

**BAY AREA HOSPITAL DISTRICT BOARD MEETING**  
**October 20, 2023, MINUTES**  
*Bay Area Hospital Hawthorn Conference Room @ 12:00 pm*

**CALL TO ORDER**

Mr. Troy Cribbins, Board Chairperson, called the Bay Area Hospital (BAH) District Special Board meeting to order at 12:00 pm. A quorum was present.

**BOARD ATTENDANCE**

Chairperson Troy Cribbins; Barb Taylor; Tom McAndrew, MD; Patrice Parrott; Carma Erickson-Hurt (via Teams)

**ABSENT**

None

**STAFF ATTENDANCE**

Brian Moore, CEO; Jennifer Collins, CNO; Kelli Dion, CQO; Clay England, CHRO; Lee Saltzgaber, MD, CMO; Mary Lou Tate, CFO; Patrick Varga, CIO; Kim Winker, Director of Marketing; Dr. El Youssef, Chief of Staff  
Denise Bowers, EA (Executive Assistant)

**LEGAL COUNSEL**

Megan Kronsteiner, Esq.

**PUBLIC ATTENDANCE AND INPUT**

None

**REPORT OF THE BOARD CHAIRPERSON COMMENTS – Mr. Troy Cribbins**

Chairperson Cribbins deferred any comments to move toward the next step forward to help bring our financial turnaround to fruition.

**CHIEF EXECUTIVE OFFICER REPORT – Mr. Brian Moore, CEO**

*Financial Turnaround – Bond Restructure*

Mr. Moore opened by stating that we are nearing the end of the journey we began a year ago on our financial turnaround efforts and bond restructuring. The packet went out to all the board and there were updates made almost immediately. Once finalized, Mr. Moore believes that they will accurately represent the deal that has been worked on with the bank for the past 9 months, remarking that our bond counsel, Mr. Victor Roehm can confirm that the documents signed in final form is what was negotiated with BMO (formerly Bank of the West). Mr. Roehm confirmed that since the September meeting there have been no substantive changes to the documents, and that he does not expect any other substantive changes, only formatting, between now and the issuance of the final documents. There was some discussion, with questions asked and answered. Mr. Moore noted that April 19, 2023, initial resolution on the bond restructuring authorized Mr. Moore and Ms. Tate to have the ability to effectuate the bond restructuring transaction and invited the board to ask any questions they had.

Ms. Taylor pointed out some minor items for correction, and asked for, and received some additional clarity from Mr. Moore, Ms. Tate, and Mr. Roehm. Some additional clarity was provided for Ms. Erickson-Hurt regarding the purpose of NY Mellon Bank as Trustee. There was some additional discussion, with questions asked and answered.

Mr. Moore concluded by thanking the board for all their extra support and time on this arduous journey. Dr. McAndrew thanked Ms. Taylor for bringing her expertise in the overarching scope of bond restructuring.

**Recommendation for Action to be taken by the Board:**

Chairperson Cribbins called for a motion to adopt **Resolution # 2023-10-20, Resolution of the Board of Directors of the Bay Area Health District, Coos County, Oregon (The "DISTRICT") authorizing amendments to, or an amendment and restatement of, its term loan agreement with BMO Bank N.A. (As Successor to Bank of the West) and the related Series B Note, a Supplement to the Master Trust Indenture and the execution and delivery of one or more securities account control agreement(s) with respect to the District's investment property and a Deed of Trust with respect to all or a portion of the District's Real Property; reaffirming its pledge of net revenues under the Master Indenture; designating Authorized Representatives and delegating responsibilities and related matters. .**

**Action taken by the Board:** Dr. McAndrew moved to adopt Resolution # 2023-10-20 as presented in the packet with minor items requested above. Ms. Carma Erickson-Hurt seconded the motion, and it was passed unanimously

**ADJOURNMENT**

There being no further business, the District Board meeting was adjourned at 12:28 pm.

  
Troy Cribbins, Board Chairperson

Date: 11/14/23

  
Patrice Parrott, Secretary

Date: 11/14/2023