

**STILLWATER MEDICAL CENTER AUTHORITY  
BOARD OF TRUSTEES  
Special Meeting, Friday, September 30, 2016  
Stillwater Medical Center 2<sup>nd</sup> Floor Conference Room  
4:00 p.m.**

**Present:** Dan Duncan, Joe Haney, Lowell Barto, Cary Couch, M.D. and Calvin Anthony

**Absent:** Mayor Gina Noble and Beth Buchanan

**Others:** Denise Webber, Alan Lovelace, Steven Taylor, Randy Jobe, Butch Koemel (attorney) and Cheryl Marshall (minutes)

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Notice of this meeting was posted with the City of Stillwater City Clerk's office 48 hours prior to this meeting.

Chairman Dan Duncan called the meeting to order at 4:00 p.m.

**APPROVAL OF OCSRI ASSET PURCHASE AGREEMENT, MANAGEMENT AGREEMENT AND PURCHASED SERVICES AGREEMENT**

The agreements were distributed to the members and were reviewed. Calvin Anthony inquired about the termination clauses of the agreement. Webber stated that there are measures defined that would allow us to terminate the agreement. These include billing, quality and performance. Anthony asked about the equipment included in the lease agreement. Lovelace said that we are leasing all of the radiation oncology equipment. OCSRI operates other clinics in other communities and will continue to do treatment planning for them using this equipment. They will lease the space for that equipment back from us. SMCA will lease that service from them in exchange for the space they are leasing from us. Anthony asked about the equipment that will be purchased. Lovelace directed the members to the list of equipment with photos of each. This equipment is valued at approximately \$275,000. The CT was purchased separately for \$26,000. They were originally asking \$86,000.

Anthony asked Mr. Koemel's opinion of the agreement. Koemel stated that Karen Rieger reviewed the Asset Purchase Agreement and it appeared to be very thorough. Lovelace said that Koemel's work was mainly on the real estate portion. Duncan asked about the leases that will be assumed. Lovelace said that the linear accelerator will be leased. Webber explained that SMC will be charged for the usage. Anthony asked if OCSRI has any pending litigation. Koemel said that they have a settlement pending but it is part of the escrow settlement, so we do not have any issues. Koemel said that the payment was wired to an escrow company to hold until the agreements are approved. At the time, the funds will be released. If the agreement is not approved, the funds will be returned to SMC.

Anthony moved the Board's approval of the OCSRI Asset Purchase Agreement, Management Agreement and Purchased Services Agreement. Barto seconded the motion, and Barto, Couch, Haney, Anthony and Duncan voted in favor of the motion.

**APPROVAL OF RESOLUTION 2016-4**

The Resolution was distributed and reviewed by the Board members.

Haney moved the Board approve Resolution 2016-4. Couch seconded the motion, and Anthony, Barto, Couch, Haney and Duncan voted in favor of the motion.

Barto expressed his appreciation of all the work done by the Hospital staff.

**ADJOURN**

There being no further business, Haney moved that the meeting be adjourned. Couch seconded the motion, and Haney, Anthony, Couch, Duncan and Barto voted in favor of the motion. The meeting was adjourned at 4:14 p.m.

  
Chairman of the Board

  
Secretary of the Board