebring, Florida, unless otherwise noticed by the Chairman, at 1:30 p.m. on the following dates: **26 February 2026 (annual meeting), 28 May 2026, 27 August 2026, and 19 November 2026.** The Hospital Board Chairman is authorized to reschedule the regular meetings and to call special meetings of the Hospital Board, as needed.

3. **MEETING NOTICE**. The Hospital District Clerk is authorized and directed to now publish notice of the Board's meeting schedule for the coming year, and to publish notice of each meeting ten (10) to twenty (20) days in advance of said meeting. Publication shall be in the *Highlands News Sun*.

4. **ENABLING ACT**. The Hospital District has filed with the Clerk of the Board of County Commissioners for Highlands County, Florida a copy of Chapter 04-458, Laws of Florida (2004), as amended.

5. **RECORDS CUSTODIAN**. The Board of Commissioners of the Hospital District hereby designates the Board Clerk as the Records Custodian of the Hospital District.

6. **PUBLICATION OF HOSPITAL DISTRICT ANNUAL FINANCIAL INFORMATION**. The Hospital District's Clerk is authorized and directed to publish the Balance Sheet, Statements of Revenues, Expenses and Retained Earnings, Statements of Cash Flows and Schedule of Contributions for each fiscal year (year ending 30 September), as soon as the same is presented by the auditor and approved by the Board.

7. **LESSEE'S FINANCIAL DATA**. The Board Clerk is authorized and directed to dispatch a written request, and appropriate reminders, to the lessee of the hospital (and guarantor) requesting its annual balance sheet and related statements showing the results of the operations of the hospital during the fiscal year certified by a public accounting firm. The Clerk's request shall be made according to the terms of Section 3.2 of the First Amended and Restated Lease Agreement, with copies to the Board Members. The Clerk shall forward a copy of the response and final data to each Board Member, and to the County Administrator.

8. **AUTHORIZED SIGNATURES**. According to Chapter 04-458, Laws of Florida (2004), as amended (the Hospital District's Enabling Act), all payments from board funds shall be upon warrant (check) signed by the Chair or Chair Pro Tem. The Board elects its officers at its annual meeting in February of each year. The signatures of the Board Chairman and Chair Pro Tem are as follows:

Dean W. Gerber
Chairman

Katie Wilson
Chair Pro Tem

9. **BOARD CLERK'S CONFIRMATION.** The Clerk of the Board is authorized and directed to confirm and certify from time to time the names of the chairman and vice-chairman upon request of the financial institutions holding board assets.

10. **PAYMENT OF FLORIDA DEPARTMENT OF COMMERCE SPECIAL DISTRICT ANNUAL FEE**. The Board Treasurer is authorized and directed to pay the annual special district fee to the Florida Department of Commerce of $175.00 (or the actual amount if the annual fee is changed).

RESOLVED this 20th day of November 2025.

HIGHLANDS COUNTY HOSPITAL DISTRICT

By: Dean W. Gerber
Dean W. Gerber, Chairman

Attest: Gail Escobar
Gail Escobar, Clerk

(SEAL)