



**MEMORANDUM**

Agenda Item No. 11(A)(3)

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

**DATE:** June 5, 2012

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

**SUBJECT:** Resolution authorizing the Public Health Trust to dissolve Jackson Memorial International, Inc., originally created to operate the International Program for the Public Health Trust

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

A handwritten signature in black ink, appearing to read "RAC", written over a horizontal line.

R. A. Cuevas, Jr.  
County Attorney

RAC/up



# MEMORANDUM

(Revised)

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

**DATE:** June 5, 2012

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

**SUBJECT:** Agenda Item No. 11(A)(3)

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)(3)  
6-5-12

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

RESOLUTION AUTHORIZING THE PUBLIC HEALTH TRUST TO DISSOLVE JACKSON MEMORIAL INTERNATIONAL, INC., A FLORIDA CORPORATION NOT-FOR-PROFIT, ORIGINALLY CREATED TO OPERATE THE INTERNATIONAL PROGRAM FOR THE PUBLIC HEALTH TRUST

**WHEREAS**, pursuant to Chapter 25A of the Code of Miami-Dade County, Florida, the Public Health Trust of Miami-Dade County (the "Public Health Trust") 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; and

**WHEREAS**, the Public Health Trust has an International Program which provides services and initiatives relating to the customer service aspects of the Public Health Trust's provision of medical services to international patients and for marketing functions targeting such international patients; and

**WHEREAS**, on March 3, 2011, the Board of County Commissioners of Miami-Dade County passed and adopted a Resolution authorizing the Public Health Trust to incorporate a new not-for-profit Florida corporation, Jackson Memorial International, Inc., to provide certain services to the Public Health Trust for the operation of the Trust's International Program; and

**WHEREAS**, Jackson Memorial International, Inc., whose sole member is the Public Health Trust, desires to dissolve and wind up its affairs; and

**WHEREAS**, on March 9, 2012 and pursuant to Fla. Stat. 617.1402, the Board of Directors of Jackson Memorial International, Inc., adopted a Resolution recommending that

Jackson Memorial International, Inc. be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of its sole member, the governing body of the Public Health Trust; and

**WHEREAS**, the Board of Directors of Jackson Memorial International, Inc. understands that its recommendation to dissolve must also be brought forth to the Board of County Commissioners of Miami-Dade County; and

**WHEREAS**, on March 15, 2012, a special meeting of the Financial Recovery Board, the governing body of the Public Health Trust, was convened for the purpose of considering the dissolution of Jackson Memorial International, Inc.; and

**WHEREAS**, at that special meeting of the Financial Recovery Board, in its capacity as the sole member of Jackson Memorial International, Inc., the Financial Recovery Board voted to adopt the attached Resolution, authorizing the dissolution of Jackson Memorial International, Inc. and authorizing the President of the Public Health Trust or his designee to take all actions necessary to obtain express approval from the Board of County Commissioners of Miami-Dade County to allow for the dissolution of Jackson Memorial International, Inc.; and

**WHEREAS**, the governing body of the Public Health Trust, as well as the governing body of Jackson Memorial International, Inc., have voted to dissolve Jackson Memorial International, Inc. and seek Commission approval to take all actions necessary to dissolve Jackson Memorial International, Inc.,

**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 to dissolve Jackson Memorial International, Inc., a Florida

corporation not-for-profit, and to take all actions necessary to dissolve Jackson Memorial International, Inc.

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           |
| Esteban L. Bovo, Jr.                | Jose "Pepe" Diaz     |
| Sally A. Heyman                     | Barbara J. Jordan    |
| Jean Monestime                      | Dennis C. Moss       |
| Rebeca Sosa                         | Sen. Javier D. Souto |
| Xavier L. Suarez                    |                      |

The Chairperson thereupon declared the resolution duly passed and adopted this 5<sup>th</sup> day of June, 2012. 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.



Laura M. Llorente

RESOLUTION NO. PHT 3/12 - 024

**RESOLUTION OF THE GOVERNING BODY OF THE PUBLIC HEALTH TRUST, THE FINANCIAL RECOVERY BOARD, AUTHORIZING THE DISSOLUTION OF JACKSON MEMORIAL INTERNATIONAL, INC. AND AUTHORIZING THE PRESIDENT OR HIS DESIGNEE TO TAKE ALL ACTIONS NECESSARY TO OBTAIN EXPRESS APPROVAL FROM THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY TO ALLOW FOR THE DISSOLUTION OF JACKSON MEMORIAL INTERNATIONAL, INC.**

*(Carlos A. Migoya, President and Chief Executive Officer, Jackson Health System)*

WHEREAS, Jackson Memorial International, Inc., a Florida corporation not for profit, ("JMI") desires to dissolve and wind up its affairs;

WHEREAS, the Public Health Trust (the "PHT") is the sole member of JMI;

WHEREAS, on March 9, 2012 JMI, pursuant to Fla. Stat. 617.1402, adopted a Resolution, which is attached hereto, recommending that JMI be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of its sole member, the governing body of the PHT;

WHEREAS, the Financial Recovery Board, as the governing body of the PHT, has considered the advisability of dissolving JMI and wishes to adopt a Resolution authorizing the dissolution of JMI and further authorizing the President or his designee to take all actions necessary to obtain express approval from the Board of County Commissioners of Miami-Dade County to allow for the dissolution of JMI;

NOW, THEREFORE, BE IT RESOLVED BY THE FINANCIAL RECOVERY BOARD OF THE PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY, FLORIDA, hereby adopts this Resolution to: authorize the dissolution of JMI and to further authorize the President or his designee to take all actions necessary to obtain express approval from the Board of County Commissioners of Miami-Dade County to allow for the dissolution of JMI.

Agenda Item 2 (a)  
First Special Public Health Trust  
Financial Recovery Board  
March 15, 2012

-Page 2-

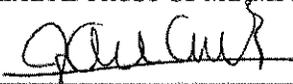
The foregoing resolution was offered by Mr. Sharpton and the motion was seconded by Mr. Arriola as follows:

Joe R. Arriola	Aye
Michael Bileca	Absent
Joaquín del Cueto	Absent
Mojdeh L. Khaghan	Aye
Marcos J. Lapciuc	Aye
Stephen S. Nuell	Aye
Darryl K. Sharpton	Aye

The Chairperson thereupon declared the resolution duly passed and adopted this 15<sup>th</sup> day of March 2012.

**PUBLIC HEALTH TRUST OF MIAMI-DADE COUNTY, FLORIDA**

BY: \_\_\_\_\_

  
Joaquin del Cueto, Secretary

Approve by the County Attorney as to form  
and legal sufficiency ES

# Memorandum

**To:** Financial Recovery Board  
Public Health Trust

**From:** Steve Nuell  
Chairman of JMI Board of Directors

**Date:** 03/09/2012

**Re:** Resolution of The Board of Directors of Jackson Memorial International, Inc. (JMI), recommending that Jackson Memorial International, Inc. be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of the governing body of the Public Health Trust

**Request:**

The JMI Board of Directors recommends the dissolution of Jackson Memorial International, Inc. and institute the International Program as an internal department of JHS.

**Background/Discussion:**

Jackson Memorial International, Inc. (JMI) was established as a Florida Not for Profit Corporation on May 19, 2011. JMI's purpose is to provide professional marketing, administrative and management support, and related enabling services that assist Jackson Health System (JHS) to effectively attract and serve insured international patients and thus contribute to attaining the payer mix goals of JHS. Previously, these services were provided by The Foundation Health Services, Inc. (FHS). Upon dissolution of the agreement between FHS and The Public Health Trust (PHT), the international program and its employees were placed under the Jackson Health System (JHS). Furthermore, an asset transfer agreement has been executed between FHS and JMI.

The JMI Board of Directors is fully appointed and its employees are currently considered Jackson Health System employees. Through Jackson Health System management, the International Program has successfully saved approximately \$1.4 million in expenses and increased international inpatient volume by 14% over FY2011 YTD through February. As a result, JMI has proposed to make the International Program as an official internal department of JMH to continue with this accountability and management as the need for JMI to operate the International Program separately is no longer needed.

It is the intention of the International Program to seek partnership synergies with the University of Miami International Program where appropriate in order to combine efforts and effectively compete with our domestic and international competitors to increase international patient volume for JMH.

**Recommendation:**

I concur with JMI Board of Directors' recommendation that FRB approve the resolution that Jackson Memorial International, Inc. be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of the governing body of the Public Health Trust and forwarded through the appropriate committee to the Board of County Commissioners for approval.

RESOLUTION NO. JMI 3/12 –

RESOLUTION OF THE BOARD OF DIRECTORS OF JACKSON MEMORIAL INTERNATIONAL INC., A FLORIDA CORPORATION NOT FOR PROFIT, RECOMMENDING THAT JACKSON MEMORIAL INTERNATIONAL, INC. BE DISSOLVED AND DIRECTING THAT THE QUESTION OF SUCH DISSOLUTION BE SUBMITTED TO A VOTE AT A MEETING OF THE GOVERNING BODY OF THE PUBLIC HEALTH TRUST

*(Gino Santorio, Corporate Director, Project Management)*

WHEREAS, Jackson Memorial International, Inc. ("JMI") desires to dissolve and wind up its affairs;

WHEREAS, the sole member of JMI is the Public Health Trust (the "PHT");

WHEREAS, the Board of Directors of JMI wishes to, pursuant to Fla. Stat. 617.1402, adopt a Resolution recommending that JMI be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of its sole member, the governing body of the PHT;

WHEREAS, the Board of Directors of JMI understands that should the recommendation to dissolve be adopted by the governing body of the PHT, then the recommendation to dissolve JMI must also be brought forth to the Board of County Commissioners of Miami-Dade County;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF JACKSON MEMORIAL INTERNATIONAL, INC., that this Board hereby adopts this Resolution to: recommend that Jackson Memorial International, Inc. be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of the governing body of the Public Health Trust, and that should the governing body of the Public Health Trust adopt a resolution to dissolve Jackson Memorial International, Inc. then the recommendation to dissolve be brought forth to the Board of County Commissioners of Miami-Dade County.