

**MEMORANDUM**

Agenda Item No. 11(A)(1)

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

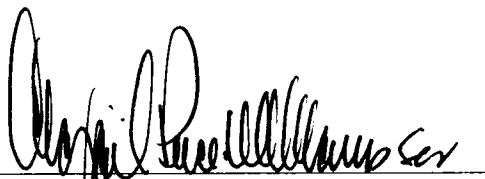
**DATE:** March 15, 2011

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

**SUBJECT:** Resolution directing the Public Health Trust to forward to the Board of County Commissioners for its consideration the proposal from Steward Health Care System LLC and to discontinue further action thereon

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The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Chairman Joe A. Martinez.

  
\_\_\_\_\_  
R. A. Cuevas, Jr.  
County Attorney

RAC/cp




# MEMORANDUM

(Revised)

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

**DATE:** March 15, 2011

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

**SUBJECT:** Agenda Item No. 11(A)(1)

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  
Veto \_\_\_\_\_  
Override \_\_\_\_\_

Agenda Item No. 11(A)(1)  
3-15-11

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

RESOLUTION DIRECTING THE PUBLIC HEALTH TRUST  
TO FORWARD TO THE BOARD OF COUNTY  
COMMISSIONERS FOR ITS CONSIDERATION THE  
PROPOSAL FROM STEWARD HEALTH CARE SYSTEM LLC  
AND TO DISCONTINUE FURTHER ACTION THEREON

**WHEREAS**, the Public Health Trust (“Trust”) is an agency and instrumentality of Miami-Dade County that operates Jackson Health System, including Jackson Memorial Hospital and multiple other designated facilities providing health care services to the people of Miami-Dade County; and

**WHEREAS**, Chapter 25A of the Code of Miami-Dade County (the “Code”) provides in Section 25A-7 thereof that the beneficiaries of the Trust shall be the people of Miami-Dade County who, with regard to the Trust, shall be represented only by the Board of County Commissioner; and

**WHEREAS**, additionally, (i) title to all the designated facilities is in the name of Miami-Dade County; (ii) the Trust is only empowered by Chapter 25A to maintain, operate and govern such designated facilities; and (iii) Section 25A-4(d) of the Code provides that the Trust is not authorized to sell, convey, mortgage or otherwise impair or encumber the designated facilities; and

**WHEREAS**, moreover, Section 25A-4(j) of the Code provides that the Trust shall comply with directives of the Board of County Commissioners set forth in resolutions of this Board; and

**WHEREAS**, by letter dated February 21, 2011 addressed to John Copeland, Chair, Public Health Trust, Steward Health Care System LLC (“Steward”) submitted to the Trust a

Non-binding Indication of Interest outlining Steward's interest in investing in excess of One Billion (\$1,000,000,000) Dollars for the acquisition of Jackson Health System: and

**WHEREAS**, because the Steward proposal has very significant implications for the designated facilities, which could fundamentally affect the delivery of health care services in Miami-Dade County, it is incumbent upon this Board to clarify that it is the sole decision-making body regarding the Steward proposal and to ensure that the decision-making process is transparent, structured and thorough to guarantee a viable and sustainable public hospital benefiting the residents of Miami-Dade County,

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA**, that this Board:

Section 1. Directs the Trust to forward to the Board of County Commissioners and the Mayor the Non-binding Proposal from Steward and all related documents, including, but not limited to descriptions of Steward, pro forma financial statements and due diligence commenced by the Trust, emails, letters to or from the principals of Steward, or other communications involving the Steward proposal and such other documents that the Chairman of the Board of County Commission shall request in writing. The Trust shall have a continuing duty to forward and is further directed that it shall forward to the Board of County Commissioners and the Mayor any and all other proposals it receives or has received for the acquisition by purchase, lease or otherwise of Jackson Health System, or any component thereof, in excess of Fifteen Million (\$15,000,000) Dollars prior or subsequent to the effective date of this Resolution. The Trust shall be and remain under a continuing duty to forward such proposals until and unless directed otherwise by the Board of County Commissioners.

Section 2. Directs the County Mayor or the County Mayor's designee to review the proposal from Steward in accordance with Section 2-8.1(k) of the Code of Miami-Dade County.

The Trust is directed to provide assistance, including but not limited to submitting relevant documentation, for the County's review of the Steward proposal.

Section 3. Directs the PHT to disband its recently created Capital Committee and shall not, without having previously obtained the approval of this Board, take any further action with respect to the Steward proposal.

The Prime Sponsor of the foregoing resolution is Chairman Joe A. Martinez. 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 15<sup>th</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.



Eugene Shy, Jr.  
Valda Clark Christian