

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

February 11, 2015

Dale Barney presiding

by teleconference (because of bad weather on February 9th)

In attendance:

Voting Directors – Scott Berry, Barry Clause, John Dow, Gili Lushkov, Sean Murphy, Mary Paquette, Pete Thurber

Ex-officio Directors – Dale Barney, Mike Samson, Alice Schori

Not in attendance – David Beaufait, Karen Gray, Ed McGee, Michael Paine, Jim Spaulding

Excused – Carolyn Barney, Lori Dacier, Barbara Dolyak, Linda Von Reyn

Interested community members – Stripe Demarest, Philip Salvail

Approval of Minutes –

Minutes of the January 12th meeting were approved as presented. (Motion made by Dow, seconded by Clause.)

Committee Report Summaries –

Finance committee (Paquette reporting) – Balance sheet as of 2/8/15, profit and loss (4/1/14-2/8/15), and checking account reconciliation detail (month ending 1/13/14) were sent electronically and copies are filed with these minutes. Paquette clarified that monies listed as “undeposited funds” on the balance sheet have actually been deposited, and Murphy will review how checks received through the FAST Squad are being handled. Expenses represent payments to Horizon Engineering and for the sign. A check for \$1,000 has not yet been endorsed, so is not counted. Another wire payment of \$25,000 should be coming soon.

Payment of a bill from Orr & Reno (\$832.50) was approved. (Motion made by Dow, seconded by Berry.) This was related to our responses to questions from the IRS regarding 501(c)3 application (to prove that we are forming a community health center, not a hospital).

Lushkov requested projected expenditures for the next couple of months. Samson will send the most recent interim budget, prepared about 6 months ago, to Paquette so that she can bring such a list to the board for approval.

Paquette requested approval of proposed additional financial policies prepared by her and emailed to committee members for comment. After discussion, the policies were approved with the caveat that the finance committee is encouraged to meet, discuss, and if necessary refine the policies before the next board meeting. (Motion made by Paquette, seconded by Dow.)

The latest word on 501(c)3 status is that a decision is expected within a week.

Fundraising committee (Samson and Berry reporting) – A third-party feasibility report is required by USDA before we can go ahead with funding applications. A motion was approved to spend up to \$14,000 to have Tri-Net Health prepare this report. (Motion made by Dow, seconded by Thurber.)

Status of funding options – 1) Lake Sunapee Bank has declined to fund the project, finding it too risky. 2) The Gerngross option now appears unlikely, as they would not provide any of the base funding for the project, offering rather to contribute up to \$500K beyond that in order to make a “profound aesthetic statement”, using an architect of their choice. 3) To proceed with SEPF proposal, we need to come up with \$500K. CDFR tax credit money could be used, but it is a

competitive award. The Corporation for Independent Living (in CT) would guarantee the loan and participate as a partner to create a lease/purchase for us if the report from Tri-Net shows that the project is viable. We still need to raise more money. 4) For USDA we still need the Tri-Net analysis.

There is still a tremendous amount of paperwork to be done by Samson and Berry. A small group is needed to strategize funding options. Samson, Berry, and probably the fundraising, finance, and building committee chairs will come up with a list of people to work on a plan of action to bring back to the board.

Building committee (Samson reporting) – Clayman has been told that revisions to the site plan are needed, especially to deal with 1) criticism from the dental consultant and 2) dissatisfaction with angles/corners/roofline, set-back requirements, and price per square foot. After we reach consensus about what it should look like, he'll need 3-4 weeks to do this. Groundbreaking will not be possible until September or October.

A revised Release from Declaration of Protective Covenants was prepared by a small group in consultation with neighbors. The language of the new document was approved. (Motion made by Berry, seconded by Thurber.)

A motion was approved to spend up to \$10,000 for trees and bushes for visual screening and up to \$5,000 for additional wetland and storm water engineering required because of the size of the clinic. (Motion made by Berry, seconded by Thurber.)

Other Business –

The board expresses thanks to Samson and the building committee for the incredible amount of work they have done.

The board accepts Barbara Birdsey's resignation with regret and thanks her for her phenomenal efforts that gained us two new board members and at least 1000 pledges.

Motion to adjourn was made by Dow, seconded by ?

Next Meeting –

Monday, March 9, 2015, 7pm, at Canaan Hall.

Respectfully submitted,
Alice Schori, Secretary