

**NORTH BREVARD COUNTY HOSPITAL DISTRICT  
OPERATING  
PARRISH MEDICAL CENTER  
BOARD OF DIRECTORS – SPECIAL MEETING**

A special meeting of the Board of Directors of the North Brevard County Hospital District operating Parrish Medical Center (the District) was duly noticed and held at 4:00 p.m. on July 16, 2024 in Conference Room 2/3/4/5, First Floor. The following members were present:

Robert L. Jordan, Jr., C.M., Chairman  
Herman A. Cole, Jr.  
Billie Fitzgerald  
Dan Aton (4:04 p.m.)  
Maureen Rupe  
Billy Specht  
Dr. Ashok Shah

Member(s) Absent:

Elizabeth Galfo, M.D. (excused)  
Stan Retz, Vice Chairman. (excused)

**CALL TO ORDER**

Mr. Jordan called the meeting to order at 4:00 p.m.

Discussion ensued and the following motion was made by Mr. Cole, seconded by Ms. Fitzgerald, and approved (6 ayes, 0 nays, 0 abstentions). Mr. Aton was not present at the time the vote was taken.

**MOTION TO ADD PUBLIC COMMENTS AS ITEM I AND AS ITEM III ON THE AGENDA.**

**PUBLIC COMMENTS**

There were no public comments.

**CONSIDERATION OF SETTLEMENT WITH HEALTH FIRST REGARDING LITIGATION FILED IN 2015**

Mr. Boyles gave a brief overview of the history of the dispute between the two organizations and the intention of today's meeting.

Mr. Quinn summarized the timeline of the initial proposal of settlement in September 2023 to present day. Mr. Quinn reviewed the following items to be considered:

1. Consideration of Settlement and Release Agreement involving pending litigation: "North Brevard County Hospital District, d/b/a Parrish Medical Center v. Health First, Inc., Health First Health Plans, Inc., Health First Insurance, Inc., Health First Physicians, Inc., and Health First

Medical Group, LLC”, in the Circuit Court of the 18th Judicial Circuit on or about August 27, 2015, Case No. 05-2015-CA-039908” and authorizing George Mikitarian, as President/CEO of the District, to finalize negotiations and enter into the agreement.

2. Consideration of the purchase of the cancer center building located at 490 N. Washington Avenue, Titusville, Florida, for a purchase price of \$8,700,000.00, with Health First providing a credit towards the purchase price of \$5,374,000.00 and authorizing George Mikitarian, as President/CEO of the District, to finalize and enter into the agreement and all transaction documents relating to the agreement.

3. Consideration of purchase of personal property assets located in the cancer center building located at 490 North Washington Avenue, Titusville Florida and related agreement and documents for a purchase price of \$1,674,000.00 and authorizing George Mikitarian, as President/CEO of the District, to finalize and enter into the agreement and all transaction documents relating to the agreement.

4. Consideration of a lease agreement for the real property and certain personal property located in the cancer center building located at 490 North Washington Avenue, Titusville Florida back to Health First for a period of up to one year at a fair market value rental rate and authorizing George Mikitarian, as President / CEO of the District, to enter into the lease agreement.

Mr. Boyles noted that the settlement will not be effective until September 30, 2024.

Discussion ensued and the following motion was made by Mr. Cole, seconded by Dr. Shah, and approved (7 ayes, 0 nays, 0 abstentions).

**MOTION TO RECOMMEND THE BOARD OF DIRECTORS ADOPT THE RESOLUTION OF THE BOARD OF DIRECTORS OF THE NORTH BREVARD COUNTY HOSPITAL DISTRICT ATTACHED AS EXHIBIT “A” APPROVING THE SETTLEMENT OF LITIGATION WITH HEALTH FIRST STYLED “NORTH BREVARD COUNTY HOSPITAL DISTRICT DBA PARRISH MEDICAL CENTER v. HEALTH FIRST, INC., HEALTH FIRST HEALTH PLANS INC., HEALTH FIRST INSURANCE, INC., HEALTH FIRST PHYSICIANS, INC. AND HEALTH FIRST MEDICAL GROUP, LLC IN THE CIRCUIT COURT OF THE 18TH JUDICIAL CIRCUIT ON OR ABOUT AUGUST 27, 2015 CASE NO. 05-2015-CA-039908”.**

Ms. Just, Heath First Chief Administrative Officer, stated she is happy to be here and added that while the two organizations are competitors, and will remain competitors, she is enthusiastic and optimistic about what this settlement means for the community.

#### **PUBLIC COMMENTS**

There were no public comments.

BOARD OF DIRECTORS

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**ADJOURNMENT**

There being no further business to discuss, the Parrish Medical Center Board of Directors meeting adjourned at 4:27 p.m.

Robert L. Jordan, Jr., C.M.  
Chairman

**EXHIBIT "A"**

**RESOLUTION  
OF THE BOARD OF DIRECTORS OF THE  
NORTH BREVARD COUNTY HOSPITAL DISTRICT  
APPROVING THE SETTLEMENT OF LITIGATION WITH  
HEALTH FIRST STYLED "NORTH BREVARD COUNTY HOSPITAL DISTRICT DBA  
PARRISH MEDICAL CENTER v. HEALTH FIRST, INC., HEALTH FIRST HEALTH  
PLANS INC., HEALTH FIRST INSURANCE, INC., HEALTH FIRST PHYSICIANS,  
INC. AND HEALTH FIRST MEDICAL GROUP, LLC IN THE CIRCUIT COURT OF  
THE 18<sup>TH</sup> JUDICIAL CIRCUIT ON OR ABOUT AUGUST 27, 2015  
CASE NO. 05-2015-CA-039908"**

The Board of Directors of North Brevard County Hospital District, d/b/a Parrish Medical Center, at a public meeting duly called and held, at which a quorum was present, hereby adopts the following recitals and resolutions:

*Whereas*, the North Brevard County Hospital District (the "District") Desires to settle the case styled "North Brevard County Hospital District dba Parrish Medical Center v. Health First, Inc. Health First Health Plans Inc., Health First Insurance, Inc., Health First Physicians, Inc. and Health First Medical Group, LLC in the Circuit Court of the 18<sup>th</sup> Judicial Circuit on or about August 27, 2015 Case No. 05-2015-CA-039908" ("Health First Litigation").

*Whereas*, Health First desires to settle the Health First litigation.

*Whereas*, the Board of Directors of the District (the "Board") finds it in the best interest of the District to enter into a settlement agreement with Health First and related documents.

*Whereas*, the Board approves the Settlement and Release Agreement with related documents in substantially the form attached as Exhibit "A" hereto:

*Whereas*, the Board hereby authorizes, approves and directs, subject to the oversight of the chairman of the Board and Chief Executive Officer ("CEO") of the District, the attorney for the Board to finalize Settlement and Release Agreement and related transaction documents.

*Now, therefore, be it*

*Resolved*, that the Board of Directors of the District hereby incorporates the above recitals and further authorizes and directs that the officers of the District take all other actions necessary to finalize the Settlement and Release Agreement and related transaction documents.

*Resolved*, that the Board of Directors approve of the Settlement and Release Agreement involving litigation with Health First (in the lawsuit styled: "North Brevard County Hospital District, d/b/a Parrish Medical Center v. Health First, Inc., Health First Health Plans, Inc., Health First Insurance, Inc., Health First Physicians, Inc., and Health First Medical Group, LLC, in the Circuit Court of the 18th Judicial Circuit on or about

EXHIBIT "A" - continued

August 27, 2015, Case No. 05-2015-CA-039908") and approval of related transaction documents (the "Transaction"): Real Estate Purchase and Sale Agreement for 490 N. Washington Avenue, Titusville, Florida (the "Building") for a purchase price of \$8,700,000.00 cash; Asset Purchase Agreement for certain personal property assets located in the Building for a purchase price of \$1,674,000.00 cash; Lease Agreement between Parrish Medical Center and Health First for the Building for a term of up to one year; and providing authority to George Mikitarian and/or Chris McAlpine to negotiate and execute these agreements and any related ancillary Transaction documents.

**Resolved**, that any and all actions taken by any officer or director of the District in connection with the actions contemplated herein are ratified, confirmed and approved in all respects.

**Resolved**, this Resolution takes effect immediately upon its adoption.

**PASSED, APPROVED AND ADOPTED** on July 16, 2024.

BOARD OF NORTH BREVARD COUNTY  
HOSPITAL DISTRICT

By: \_\_\_\_\_  
Robert L. Jordan, Jr., CM, Chairman

ATTEST:

By: \_\_\_\_\_  
Elizabeth Galfo, MD, Secretary