

**MINUTES OF THE SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
WINNIE-STOWELL HOSPITAL DISTRICT**

The Special Meeting of the Board of Directors of the Winnie-Stowell Hospital District ("District") was brought to order by Chair Henry called at 6:02 p.m. on the 26th Day of February, 2014 at the Winnie Community Hospital-Conference Room Broadway, Winnie, Texas pursuant to a Notice filed and posted a full 72 hours prior to the opening of the said meeting (a copy of said Notice being placed amongst the files of the District).

The roll was called of the members of the Board, to-wit:

Elroy Henry, President
Jeff Rollo, Vice President
Sharon Burgess, Director
Edward Murrell, Director
Raul Espinosa, Director

All said Board members were present with exception of Sharon Burgess. In addition to the above named Board Members, also present at the meeting were: Hubert Oxford, IV of the law firm Benckenstein & Oxford, LLP; and Sherrie Norris, District Administrator. Also present was Larry Barron; James Stratton; David Murrell; Dan Yancy; Bobby Way; Danny Thompson; Mark Huddleston; Bobby Way; Derk Harmsen

At approximately, 11:20 a.m., a quorum was established and the emergency meeting of the Board of Commissioners was convened. Chair Henry first addressed Agenda Item No. 1 and introduced the guests.

Following the opening and the introduction of guests, Chair Henry asked the Board to move to Agenda Item No. 2, for public comment. Danny Thompson advised that he was available for any questions. Derk Harmsen stated that he was not prepared to make a comment until after a discussion the Agenda Items had taken place. Larry Barron stated that he only had

one question about the makeup of the people who would serve on the "Advisory Committee" whose task it would be to interview the prospective buyers of the hospital and would like an explanation on what they are going to do.


Following public comment, President Henry request that Attorney Oxford give the scope and purpose of establishing an Advisory Committee whose job it was going to be to make a recommendation on potential bidders for the Winnie Community Hospital. According to Attorney Oxford, it would be the Advisory Committee's task to appoint a Chairman who would be the liaison between the Bankruptcy Trustee and the potential bidders for the Winnie Community Hospital. In addition, Attorney Oxford advised that the Advisory Committee was to schedule interviews for potential bidders to discuss their bid and the District's level of involvement with the potential bidders as set forth in the District's Guidelines to Bidders if the Bidder ended up being the successful bidder. Moreover, Attorney Oxford stated the members of the Advisory Committee were subject to the Confidentiality Agreement agreed to by the District. Attorney Oxford then read and explained the three page Guidelines to the potential Advisory Committee members. (*See Exhibit "A"*). Attorney Oxford then recommended that the Advisory Committee consist of at least two (2) District Board members; two (2) Foundation Board members; two (2) Hospital Personnel; Emergency Service Personnel; and local government officials. President Henry then appointed the 9 member Advisory Committee and requested the following to serve (1) Mark Huddleston (2) Jeff Jenkins (3) Larry Barron (4) Bobby Way (5) Danny Thompson (6) David Murrell (7) Edward Murrell (8) Raul Espinosa; and (9) Yale Devillier. All agreed except for Commissioner Mark Huddleston who was concerned about a potential conflict of interest since he was on the County Commissioner' Court. Ultimately, Pierre Leger was asked to serve in Commissioner Huddleston's spot.

President Henry then asked for a motion to establish the Advisory Committee to handle the process of potential purchasers and purchase arrangements of the Winnie Community Hospital. A motion made by Vice President Rollo to establish the Advisory Committee, which was seconded by Director Raul, with the unanimous consent of all Board members present to appoint the Advisory Committee consisting of (1) Jeff Jenkins (2) Larry Barron (3) Bobby Way (4) Danny Thompson (5) David Murrell (6) Edward Murrell (7) Raul Espinosa and (8) Yale Devillier.

At approximately, 7:02 President Henry stopped the meeting so that the Committee could vote on a Chairman and upon returning the Advisory Committee advised that they had selected David Murrell to serve as the Chairman of the Committee. David Murrell accepted this position.

Following the announcement of the Chairman of the Advisory Committee, President Henry stated that there is no further business to go before the Board and requested a motion to adjourn. A motion made by Director Murrell and seconded by Director Rollo, with the unanimous consent of all Board members present, to adjourn the meeting.

The Board meeting was adjourned at 7:24 p.m.



Elroy Henry, President



Jeff Rollo, Vice-President