

Mascoma Community Healthcare

Minutes of the Special Meeting of the Board of Directors

Location: Conference Call 6:00 PM

March 21, 2016

Dale Barney presiding

In attendance:

Voting Directors - Carolyn Barney, Scott Berry, Barry Clause, Tim Jennings, Alice Schori, Jim Spaulding, Peter Thurber, Curtis Payne, Barbara Dolyak, Mary Paquette

Ex - officio Directors - Mike Samson, Dale Barney

Not in attendance - Gili Lushkov, John Dow, Karen Gray, Ed McGee, Sean Murphy, Linda Von Reyn, Dave Beaufait, Lori Dacier, and Michael Paine

The Meeting was called to approve written response to the claims and demands of Jonathan Putnam.

The special committee appointed to develop a response composed of Dale Barney, Scott Berry and Peter Thurber described a two step response. The first was the letter from corporate counsel to Putnam which denied Putnam's allegations and stated that \$6,000 would be held in escrow and paid to Putnam if the costs of the land, building, soft costs related to loan, architect, engineering, closing costs and legal fees totaled \$2.7 million or less. The second step was a letter from the Board denying any inappropriate actions or unfair practices and asking Putnam to refrain from further accusations.

Motion by Scott Berry and second by Carolyn Barney to send the draft Board letter as written to Jonathan Putnam.

Curtis Payne indicated that he believed that the letter was too strident and would not reduce the discord between the parties. He also asked if Sean Gorman had reviewed the letter. Peter and Scott indicated that he had. Finally, he felt that the Board's options were somewhat limited. There was some discussion that the letter should attest that a check for \$6,000 was transmitted to Gorman. The motion remained as drafted. Nine votes in favor and Curtis Payne voting no.

Mary Paquette noted that the Board needed to authorize the check for \$6,000 to be placed in escrow. Motion by Mary Paquette to authorize Mary Paquette to send a check for \$6,000 to Sean Gorman to be placed in escrow until USDA assumes the bridge loan from the Bank of New Hampshire for the construction and land acquisition loan with related soft costs for the health center to be released as determined by the escrow agent, Sean Gorman. Second by Carolyn Barney. Clarification is that Gorman would release to Putnam if the total assigned to the land and building were \$2.7 million or less and to Mascoma Community Healthcare if the total was over \$2.7 million. The Board voted unanimously in favor.

Pete moved to adjourn meeting. Motion seconded by Berry. Unanimous approval.

Respectfully submitted,

Mike Samson
Acting Secretary