

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney presiding

July 13, 2015
at Cardigan Mountain School

In attendance:

Voting Directors – Carolyn Barney, Scott Berry, Barry Clause, Barbara Dolyak, Tim Jennings, Mary Paquette, Jim Spaulding, Pete Thurber, Linda Von Reyn

Ex-officio Directors – Dale Barney, David Beaufait, Michael Paine, Mike Samson, Alice Schori

Interested community members – Kim & Susan Franks, Rolf Knudson, Chris Partain

Not in attendance – Lori Dacier, John Dow, Karen Gray, Gili Lushkov, Ed McGee, Sean Murphy

Approval of Minutes –

Minutes of the June 13 meeting were approved. (Motion made by Clause, seconded by Berry.)

Minutes of June 17 teleconference meeting were approved. (Motion made by C. Barney, seconded by Berry.)

Committee Report Summaries –

Finance committee (Paquette reporting) – Most recent copy of bank statement was presented and reviewed. One deposit needed to be exchanged from pounds to dollars. Person assisting finance chair is away at this time and most recent statement is not available. Therefore, last statement presented and additional deposits noted on the back of the statement. New balance is \$52,097.57. We are in a positive cash position and there are no current invoices to be paid.

Audit progress – Samson indicated fieldwork on the audit is completed. Nothing substantial noted during the audit other than suggestion to ask bank to change closing date to the end of the month, as a way to improve finance reporting. D. Barney, Board Chair, will be making this request within this week. Motion for this action by Chair was approved. (Motion made by Paquette, seconded by C. Barney.) There will be a full audit report when the information comes back from the bank. It will be filed with USDA in August. No significant issues arose. Motion to accept financial statements as presented was approved. (Motion made by Paquette, seconded by C. Barney.)

Other Business - David Beaufait introduced dentist Rolf Knudson to offer assistance as needed in building dental capability of the clinic. Knudson's concerns about the financial viability of a dental clinic of the size proposed were addressed at length by Samson, Paine, and Thurber. Berry noted that our model is based upon a plan to become a Federally Qualified Health Center, which will also support sustainability. He welcomes Knudson's assistance and support in further development of the dental service as we go forward to bringing the clinic to operation. Thurber expressed the appreciation of the Board for Knudson's questions and interest.

USDA Loan: (Berry reporting) - We have received two loans: one for \$2.8 million for building construction at a 3.5% interest rate over 40 years and the second for \$478K for equipment, a ten year note at 3.5%. Both are offered for longer terms at lower interest than expected, giving us savings to our operating expenses. Loan funds must be used within five years.

Berry noted that we have plans to continue seeking grants to support development of the clinic as it matures and patient population grows. The initial loan will make it possible to do initial build with infrastructure in place for expansion. Samson noted that future plans for FQHC status will also support operations of the clinic.

A resolution was approved authorizing the Chair or Vice Chair to sign the USDA agreements: 1) Loan resolution security agreement (Form RD 1942-D), and 2) Resolution amending Form RD 1942-D (saying that we approved it). (Motion made by Berry, seconded by Thurber, 9 yea votes, 5 absent.) A certification of the vote was signed by the Secretary.

Via email Berry will do a demographic/ethnicity count of board for USDA.

Fundraising committee (C. Barney reporting) – Several volunteers are making personal visits to potential donors. An appeal for a grant has been sent to Brundage foundation. A committee is putting together material needed for a community-wide drive. We will go back to the Byrne Foundation to ask about a matching grant. We are also working on a grant proposal for Ledyard. We are getting interest in what we are doing and need to keep the interest growing. Samson noted that we put together a press release for USDA, which is embargoed until beginning of August at which time a larger press event is planned.

Samson reviewed spreadsheet showing USDA fundraising requirements (\$600K) based upon various sources: CDFR, NBC, CDFR/NBC, and local only. He also reviewed fundraising needs based upon our local MCH requirement, which is \$775K. Timeframe for this fundraising is November – commitments and \$200K in cash by then, remainder not later than first of the year.

Building committee (Samson reporting) – Review of project timeline. In order to go for construction bid, we need to have raised the USDA required funds (\$600K) and acquire a bridge loan that will be used to get us to opening, at which time the USDA funds become available. Bank of NH bridge loan letter of interest received; still waiting for Mascoma. Berry suggests that the bridge loan documentation go to the finance committee for close review and final recommendation for approval by the board. We have to delay a construction bid until we have secured the required funding. Ground breaking is now planned for April.

A motion was approved to make an addendum extending the purchase and sale agreement for the property through December 2015. (Motion made by Berry, seconded by Thurber.)

The architect has prepared requests for qualifications for contractors with help from the building committee.

Other business - A motion was approved to pay up to \$3000 to Vachon/Klukay for the audit. (Motion made by Berry, seconded by Thurber.)

Meeting adjourned and moved to executive session (Motion by Thurber, seconded by Spaulding.)

Next Meeting –

Monday, August 10, 2015, 7pm, location TBA.

Respectfully submitted,
Alice Schori, Secretary