

Resolution FY22-11

Resolution Adopting an Unfunded Nonqualified Deferred Compensation Plan

WHEREAS, North Broward Hospital District (the “District”), a special district as defined under § 189.012(6), Florida Statutes, was established in 1951 by virtue of authority granted by the Florida Legislature under ch. 27438, Laws of Florida, as recodified in ch. 2006-347, Laws of Florida, as amended (the “Charter”);

WHEREAS, the District is governed by the seven-member Board of Commissioners of North Broward Hospital District (the “Board”) who are all appointed by the Governor of the State of Florida;

WHEREAS, section 19 of the Charter authorizes and empowers the Board to establish and create by resolution an employees’ pension, annuity, and retirement plan for any and all groups of officers and employees employed by the District and qualifying for such plan, and to pay all of such portions of the cost of any such employees’ pension, annuity, and retirement plan as the Board thereby determines;

WHEREAS, section 457 of the Internal Revenue Code of 1986 (the “Code”) contemplates the establishment of nonqualified, unfunded deferred compensation plans for employees of local governments and tax-exempt entities;

WHEREAS, the Board wishes to establish, as of July 1, 2021, a nonqualified, unfunded deferred compensation plan under section 457(f) of the Code (an ineligible deferred compensation plan) for the benefit of a select group of senior management or other highly compensated employees (the “Plan”);

WHEREAS, the Board wishes to establish a so-called “rabbi trust” in accordance with the Internal Revenue Service’s Revenue Procedure 92-64, 1992-2 C.B. 422, which serves as a safe harbor against the constructive receipt of income and the realization of economic benefit solely on account of the adoption or maintenance of the trust (the “Trust”);

WHEREAS, the Board wishes to enter into a written nonqualified deferred compensation plan trust agreement between the District and Fidelity Management Trust Company and to appoint Fidelity Management Trust Company as trustee of the Plan to administer the plan in accordance with section 457(f) of the Code and the Internal Revenue Service’s Revenue Procedure 92-64, 1992-2 C.B. 422;

WHEREAS, the Trust shall constitute an unfunded arrangement and shall not affect the status of the Plan as an unfunded plan maintained for the purpose of providing deferred compensation for a select group of management or highly compensated employees;

WHEREAS, it is the intention of the Board that the District make contributions to the Trust to provide the Trust with a source of funds to assist in the meeting of its liabilities under the Plan, and the assets of the Trust shall be held therein, subject to the claims of the District’s creditors in the event of the District’s insolvency, until paid to Plan participants and their beneficiaries in the manner and at the times specified in the Plan; and

WHEREAS, unless context otherwise requires, capitalized terms used but not defined herein have the meanings ascribed to such terms in the Amended and Restated Bylaws of the North Broward Hospital District and its accompanying Codified Resolutions of the Board of Commissioners of the North Broward Hospital District.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the North Broward Hospital District, that:

1. The Plan is hereby established as a nonqualified, unfunded deferred compensation plan under section 457(f) of the Code for the benefit of a select group of senior management or other highly compensated

employees as determined and modified from time to time by Broward Health’s Human Resources Department and the President and Chief Executive Officer of Broward Health (“CEO”) to be effective as of July 1, 2021.

2. Fidelity Management Trust Company is hereby appointed as trustee of the Plan to administer the Trust consistent with section 457(f) of the Code, the Internal Revenue Service’s Revenue Procedure 92-64, 1992-2 C.B. 422, and other applicable state and federal laws, all as may be amended from time to time or any successor thereof.
3. The District is hereby authorized and empowered to enter into a trust agreement and any future agreements or amendments thereto between the District and Fidelity Management Trust Company which establishes the Trust and the administration and terms thereof, in such form as may be acceptable to the CEO and the District’s Office of the General Counsel.
4. The District is hereby authorized and empowered to make contributions to the Trust to provide the Trust with a source of funds to assist the Trust in meeting its liabilities under the Plan.
5. The assets of the Trust shall be held therein until paid to Plan participants and their beneficiaries in the manner and at the times specified in the Plan, subject to the claims of the District’s creditors in the event of the District’s insolvency.
6. The CEO, as well as other officers and employees of the District further delegated such authority by the CEO (the “Designated Officers”), are hereby authorized and empowered in the name of, and on behalf of, the District, to take, or cause to be taken, any and all such further acts, deeds, and matters, to pay such fees and expenses, and to execute, file and, deliver, or cause to be filed and delivered, all such registrations, certifications, forms, notices, agreements, contracts, documents, and instruments, in each case, in such form and terms as the CEO may approve and as may be deemed necessary or appropriate in order to fully carry out the purposes and intent of the foregoing (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be), and any and all actions heretofore or hereafter taken by the CEO and Designated Officers in connection with the subject of the foregoing recitals and resolutions be, and each of them hereby is, ratified, confirmed, and approved in all respects as the act and deed of the District.
7. This Resolution and the authority hereby conferred shall take effect immediately upon the Board’s ratification.
8. The undersigned authorized representatives of the District hereby certify that this Resolution is duly adopted by the Board and that such Resolution has not been amended or rescinded as of the date executed.
9. This Resolution hereby supersedes, amends, replaces and repeals any conflicting resolution or conflicting policy previously adopted by the Board.

DULY ADOPTED this ___ day of November, 2021.

Time Adopted _____ PM

By: _____
Stacy Angier, Chair
North Broward Hospital District

By: _____
Christopher Pernicano, Secretary/Treasurer
North Broward Hospital District

ATTEST: