

## **Mascoma Community Healthcare**

### **Minutes of the Special Meeting of the Board of Directors**

**Location: Conference Call 6:00 PM**

May 1, 2016

Dale Barney presiding

In attendance:

Voting Directors - Scott Berry, Alice Schori, Jim Spaulding, Peter Thurber, Curtis Payne, Barbara Dolyak, Mary Paquette, Sean Murphy, John Dow, Karen Gray, and Lori Dacier,

Ex - officio Directors - Mike Samson, Dale Barney, Dave Beaufait,

Not in attendance - Gili Lushkov, Tim Jennings, Barry Clause, Ed McGee, and Michael Paine

A quorum was in attendance on the telephone.

The Meeting was called to discuss report on fundraising, and approval of amended USDA loan resolutions, construction contract and notice to proceed.

Samson reviewed the current status of fundraising. We have raised \$527,000 to date. That includes \$10,000 that is anticipated as a pledge from the Arthur Williams Foundation although we have received nothing in writing yet. It also included two pledges from Michael Paine and Dudley Clark totaling \$70,000. There are still requests to Cardigan Mountain School, Brundage and Timken. We also have a list of at least 20 other donors. Fundraising will continue with the goal of reaching \$600,000. The \$527,000 is enough at this point to satisfy USDA.

Samson reviewed the two proposed resolution amounts that were emailed. He has been advised that the amounts have changed slightly. The total dollar amount for the land and building is \$2,939,000. The total amount for the Equipment is \$548,000.

Samson also indicated that USDA needed signed resolutions and a signed construction contract before getting final approval from the Washington office and the regional attorney. Scott Berry clarified that if we voted to approve these documents, we would be liable for the obligations associated with the documents. Samson noted that we will not be obligated until all of the USDA approvals are secured and we are authorized to send the Notice to proceed. Samson indicated that we could send out a email notice to the Board of the readiness to send the Notice to Proceed at least 48 hours prior to issuance so that any Board member that wanted a special meeting could be accommodated prior to the issuance.

Motion by John Dow with second by Karen Gray to authorize Chairman Dale Barney to sign the USDA resolution for the land and building loan in the amount of \$2,939,000. A roll call vote was called and all voting members voted in favor and there were no votes against.

Motion by Lori Dacier with second by John Dow to authorize Chairman Dale Barney to sign the USDA resolution for the equipment in the amount of \$548,000. A roll call vote was called and all voting members voted in favor and there were no votes against.

Samson reviewed the contract with North Branch Construction. The contract has a total of \$2,412,613 that may be increased or decreased by Deduct Alternates. The Deduct Alternates were previously approved by the Board and a copy was emailed to all Board members prior to this meeting.

Motion by John Dow with second by Karen Gray to authorize Chairman Dale Barney to sign the North Branch contract for construction of the building in the amount of \$2,412,613 subject to Deduct Alternates that may increase the cost as previously approved. A roll call vote was called and all voting members voted in favor and there were no votes against.

The last issue was the approval of an issuance of a Notice to Proceed upon authorization of USDA AFTER giving Board members 48 hours in which to request a special Board meeting.

Motion by John Dow with second by Barbara Dolyak to authorize Chairman Dale Barney to issue a Notice to Proceed upon authorization of USDA and after giving Board members 48 hours in which to request a special Board meeting. A roll call vote was called and all voting members voted in favor and there were no votes against.

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

Respectfully submitted,

Mike Samson  
Acting Secretary