

# MEMORANDUM

PSHAC  
Agenda Item No. 2(A)

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**TO:** Honorable Chairman Joe A. Martinez  
and Members, Board of County Commissioners

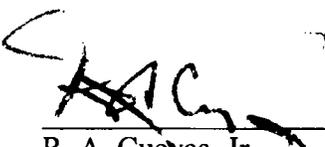
**DATE:** February 8, 2011

**FROM:** R. A. Cuevas, Jr.  
County Attorney

**SUBJECT:** Resolution authorizing the Public Health Trust to incorporate a new, private, not-for-profit Florida corporation empowered to provide certain administrative and management services to the Trust for the operation of the JMH International Program in lieu of the Foundation Health Services, Inc.

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The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Commissioner Jose "Pepe" Diaz.

  
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R. A. Cuevas, Jr.  
County Attorney

RAC/up



# MEMORANDUM

(Revised)

**TO:** Honorable Chairman Joe A. Martinez  
and Members, Board of County Commissioners

**DATE:** March 1, 2011

**FROM:** R. A. Cuevas, Jr.  
County Attorney

**SUBJECT:** Agenda Item No.

Please note any items checked.

- "3-Day Rule" for committees applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Ordinance creating a new board requires detailed County Manager's report for public hearing
- No committee review
- Applicable legislation requires more than a majority vote (i.e., 2/3's \_\_\_\_, 3/5's \_\_\_\_, unanimous \_\_\_\_ ) to approve
- Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved \_\_\_\_\_ Mayor

Agenda Item No.

Veto \_\_\_\_\_

Override \_\_\_\_\_

RESOLUTION NO. \_\_\_\_\_

RESOLUTION AUTHORIZING THE PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY TO: (1) INCORPORATE A NEW, PRIVATE, NOT-FOR-PROFIT FLORIDA CORPORATION EMPOWERED TO PROVIDE CERTAIN ADMINISTRATIVE AND MANAGEMENT SERVICES TO THE TRUST FOR THE OPERATION OF THE JMH INTERNATIONAL PROGRAM IN LIEU OF THE FOUNDATION HEALTH SERVICES, INC.; AND (2) NEGOTIATE WITH FOUNDATION HEALTH SERVICES AND ITS SOLE OWNER, JACKSON MEMORIAL FOUNDATION, INC. FOR THE TRANSFER INTO THE NEW CORPORATION OF FOUNDATION HEALTH SERVICES' ASSETS AND LIABILITIES, EXCLUDING ANY LIABILITIES RELATED TO THE CONSULTANT ACTING AS CEO OF FOUNDATION HEALTH SERVICES UNDER THE MANAGEMENT SERVICES AGREEMENT DATED OCTOBER 1, 2006 AND DURING THE TIME FRAME OF OCTOBER 1, 2006 THROUGH JANUARY 31, 2011

**WHEREAS**, pursuant to Chapter 25A of the Code of Miami-Dade County, Florida (Chapter 25A), the Public Health Trust of Miami-Dade County (the "PHT") was created as an agency and instrumentality of Miami-Dade County responsible for the governance, operation and maintenance of Jackson Memorial Hospital and other Designated Facilities (as such term is defined in Chapter 25A); and

**WHEREAS**, Jackson Health Systems ("JHS") has an International Health Services Division responsible for the JMH International Program (the "Program"), which the PHT Board of Trustees has determined to be a vital program for JHS; and

**WHEREAS**, Foundation Health Service, Inc. ("FHS") had been retained to provide services to the PHT, pursuant to a Management and Services Agreement dated October 1, 2006 (the "Agreement"); and

**WHEREAS**, the Agreement, absent an extension, will expire on February 1, 2011; and

**WHEREAS**, the Board of County Commissioners of Miami-Dade County (the "Commission") passed a Resolution No. R-1136-10 (the "Resolution"), which requires the PHT to, among other things, terminate its service relationship with FHS by declining to renew the Agreement and allowing such Agreement to expire on February 1, 2011, or in the alternative to terminate such Agreement prior to February 1, 2011, if possible; and

**WHEREAS**, the Resolution also specifically directed, among other things, the PHT to refrain from entering into any new agreements, business dealings, relationships, or arrangements whatsoever with FHS absent express direction by the Commission; and

**WHEREAS**, following the issuance of the Resolution, the PHT formed an Ad Hoc Committee for International Health Services (the "International Health Services Committee") comprised of five members of the PHT Board of Trustees to analyze and recommend a policy approach and solution for operation of the Program; and

**WHEREAS**, the International Health Services Committee conducted a series of meetings to carefully analyze and consider a policy approach and solution for operation of the Program; and

**WHEREAS**, on January 11, 2011, the Executive Committee of the PHT approved a proposal (the "Proposal"), which was ratified by the PHT Board of Trustees on January 24, 2011, to: (i) incorporate a new not-for-profit corporation which would be able to provide certain administrative and management services to the PHT for the operation of the Program and to accept a transfer of FHS' assets and liabilities, excluding any liabilities related to the Consultant acting as CEO of FHS under the Agreement; and (ii) have the PHT then enter into a Management and Services Agreement with the new corporation, in accordance with the PHT

Procurement Regulation, whereby the new corporation would provide certain administrative and management services to the Program, in lieu of FHS, as designated by the PHT in such agreement; and

**WHEREAS**, the PHT understands that the proposal must be brought forth to the Commission so as to obtain express direction by the Commission prior to implementation; and

**WHEREAS**, on January 20, 2011, the PHT requested from the Commission an extension of time to comply with the Commission's Resolution so that the PHT would have the time necessary to bring forth to the Commission the Proposal without interrupting during the interim period the services currently being provided to the PHT by FHS; and

**WHEREAS**, on January 20, 2011, the Commission gave the PHT an extension of time, until March 1, 2011, to comply with the Resolution and authorized JHS staff to negotiate with FHS an extension of the Agreement up to but not beyond March 1, 2011; and

**WHEREAS**, any extension of the Agreement will therefore expire on February 28, 2011; and

**WHEREAS**, Jackson Memorial Foundation, Inc. (the "Foundation") will not have any agreements, business dealings, relationships or arrangements with the new not-for-profit corporation; and

**WHEREAS**, the PHT seeks Commission approval to: (i) incorporate a new not-for-profit Florida corporation empowered to provide certain administrative and management services to the PHT for the operation of the Program and to accept a transfer of FHS' assets and liabilities, excluding any liabilities related to the Consultant acting as CEO of FHS under the Agreement during the time period of October 1, 2006 and January 31, 2011, and (ii) negotiate with FHS and its sole owner, the Foundation, for the transfer of FHS' assets and liabilities excluding any

liabilities related to the Consultant acting as CEO of FHS during the time period of October 1, 2006 through January 31, 2011, into the new not-for-profit corporation; and (iii) enter into any agreements and execute any documents necessary to effectuate the aforementioned incorporation and transfer from FHS,

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA,** that this Board hereby authorizes the Public Health Trust of Miami-Dade County to: (i) incorporate a new not-for-profit Florida corporation empowered to provide certain administrative and management services to the Public Health Trust ("PHT"), in lieu of Foundation Health Services, Inc. ("FHS"), for the operation of the JMH International Program and to accept a transfer of FHS' assets and liabilities, excluding any liabilities related to the Consultant acting as CEO of FHS under the Agreement during the time period of October 1, 2006 through January 31, 2011; (ii) negotiate with FHS and its sole owner, Jackson Memorial Foundation, Inc., for the transfer of FHS' assets and liabilities excluding any liabilities related to the Consultant acting as CEO of FHS during the time period of October 1, 2006 through January 31, 2011 into the new not-for-profit corporation; and (iii) enter into any agreements and execute any documents necessary to effectuate the aforementioned incorporation and transfer from FHS.

The Prime Sponsor of the foregoing resolution is Commissioner Jose "Pepe" Diaz. It was offered by Commissioner \_\_\_\_\_, who moved its adoption. The motion was seconded by Commissioner \_\_\_\_\_ and upon being put to a vote, the vote was as follows:

Joe A. Martinez, Chairman  
Audrey M. Edmonson, Vice Chairwoman  
Bruno A. Barreiro  
Lynda Bell  
Jose "Pepe" Diaz  
Carlos A. Gimenez  
Sally A. Heyman  
Barbara J. Jordan  
Jean Monestime  
Dennis C. Moss  
Natacha Seijas  
Rebeca Sosa  
Sen. Javier D. Souto

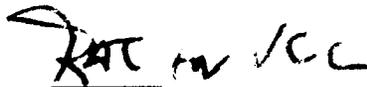
The Chairperson thereupon declared the resolution duly passed and adopted this 1<sup>st</sup> day of March, 2011. This resolution shall become effective ten (10) days after the date of its adoption unless vetoed by the Mayor, and if vetoed, shall become effective only upon an override by this Board.

MIAMI-DADE COUNTY, FLORIDA  
BY ITS BOARD OF  
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By: \_\_\_\_\_  
Deputy Clerk

Approved by County Attorney as  
to form and legal sufficiency.



Valda Clark Christian