

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

June 13, 2016

Dale Barney presiding

In attendance:

Voting Directors - Scott Berry, Barry Clause, Lori Dacier, Barbara Dolyak, Tim Jennings, Gili Lushkov, Sean Murphy, Mary Paquette, Curtis Payne, Alice Schori, Jim Spaulding, Peter Thurber

Ex - Officio Directors – Dale Barney, David Beaufait, Michael Paine, Mike Samson

Interested community members – Christopher Partain, Denis Salvail, Philip Salvail, Andy Ware

Not in attendance - Carolyn Barney, John Dow, Karen Gray, Ed McGee, Linda Von Reyn

Minutes

Alice Schori moved to approve minutes from May 9, 2016 as amended. Second by Peter Thurber. Unanimously approved.

Committee Report Summaries

Finance

Mary Paquette reports the Balance Sheet shows an amount of \$4,125.00 in undeposited funds. This is due to a deposit being made on June 3, 2016 and balance sheet runs through May 31, 2016. Under Fixed Assets, there is an addition to land for a total of \$195.00 pertaining to the final bill received from Horizons Engineering. Total amount for Accounts Payable is now \$582.00. Amount includes tax bill received from Town of Canaan as well as Horizons Engineering bill. Total Liabilities & Equity amount to \$364,584.47. Profit & Loss shows \$9,125.00 in contributions, bringing total amount to \$71,780.00 for the year. Profit & Loss Budget shows expenses for legal, advertising and promotion, computer and internet, and taxes, for a total amount of \$16,867.67. Net income for the year is \$54,912.35. Profit & Loss Budget vs. Actual shows we are over budget by \$44,980.00 as well as a net income overage of \$38,112.35. Mike Samson reports there is a discrepancy from the Town of Canaan regarding the 501(c)(3) status of the Mascoma Community Healthcare organization. Currently the taxes are ~\$300.00. The taxes are being assessed due to the purchase of the land not being in furtherance of the mission. Once the organization goes operational, this shows furtherance of the mission, therefore meeting requisite guidelines to be a 501(c)(3) organization. Every year the 501(c)(3) status must be applied for. Peter moved to approve finance reports. Second by Lori Dacier. Unanimously approved. Tim Jennings moved to approve a \$1,608.00 expenditure for ground breaking ceremony. Second by Barry Clause. Unanimously approved.

Construction/Building

Mike Samson reports financing from the Bank of New Hampshire would not be available. Reason behind dropping their financing was due to not having sufficient guarantees the investment would be covered by USDA for repayment. I immediately approached other financial institutions for help which included Lake Sunapee Bank, Mascoma Saving Bank, and Woodsville Guaranty Savings Bank. All three are interested in helping. Only caveat is they want guarantees from USDA. Between the banks, time to complete the application process ranges from 30-90 days. Samson reached out to Deborah Maguire, a USDA representative and Mark Koprowski's boss, and Maguire confirmed they would rewrite the loan. This increases cash position to ~\$200,000.00. Also, USDA will finance the build through a line of credit established at the bank we obtain financing from. With this option it helps our cash position and puts it at ~\$200,000.00. The line of credit would never exceed \$1,000,000.00 and would continually be paid down by the USDA loan. Maguire stated we would still be required to obtain commercial funding from a bank. Koprowski later noted the rejection letter from Bank of New Hampshire will suffice for documentation to proceed with USDA writing the loan. We should receive notice to proceed very soon and construction can begin. Peter Thurber moved to execute construction after the following conditions are met and the board authorizes Dale Barney and Peter Thurber to execute with Northbranch the beginning of construction: 1. Send a communication to USDA with our understanding of what was written to us by Koprowski and confirm this was an accurate interpretation of what they (USDA) have said. 2. Closing date should be established prior to commencement of work and it should be established for the first or second week of July 2016. 3. We will not go forward until we obtain a notice to proceed, including a signed copy of the contract with Northbranch. 4. We need to have two months estimated costs of construction from James Schwartzkopf. 5. We need a statement of willingness from USDA to make payments at the earliest of July 19, 2016. 6. We inform Northbranch that projected cost estimates proposes a risk to them (Northbranch) and they (Northbranch) understand and agree to it. Second by Scott Berry. Unanimously approved. Scott Berry moved for the board to empower building committee to setup a structure to manage change orders up to the total of our contract (\$2,939,000.00), report back to board what that structure is, and on a monthly basis, the status of the project and expenses. Second by Lori Dacier. Unanimously approved. The contract total of \$2,939,000.00 includes ultimate authorization for independent testing.

Fundraising

Mike Samson reports not much has changed. Total amount of contributions currently sits at \$531,180.30. As of now there is a total of ~\$90,000.00 in requests that are outstanding plus the amount from Timken and the Williams Foundation. Around the time of groundbreaking, we received ~\$6,000.00. Total Board contributions amounts to \$76,000.00.

Staffing

With the groundbreaking, we received five letters of interest along with resumes.

Other business

Peter Thurber reports Meghan Wendland compiled a full assessment of the Mascoma Community Health Center Dental Clinic & Oral Health Program. The findings were supportive of our mission and copies are available for those who want them. Because we are moving into the operational phase without many of the employees necessary, we will be redeveloping committee structures to work on those projects. Mike Samson reports that Andy Ware has expressed interest in joining the building committee.

Peter Thurber moved to adjourn meeting. Second by Mary Paquette. Unanimously approved.

Respectfully submitted by
Lori Dacier, Secretary