

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

January 11, 2016

Dale Barney presiding

In attendance:

Voting Directors - Carolyn Barney, Dale Barney, Scott Berry, Barry Clause, Lori Dacier, Tim Jennings, Gili Lushkov, Mary Paquette, Alice Schori, Jim Spaulding, Peter Thurber

Ex - officio Directors - David Beaufait, Michael Paine, Mike Samson

Interested community members - Ben Harris, Gordon Knapp, Janice Knapp, Christopher Partain, Terry Powers, David Reynolds, Denis Salvail, Philip Salvail,

Not in attendance - Barbara Dolyak, John Dow, Karen Gray, Ed McGee, Sean Murphy, Curtis Payne, Linda Von Reyn

Approval of Minutes -

Minutes from December 14, 2015 meeting were approved. Berry moved to accept minutes. Paquette seconded the motion. Motion carried with none opposed. Minutes from December 14, 2015 executive session were approved pending spelling correction. Berry moved to accept minutes, Dacier seconded motion. Motion carried with none opposed.

Committee Report Summaries -

Finance Committee (Paquette reporting) – Donations will be reclassified. In the reconciliation detail of the checking account deposits of ~ \$16,000.00 were made. Ending balance in checking account is \$51,559.14. Balance sheet shows thru January 10, 2016. Only one small invoice dated for December 31, 2015 and that was for lot line adjustment. Profit & Loss shows donations reclassified as Contributions: 501(c) (3) – institutional donations, private donations – in memoriam, private donations – other. Altogether donations for this fiscal year are \$123, 073.35. Profit & Loss Budget vs. Actual shows net income totaling \$108,299.69. We are a little behind collecting money. At this time net income is just \$90,000.00 short of what we anticipated. Thurber moved to accept financial statements as reported. Clause seconded the motion. Motion carried with none opposed.

Construction/Building – (Samson reporting) – 3-4 groups are working on land purchase at this time. Lawyers on both sides are ready. On Putnam's end there is a problem getting a release for current mortgage on portion of lot. Still waiting on lawyers to clear up issues concerning protective covenants. There was an issue with original deed, which is not a big deal. Either we will redo first page with correct citation and everyone initial and re-notarize. On the other hand, the title company believed an affidavit could be done as a solution. The bank wants a list on the donors for verification of our funds for the bridge loan and line of credit. I will see if there is a way to work around submitting this list due to the concerns that have been voiced. As for purchase of sale agreement, everyone is on board for renewal until end of the month. Thurber moved to authorize extension on purchase of sale agreement. Berry seconded motion. Motion passed with none opposed. With regard to the bidding process, we are allowed to go forward, but we cannot sign a contract. Currently, the contract is tentatively set to be signed no later than March 2016 to allow 30 days for mobilization. We can get site ready with volunteers prior to 30-day mobilization to expedite process. Bid documents are good for up to ~90 days. Thurber moved to go out for bid January 19, 2016 and have a turnaround time of 30 days. Dacier seconded motion. Motion carried with none opposed. There was a review of the contractor in question and the information obtained was sufficient. (Thurber reporting) – The building committee was told cash reserves were much deeper than initially reported and was deemed acceptable. Information obtained from that organization is being formalized in writing. Upon final clarification of information, we will go ahead with plans as established. Berry moved that the board empower building committee to make final decision on who is given bid documents and document the decision. Thurber seconded motion. Motion carried with none opposed.

Fundraising committee - (Barney, C. reporting) - We are currently waiting on replies from major donors. A function will be planned once the land is purchased to increase community interest. (Samson reporting) – In terms of larger corporations, we are still waiting to hear back from them. They should be contacting us through the email so we must check that regularly. For the large corporations we need to have at least half be awarded. Next round for grant applications is Chroma Millman, Keene Medical, Nova Nordisk, and Walmart will be going out soon. Currently to meet requirements for USDA I have figured we need the following: \$365,000.00 from grants and gifts in hand, \$107, 000.00 from Corporate at 50%, \$25,000.00 from individuals at large, and \$130,000.00 for line of credit. There is \$30,000.00 in pledges coming in the next few weeks. We need to do a follow-up mailing and some press releases to gain more support. Jennings is planning on talking to employers in the area to see if they are interested in utilizing the center for their health care needs. (Jennings reporting) – There is a page I want to bring to employers to inform them about the health center. I would also like acquire basic information about the company pertaining to

current insurance costs, number of employees, etc. Also this is a way to ask individual companies if they are interested in making donations. I will not go to a big employer without Samson with me.

Staffing committee - (Berry reporting) – There are 4 behavioral health specialists, 2 clinic managers, a dentist, and a nurse who is well trained. People are excited about participating in the Mascoma Community Health Center. USDA recognizes that contracts in place before bid was not plausible, but they are ok with what we have submitted thus far. I am submitting information to Mark on a rolling basis. Criteria should be met before end of month. When we break ground, we will start process of interviewing interested individuals.

Other business -

(Beaufait reporting) - Town voting and school meetings are around the corner and I think that members could talk to appropriate authorities about setting up an informational display in each town to get more exposure. (Samson reporting) – If you need materials to setup, I can put the items together.

Thurber moved to adjourn meeting. Motion seconded Paquette.

Mascoma Community Healthcare

Minutes of the Special Meeting of the Board of Directors

Location: Conference Call 6:00 PM

February 4, 2016

Dale Barney presiding

In attendance:

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

Ex - officio Directors - Mike Samson

Interested community members - Denis Salvail, Philip Salvail

Not in attendance - John Dow, Karen Gray, Ed McGee, Peter Thurber, Sean Murphy, Linda Von Reyn, Dave Beaufait, Lori Dacier, Michael Paine, Mary Paquette

The Meeting was called to provide final authorization for the acquisition of the Putnam property and for the authorization of the funds needed for the transfer.

Samson indicated that he, Scott Berry, Dale Barney, and Pete Thurber had several discussions on the current status of the BNH loan and USDA approvals for the project. Not all fund raising is complete yet, but it is the consensus of the four board members that the land should be acquired immediately to satisfy USDA requirements for bidding. The corporation has funds totaling more than \$100,000 and sufficient for the closing. Samson asked for a motion authorizing Dale Barney to sign all closing documents for the purchase of the land.

Motion by Berry and second by C. Barney authorizing D. Barney to execute all needed documents for the closing.
Unanimous approval.

Motion by Berry and second by Schori to authorize the expenditure of all funds necessary to acquire the Putnam property.
Unanimous approval.

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

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

February 8, 2016

Dale Barney presiding

In attendance:

Voting Directors - Carolyn Barney, Dale Barney, Scott Berry, Barry Clause, Lori Dacier, Tim Jennings, Gili Lushkov, Sean Murphy, Mary Paquette, Alice Schori, Jim Spaulding, Peter Thurber

Ex - officio Directors - Michael Paine, Mike Samson

Interested community members – Jillian Barney, Christopher Partain, David Reynolds, Philip Salvail,

Not in attendance - David Beaufait, Barbara Dolyak, John Dow, Karen Gray, Ed McGee, Curtis Payne, Linda Von Reyn

Minutes

Alice Schori moved to approve minutes from January 11, 2016 as amended. Second by Barry Clause. Unanimously approved.

Alice Schori moved to approve minutes from special meeting as amended. Second by Barry Clause. Unanimously approved.

Committee Report Summaries

Finance

Paquette indicated in the reconciliation summary as of January 31st we have received another deposit of \$25,000.00 so total cash is \$108,000.00. Balance sheet goes through February 3rd and shows the same thing as reconciliation sheet. There are no bills outstanding waiting to be paid. The profit/loss shows we have a net income of \$138,000.00. The budget to actual shows the donation receipts are under budget as well as our expenses. In total, we are under budget by \$40,000.00 which is \$15,000.00 short even after the deposit of \$25,000.00. Lori Dacier moved to approve financial statements as presented. Second by Scott Berry. Unanimously approved. Samson indicated we must make all records available to USDA in the next few weeks. We will purchase the land in cash because the bank wants all parameters met. Also, the land could be used as collateral.

Construction/Building

Dale Barney announced we will close on the land February 11th in Hanover. Mike Samson reports 3 contractors have backed out of the bidding process. Proposals will come back by February 19th.

Fundraising

Mike Samson handed out chart showing donation totals along with projections from prospective contributors. \$20,000.00 has been donated by Trish Brown along with \$25,000.00 from Mascoma Saving Bank. Hypertherm will be making their decision and awarding their donation in March. Hypertherm asked for a follow up package and it has been submitted. Hypertherm wanted to know if we had financing for the project and why we could save 25% on healthcare. All information has been reported to them (Hypertherm). Another mail campaign will be coming in the near future. We would also like to put another updated sign up to show the land has been purchased. There will be a direct link to donate placed on the website. We are also wanting to start two GoFundMe type pages for interested parties to donate. One will have a national appeal. The other will be more of a local scope. Gili Lushkov moved to authorize the appropriate amount to redo sign with updated information. Second by Scott Berry. Unanimously approved. Carolyn Barney announced we are getting ready to send out a targeted mailing with postcards. These mailings are going to be sent to former donors who we have not heard from since the beginning of this project. So far we have no projected figures for the cost of this mail out.

Staffing

No updates to report at this time.

Other business

Tim Jennings states the meeting process with the local business owners is a slow process so far. Employers I have contacted so far have too few employees for coverage to be a possibility. Peter Thurber states there are students interested in working internships to help out with the organization in various phases of the process. Dale Barney reports he will be sending out an email for volunteers for information booth at the town hall. Times are 8:00-9:00 (Tim Jennings), 11:00-1:00 (Peter Thurber), 5:00-6:30 (Scott Berry).

Mary Paquette moved to adjourn meeting. Second by Carolyn Barney. Unanimously approved.

Respectfully submitted by
Lori Dacier, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Telephonic Conference Call

March 7, 2016

Dale Barney presiding

In attendance:

Voting Directors - Carolyn Barney, Curtis Payne, Barry Clause, Barbara Dolyak, Tim Jennings, John Dow, Sean Murphy, Mary Paquette, Alice Schori, Jim Spaulding, Peter Thurber

Ex - officio Directors - Dale Barney, Mike Samson

Interested community members – Andrew Disbrow, Philip Salvail

Not in attendance - David Beaufait, Karen Gray, Ed McGee, Linda Von Reyn, Scott Berry, Gili Lushkov, Lori Dacier, Michael Paine

Authorization to Negotiate with North Branch Construction

Samson reviewed the status on bidding for the construction project.

The bid price was \$250,000 over what we expected. Technically, the cost is not over the loan amount with USDA but it is over the loan amount after adding the land and the soft costs (architect, engineers and closing costs. USDA will let us borrow more but we have to show that the pro forma supports more and while it would long term, it would require us to have additional operating reserves during the first three or four years. USDA has given up permission to negotiate with North Branch to reduce the overall cost.

The building committee is seeking approval to negotiate with north branch within the following parameters:

- 1. Total loan with USDA not to exceed \$3.1 million**
- 2. Assure contingency funding of at least \$100,000**
- 3. Will not impact on mission of the health center (no major changes)**
- 4. The negotiated changes must be acceptable to usda**
- 5. The amendments will be negotiated by a 6 person team of the building committee - Dow, Murphy, Jennings, Salvail, Spaulding, Samson plus architect**
- 6. The changes are subject to final approval of the board**

The goal is to get the overall loan below \$3,000,000. The original amount was \$2,800,000. If necessary, we could go to \$3,100,000.

There was general discussion of the likelihood of getting changes. Samson indicated that ultimately, this problem would not stop the project from going forward. John Dow moved to approve the recommendation of the Building Committee. Jim Spaulding seconded the motion. The motion was unanimously approved.

Pete Thurber moved to adjourn meeting. Second by John Dow. Unanimously approved.

Respectfully submitted by
Mike Samson, Acting Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

March 14, 2016

Dale Barney presiding

In attendance:

Voting Directors - Carolyn Barney, Scott Berry, Barry Clause, John Dow, Tim Jennings, Sean Murphy, Mary Paquette, Alice Schori, Jim Spaulding, Peter Thurber

Ex - officio Directors – David Beaufait, Mike Samson, Dale Barney

Interested community members – Catherine Mulholland, Christopher Partain, Philip Salvail, Andy Ware

Not in attendance - David Beaufait, Lori Dacier, Barbara Dolyak, Karen Gray, Gili Lushkov, Ed McGee, Michael Paine, Curtis Payne, Linda Von Reyn

Minutes

John Dow moved to approve minutes from February 8, 2016 as amended. Second by Mary Paquette. Unanimously approved.

Committee Report Summaries

Finance

Mary Paquette reports the reconciliation summary shows \$5,885.89 in un-cleared transactions and has an ending balance of \$21,475.40 as of February 29, 2016. Balance sheet displays the entire fiscal year. Land was purchased and reflects under fixed assets. Unrestricted net income shows we have a total of \$162,424.70. Profit & Loss only goes through February and also shows we have a net income of \$162,424.70. Institutional donation totals are \$50,200.00. Private donations-in memoriam totals are \$14,866.35 and other private donations amount to \$103,582.00 for a total of \$118,448.35. In addition, corporate donations amount to \$12,950.00 and brings total contribution amount to \$181,598.35. Net ordinary income reflects a value of \$162,424.65. Profit & Loss Budget vs. Actual shows we are under budget on expenses by \$74,380.93 in payroll expenses since we do not have a staff at this time. Net income is short \$63,731.38. John Dow moved to accept finance report. Second by Barry Clause. Unanimously approved.

Construction/Building

John Dow reports we are down to 5 total contractors. Northbranch is the lowest bidder. Dow included a list of potential scope changes, which were placed in order of priority by Randy Cole. Categories include permanent, temporary, and changes not recommended. With these changes the project will lower the cost to \$2,412,613.00. There is no priority to the changes at this moment. Changes in the temporary category may be included in construction if contingency funds remain. John Dow moved to approve changes in the permanent category. Second by Jim Spaulding. Unanimously approved. Peter Thurber moved to cap total construction funds at \$2,985,000.00. Second by Scott Berry. Unanimously approved.

Fundraising

Carolyn Barney reports next mailing will blanket the 5 towns. We are working with the Lebanon Rotary Club to setup a silent auction around September or October this year. We should net about \$10,000.00 from that event. Mike Samson reports Hypertherm should give us an answer in the coming weeks. The Williams Foundation will be making their contribution in December. Hopefully it will be about \$10,000.00. We are also approaching Brundage for a \$10,000.00 grant, but we are not sure about timeline. There are several individuals we are approaching for in-kind gifts. So far we have raised \$1,250.00 online and another \$1,000.00 in transition. Right now we are wrapping up all the leads we have so the rough estimate of contributions in limbo is about \$140,000.00

Staffing

No updates to report at this time.

Other business

Mike Samson reports on revised business plan. If you look at the page titled Project Budget – Estimate, it will reflect the current status of where we are with the USDA. As of now, the total amount that will be rolled into the loan for the land and building is \$2,935,467. The construction cost is estimated to be \$2,520,000.00 by Northbranch and a contingency total of \$28,735.00. Ideally we would like an additional \$100,000.00 in contingency. Right now we have a total of about \$378,000.00 in grants. We are still in need of about \$141,000.000 to get to our next goal for total raised in fundraising. For USDA to be happy, we can never show a (negative) cash balance in our long term financials. We are moving half of the cost of the electronic health record over to the equipment loan. As of now we need \$120,000.00 to break ground. Timken should inform us of their decision about providing a grant by the end of the week and I estimate it to be between \$50,000.00 to \$70,000.00. We asked USDA to increase

loan by \$250,000.00 because all bid estimates were over budget. USDA said we had to show in our financials and show how we would cover the debt service. We have sufficient reserves already.

Dale Barney reports we received a letter from Mr. Putnam stating we did not honor all the terms that were agreed upon in the purchase of the land. According to purchase and sale agreement of land, additional funds would be provided contingent upon construction, land, design and closing costs coming under a specified amount. Right now the total construction, land and closing cost sits above that agreed upon amount and we will not know the actual cost until after completion of the project. Tim Jennings moved to draft a subcommittee comprised of Dale Barney, Scott Berry, and Peter Thurber to handle the Putnam matter with our attorney and to have the subcommittee address the following concerns: formulate an appropriate response to Mr. Putnam, comply with the addendum by placing money in an escrow account, and to report back to the board via special meeting as soon as possible. Additionally, any official communications with the press, public, and the attorney pertaining to this matter will be handled by the subcommittee. Second by Mary Paquette. Unanimously approved.

John Dow moved to adjourn meeting. Second by Peter Thurber. Unanimously approved.

Respectfully submitted by
Lori Dacier, Secretary

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

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

April 11, 2016

Peter Thurber presiding

In attendance:

Voting Directors - Scott Berry, Barry Clause, Lori Dacier, Tim Jennings, Sean Murphy, Mary Paquette, Alice Schori, Jim Spaulding, Peter Thurber

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

Interested community members – Christopher Partain, David Reynolds, Denis Salvail, Meghan Wendlyn

Not in attendance - Carolyn Barney, Dale Barney, John Dow, Barbara Dolyak, Karen Gray, Gili Lushkov, Ed McGee, Curtis Payne, Linda Von Reyn

Minutes

Barry Clause moved to approve minutes from March 14, 2016 and March 21, 2016 as amended. Second by Mary Paquette. Unanimously approved.

Committee Report Summaries

Finance

Mary Paquette reports the reconciliation summary shows \$16,196.40 for an ending balance. As of March 31, 2016 un-cleared transactions total \$3,138.00 and deposits total \$2,850.00. Balance sheet shows \$6,000.00 has been placed in escrow. Total liabilities & equity shows a balance of \$312,259.12. Profit & Loss statement shows \$10,000.00 as in-kind donation to satisfy agreed upon terms with Mr. Putnam. We ended the fiscal year with a net income of \$171,145.70. Profit & Loss Budget vs. Actual shows we are under budget for income and expenses due to not progressing as far as anticipated. Lori Dacier moved to accept finance report. Second by Alice Schori. Unanimously approved.

Construction/Building

Mike Samson reports as of right now we cannot build until we have a total of \$500,000.00 raised, or very close to that number. That is according to Mike Koprowski. As of now we have a total of about \$427,000.00. Northern Border loan program is a possibility to raise a significant amount towards the requisite \$500,000.00. Mike Samson has put together all the paperwork necessary so our attorney can go forward with closing. Potentially the earliest we can start construction is May 1, 2016. Building will take 280 calendar days. Scott Berry asks if a special meeting would be necessary to move ahead to start building? Mike Samson says as of yet, it is too early to make any preemptive decision. If the funding is not acquired in a timely enough manner, the project is delayed. This could have an effect on the budget due to winter condition charges.

Fundraising

Mike Samson reports fundraising chairman Carolyn Barney is withdrawing from most of her duties for health reasons. The project remains very important to her but she needs to focus on her health for a while. She is content with someone else being appointed to take over her position. Total amount raised to date is \$427,590.30. Major outstanding contributors are Visiting Nurses Association, Timken, Brundage Foundation, and Hypertherm. Total outstanding amount is about \$80,000.00. Timken has to hear from home office before final decision is made. Lebanon Rotary Club asked how they could help the community in a symbiotic way. Mike Samson gave them chart which has been handed out. They were impressed with the presentation. So far they have pledged \$10,000.00. As of now without the pledges factored in, we have about \$378,000.00.

Staffing

No updates to report at this time.

Other business

Peter Thurber reports Megan Wendlyn is a dentist and MPH student. She will be interning with Peter to look at the project as a whole and give feedback on the dental program. As of now there is nothing further to report about Mr. Putnam situation.

Lori Dacier moved to adjourn meeting. Second by Tim Jennings. Unanimously approved.

Respectfully submitted by
Lori Dacier, Secretary

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

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

May 9, 2016

Peter Thurber presiding

In attendance:

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

Ex - Officio Directors – David Beaufait, Mike Samson

Interested community members – Christopher Partain, David Reynolds, Andy Ware

Not in attendance - Carolyn Barney, Dale Barney, Scott Berry, Karen Gray, Ed McGee, Michael Paine, Curtis Payne, Linda Von Reyn

Minutes

Alice Schori moved to approve minutes from April 11, 2016 as amended. Second by Tim Jennings. Tim Jennings moved to approve minutes from May 1, 2016 as amended. Second by Mary Paquette. Unanimously approved.

Committee Report Summaries

Finance

Mary Paquette reports the Reconciliation Summary shows an ending balance of \$65,274.82. According to the Balance Sheet, we have a total of \$65,374.90 in our checking/savings account. That amount has gone down recently due to payment of legal fees. Total now is ~\$50,000.00. Our Profit & Loss statement shows we have received \$52,655.00 in contributions in the last month. The legal expenses referred to earlier amounted to \$16,073.09. Total net expenses for the month amount to \$36,174.33. As of now, no budget has been approved so Profit & Loss Budget vs. Actual shows we are at 100%. Mary Paquette moved to accept financial reports. Alice Schori seconded. Unanimously approved. As of now, the budget shows accounts with amounts that have been entered. These include all accounts with necessary expenses. There is an account listing that has been passed out. If there is anything which needs to be added, please let me know. The budget is tentative at this point as the values are estimations until we are operational and more accurate figures will be reported/updated. The budget is pretty complete, other than discrepancies with insurance values. Mary Paquette moves to approve budget as presented subject to future additions or amendments. Lori Dacier seconded. Unanimously approved.

Construction/Building

John Dow reports tentative ground breaking will be May 31, 2016. The contractors have agreed to work as soon as USDA gives notice to proceed. Mike Samson reports there will be four resolutions for the award by USDA for building. A new and higher dollar amount had to be approved by USDA to cover total cost of project. The contracts are all in the hands of USDA. Two concerns have been brought to light by Northbranch. One is the amount for working in winter conditions. USDA finds the amount proposed by Northbranch to be reasonable. The other concern is the warranty on the HVAC system if it is utilized before the anticipated date. They bring this up as a concern because it shortens the warranty period on the system by three months.

Fundraising

Mike Samson reports as of today we have ~\$530,000.00 in contributions. Hopeful donors include Cardigan Mountain, Brundage, and Timken. The total donations from those organizations could amount to \$80,000.00. Williams Foundation is still a hopeful, but no answer has yet to be made.

Staffing

No updates to report at this time.

Other business

John Dow moved to adjourn meeting. Second by Mary Paquette. Unanimously approved.

Respectfully submitted by
Lori Dacier, Secretary

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

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney, Presiding

June 27, 2016
by teleconference

In attendance:

Voting Directors – Scott Berry, Lori Dacier, Barbara Dolyak, Gili Lushkov, Curtis Payne, Sean Murphy, Mary Paquette, Tim Jennings.

Non-Voting - Dale Barney, Mike Samson

Not in attendance – Barry Clause, Peter Thurber, Alice Schori, Jim Spaulding, Karen Gray, John Dow, David Beaufait, Ed McGee, Michael Paine

Dale Barney called the Meeting to order at 6:30 PM. Samson indicated that a quorum was present.

Samson asked that the Board approve the revised Commitment Letter, The Letter of Intent to meet all of the conditions of the Commitment Letter and other USDA documents.

Motion to approve revised Commitment Letter by Barbara Dolyak and seconded by Lori Dacier. Unanimous approval.

Motion to approve the revised letter of intent by Tim Jennings and seconded by Barbara Dolyak. Unanimous approval.

Motion by Scott Berry and second by Lori Dacier to approve Lori signing the certifications of votes on all resolutions. Unanimous approval.

Motion by Mary Paquette and second by Lori Dacier to approve the combined mortgage. Unanimous approval.

Motion by Mary Paquette and second by Lori Dacier to approve the 1942 Resolution amending the Resolution. Unanimous approval.

Motion by Scott Berry and second by Sean Murphy to approve the long form loan agreement. Unanimous approval.

Motion by Scott Berry and second by Sean Murphy to approve the short form loan agreement. Unanimous approval.

Motion by Mary Paquette and second by Lori Dacier to approve the promissory note for \$2,805,000. Unanimous approval.

Motion by Lori Dacier with second by Mary Paquette to approve the promissory note for \$134,000. Unanimous approval.

Motion by Barbara Dolyak and second by Mary Paquette to approve the promissory note for \$478,000. Unanimous approval.

Motion by Barbara Dolyak and Mary Paquette to approve the final promissory note for \$70,000. Unanimous approval.

Motion by Sean Murphy and second by Lori Dacier to adjourn. Unanimous approval.

Respectfully submitted,
Michael Samson, Acting Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney, Presiding

June 30, 2016
by teleconference

In attendance:

Voting Directors – Scott Berry, Lori Dacier, Barbara Dolyak, John Dow, Karen Gray, Gili Lushkov, Curtis Payne, Sean Murphy, Mary Paquette, Alice Schori, Jim Spaulding.

Non-Voting - Dale Barney, Mike Samson

Not in attendance – Barry Clause, Tim Jennings, Peter Thurber, David Beaufait, Ed McGee, Michael Paine

Dale Barney called the Meeting to order at 6:30 PM. Samson indicated that a quorum was present.

Samson asked that the Board approve the various USDA documents sent to individual board members.

Motion by John Dow to approve the additional Resolution Amending Form RD 1942-D for the Land & Building in the amount of \$134,000. Second by Alice Schori. Unanimous approval.

Motion by John Dow to approve the updated Resolution Amending Form RD 1942-D updated for the Land & Building in the amount of \$2,805,000. Second by Barbara Dolyak. Unanimous approval.

Motion by John Dow to approve the updated Resolution Amending Form RD 1942-D for the Equipment in the amount of \$478,000. Second by Barbara Dolyak. Unanimous approval.

Motion by John Dow to approve the additional Resolution Amending Form RD 1942-D for the Equipment in the amount of \$70,000. Second by Barbara Dolyak. Unanimous approval.

Motion by Lori Dacier and seconded by John Dow approving the Resolution consenting to and ratifying all prior actions of the Board, and further authorizing Lori Dacier and Dale Barney and Peter Thurber to sign all documents required at the closing as prepared by Jon Liland of Sheehan Phinney. Unanimous approval.

Motion to approve Mary signing all checks required for the closing of the loans and for signing USDA resolutions for ACH transactions to and from USDA related to the loans; said motion made by Alice Schori and seconded by Barbara Dolyak. Unanimous approval.

Motion to adjourn made by John Dow and seconded by Lori Dacier. Unanimously approved.

Respectfully submitted,
Michael Samson, Acting Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

July 11, 2016

Dale Barney presiding

In attendance:

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

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

Interested community members – Chris Dow, Geraldine Osgood, Christopher Partain, Denis Salvail, Laura Smith,

Not in attendance - Carolyn Barney, Karen Gray, Ed McGee, Sean Murphy

Minutes

Peter Thurber moved to approve minutes from June 13, 2016 as amended. Second by Mary Paquette. Unanimously approved.

Committee Report Summaries

Finance

Mary Paquette reports the Balance Sheet reflects a total of \$61,915.35 in our checking account. A deposit has been made since the report was printed and should now total \$62,915.35. Profit & Loss shows a net income of \$54,843.72. Profit & Loss Budget vs. Actual reflects that we are behind in anticipated collections for contributions by ~\$12,000.00. Lori Dacier moved to approve the finance reports. Second by Barry Clause. Unanimously approved.

Construction/Building

Mike Samson reports progress payments will be made during construction period. The request for payments is based upon parts completed under the contract. Payments will only be made when USDA signs off on what has been completed and the submittal comes back to us. We will make payment and then receive reimbursement from USDA or payments will be made directly by USDA. John Dow reports construction has started. We have an engineering firm named S. W. Cole performing our soil and site work testing. Tim Jennings will be our liaison between the contractors. Tim Jennings reports the soil sample testing will cost ~\$7,500.00 to \$10,000.00. We will have a standard construction budget format and it will be kept in real time. The report will be handed out during future meetings. All change proposals from the contractors will be handled through the construction committee. There are trees in the front of the property we would like to take down. The expense is ~\$4,800.00. As of now we have decided to hold off on cutting them down, and will ask around for other quotes.

Fundraising

Mike Samson reports that the loan closing with USDA has gone forward. All paperwork so far has been approved by the USDA.

Staffing

None to report at this time.

Other business

Peter Thurber reports we are now transitioning into the operational component of this project. Right now we have three subcommittees in the works and include: Operations Planning Committee, Technology and Equipment Committee, and Recruitment Committee. In developing these committees there are several parameters we will aim to address. John Dow moves to authorize the aforementioned committees to execute their duties. Second by Jim Spaulding. In addition, John Dow moves to give the Operations Planning Committee the ability to make purchases up to \$5,000.00 per item with approval by finance. Second by Jim Spaulding. Unanimous approval. Peter Thurber reports since the next phase is underway, we will need additional volunteers to man these committees. We are planning a board retreat for the month of September so that we can develop further planning. At this moment we are in need of electing additional board members as well. We lack representation from Orange and Dorchester. Scott Berry moves to apply for membership to Bi-State Primary Care Association and to appropriate funds of \$1,426.00 to cover the fee. Second by Lori Dacier. Unanimous approval. Scott Berry reports this membership is a great wealth of resources as we proceed in the next phases of our plan.

Lori Dacier moved to adjourn meeting. Second by Tim Jennings. Unanimously approved.

Respectfully submitted by
Lori Dacier, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

August 8, 2016

Peter Thurber presiding

In attendance:

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

Ex - Officio Directors –Michael Paine, Mike Samson

Interested community members – Christopher Partain, Denis Salvail

Not in attendance - Carolyn Barney, Dale Barney, David Beaufait, Karen Gray, Gili Lushkov, Ed McGee, Jim Spaulding

Minutes

John Dow moved to approve minutes from June 27, 2016; June 30, 2016; and July11, 2016 as amended. Second by Mary Paquette.

Unanimously approved.

Committee Report Summaries

Finance

Mary Paquette reports finances this month are complete. All deposits and checks have been made/returned. The Balance Sheet reflects a total of \$60,350.14 in our checking account. Profit & Loss shows a net income of \$45,482.02. At this point donations have ceased. We have construction costs that have not been paid yet. This is due to waiting on USDA for payment. Mike Samson reports USDA will send in payments within the next week for the first 2 requisitions. The third requisition is still in the works. Barry Clause moved to approve the finance reports. Second by Lori Dacier. Unanimously approved.

Construction/Building

John Dow reports the foundation walls are all in. The crew will be back-filling and framing soon. A new well has been drilled and installed. The drill depth was 150 feet and the flow rate is 50 gallons per minute. Tim Jennings reports we will be sending out budget/expense statements in real time. We anticipate sending the reports out bi-monthly. As of right now, there is not a big contingency for unknown expenses, but this could change throughout the project. The contingency is currently \$47,809.00. Two pressing issues we have include deciding the IT infrastructure as well as keyless access to the building. John Dow reports there will be an onsite meeting this week.

Technology/Equipment

Peter Thurber reports at this moment three main items are being addressed: equipment list reconciliation, procurement process development, and construction requests. Right now under construction requests our main concerns are technology infrastructure, radiology shielding, and dental equipment selection and placement. The committee is meeting weekly and sometimes biweekly to address all concerns.

Recruitment

Scott Berry reports we are staffing the committee currently. No major updates at this time.

Operations

Scott Berry reports we have a rough organization chart for the clinic. This is mainly to create structure and encourage feedback. For the committees listed on the organization chart, we ask the committees to review the duties and update them where appropriate. Right now there are 8 standing/functioning committees. Membership on committees suggests a minimum of 3 members, but limited to 5 total. Our charter shows 24 board spots, and this currently means board members will have to serve on multiple committees. Also we have subcommittees, which non-board members can serve on. These committees are task oriented and are opened and closed as necessary. All work done by these committees will be reported back to the full board. With the handout, feedback should be sent in within the next week. The committees we feel are necessary to activate at this time are finance, nominating, executive, and development due to the immediacy of decisions that have to be made. Ammonoosuc has agreed to share their committee and operational policies with us so we have a template to go by.

Other business

Peter Thurber reports the Board of Director's Standing Committee Interest Sheet should be filled out and returned no later than August 14, 2016. We would like to update our voting process for nominating board members. Dale Barney and Mike Samson have expressed their interest in becoming voting board members. Retreat date is set for September 10, 2016 from 8:30am to 12:30pm. Location is to be determined. Intention of board retreat is to focus on developing vision, mission, and regulatory strategies as we move forward.

Lori Dacier moved to adjourn meeting. Second by Tim Jennings. Unanimously approved.

Respectfully submitted by
Lori Dacier, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

September 12, 2016

Dale Barney presiding

In attendance:

Voting Directors – Dale Barney, Scott Berry, Barry Clause, Lori Dacier, Barbara Dolyak, John Dow, Tim Jennings, Sean Murphy, Mary Paquette, Curtis Payne, Mike Samson, Alice Schori, Peter Thurber

Ex - Officio Directors – David Beaufait

Interested community members – Trish Brown, Geraldine Osgood, Christopher Partain, Philip Salvail, Andy Ware

Not in attendance - Carolyn Barney, Karen Gray, Gili Lushkov, Ed McGee, Michael Paine, Jim Spaulding

Minutes

John Dow moved to approve minutes from August 8, 2016. Second by Barry Clause. Unanimously approved.

Committee Report Summaries

Finance

Mary Paquette reports the Balance Sheet now includes loan payable to USDA. Balance in checking account shows \$33,275.41 however, we have received other invoices which have been paid and now should reflect a balance of \$27,000.00. Profit & Loss shows net income of \$45,482.02. Our biggest expense thus far has been legal. Those expenses (legal), were \$22,000.00 higher than we had budgeted for. Profit & Loss Budget vs. Actual shows we are behind in contributions by \$6,000.00. We need to collect more. Interest rate on USDA loan will be reflected in reports as accurately as possible. Mike Samson reports interest is already accruing on loan, but no payments will be made until we take ownership of building. Scott Berry moved to approve finance report. Second by John Dow. Unanimously approved.

Construction/Building

John Dow reports we are closing in on pouring slab. Propane tanks have been buried and lines have been run. Tim Jennings reports we have \$36,000.00 in contingency left. Pressures on the budget are electric service and primary installation. Right now the estimate for electrical install is \$13,800.00 however, we are in negotiations with contractor. Budget reports worst case estimations. Architecture revision #1 came in at no additional cost. Structural changes came in at \$8,000.00 which is \$1,000.00 more than budgeted for. We took a credit for the radiology room of \$24,187.00 and is factored into contingency. Dental area has not been poured, but will be done when we figure out what equipment we want. Estimated upcharge for pouring dental area expected to be \$2,500.00. They encountered ledge and cost \$800.00 to remove. Architecture revision #2 involves changes to the nurse triage area. Right now we do not know how much it will cost. As of now, budget reflects all good news and bad news. There is an agreement in progress with the abutter, and is also reflected in budget. John Dow reports verbal agreement has been reached with the abutter. We will be planting some trees on his lot but will wait until spring to see if any other gaps need to be addressed.

Technology/Equipment

Peter Thurber reports committee meeting weekly. We have almost finished the equipment list reconciliation. This includes all equipment necessary for the rooms. Technology and software decisions still need to be made. Right now we are deciding between subscription and/or leasing for software and hardware or purchasing outright. Once all the decisions are made, will begin procurement process. At this point, it has been established we will have to have a sealed bid process for the purchase of the equipment. Technology infrastructure is still being developed. Scott Berry reports the EHRs we are researching are currently being utilized in FQHCs. The interoperability of the software between the services provided is something we are still looking into.

Recruitment

Scott Berry reports we are waiting on Bistate to approve our request to join. Their board will vote in October. Right now we are able to utilize their recruitment services. As of now, recruitment costs will only be incurred when there is a successful hire. Rates are within reason. Next month, they are hiring a behavioral health specialist, so we will be able to use their information on the process. Meetings are scheduled with providers in the next couple of weeks. One has FQHC experience as an evaluator. First hires will be Clinical Director, Medical Director, and Dental Director. At that point we will be able to start process of hiring remaining staff. We will not use Bistate for all staff positions. Right now goal is to bring in Clinical Director 6 – 9 months before opening and Medical Director 3 – 6 months before we open. Dental Director will take the longest to hire. We have the employee handbook from Ammonoosuc, the pay ranges by positions, and what their benefits look like. Next week we are meeting with Family First, another FQHC, in order to look at their policies and procedures. Peter Thurber reports we went to Ammonoosuc to obtain a better understanding of how they operate. We have been invited back to their board meetings. We hope to build continued relations with other FQHCs within the state.

Operations

Peter Thurber reports the major event moving forward is to get other standing committees in operation. Right now the eight standing committees are organized in two blocks. Executive, Finance, Nominating, and Development is one block. The other block is Quality and Safety, Health Care Advisory, Ethics, and Human Resources. The operating committee has made recommendations on those who will chair these committees and recommendations are noted on the sheet. Mary moved to create Executive, Finance, Nominating, and Development committees as staffed and to charge them to begin their work. In addition, the following committees will be created Quality and Safety, Health Care Advisory, Ethics, and Human Resources, but will not be activated due to pending decisions. Second by John Dow. Unanimously approved.

Other Business

Peter Thurber reports the retreat will be scheduled for October 15, 2016 at 8:30am at the EOC. Reminders will be sent out. Mission and Vision Statement development will be continued at the October retreat. Thurber requests all board members to draft two versions of vision statement to be used at retreat. Next board meeting will be October 10, 2016.

John Dow moved to adjourn meeting. Second by Scott Berry. Unanimously approved.

Respectfully submitted by
Lori Dacier, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

October 10, 2016

Dale Barney presiding

In attendance:

Voting Directors – Dale Barney, Scott Berry, Barry Clause, Lori Dacier, Tim Jennings, Sean Murphy, Mary Paquette, Curtis Payne, Mike Samson, Alice Schori, Peter Thurber

Ex - Officio Directors – David Beaufait

Interested community members – Geraldine Osgood, Christopher Partain, Denis Salvail

Not in attendance - Carolyn Barney, Barbara Dolyak, John Dow, Karen Gray, Gili Lushkov, Ed McGee, Michael Paine, Jim Spaulding

Minutes

Peter Thurber moved to approve minutes from September 12, 2016. Second by Lori Dacier. Unanimously approved.

Committee Report Summaries

Executive

Peter Thurber reports we are making headway in our efforts to reword our charge to properly fit our function. Changes include the following: May authorize all expenditures recommended by Clinical Director, Board Committees, or determined by Executive Committee, in absence of professional staff, provided expenditures are within approved budget; May authorize any un-budgeted expense provided that the full Board is notified at least 36 hours in advance of actual authorization and that the Board is given the opportunity to request a special meeting to approve, reject, or amend the expense; May purchase capital assets as budgeted; May sell capital assets or other MCH property with value not exceeding \$10,000 and not otherwise encumbered by lender security interest; May, with at least 36 hours' notice to the Board, borrow money or otherwise encumber assets to the extent that there is unencumbered asset value. Peter Thurber moves to approve updated language of Executive Committee charge as discussed. Second by Mary Paquette. Unanimously approved.

Finance

Michael Samson reports the Balance Sheet reflects the Total Equity (loan) amount of \$339,434.47 and cash assets total \$228,034.72. Total Liabilities & Equity amount to \$957,928.43. Profit & Loss reflects a net income of \$30,344.35. The report now reflects the interest expense on loan amounts to \$1,026.34. Profit & Loss Budget vs. Actual is about 2 months behind in projections, however we are working to get that current. Some of the money will not be spent and dropped from the budget. At last finance committee meeting, readjusted finance committee duties. On the sheet handed out, items in red are on-going, blue is priority until 1/1/17, and green is priority from 1/1/17 to 4/1/17. These revisions will streamline committee operations. Peter Thurber moved to accept the new financial committee charges as presented. Second by Lori Dacier. Unanimously approved. Lori Dacier moved to approve financial statements. Second by Barry Clause. Unanimously approved.

Development

Dale Barney reports the committee looked over their charge and in the next few weeks will prioritize duties within the charge. The Lebanon Rotary Club has selected MCHC as the beneficiary of their annual auction. Our role is to provide items for the auction. Items to be donated need to be in by October 25, 2016. The online auction starts November 1, 2016 and ends on November 12, 2016. The live auction is scheduled for November 19, 2016 at the Fireside Inn. Individual tickets are \$37. Tables are \$280 for 8 seats. The website is auction37.com

Construction/Building

Tim Jennings reports the budget report reflects all changes that have been made. Right now, the contingency budget is \$45,538.55. Site work should be complete before Thanksgiving. We may encumber winter condition costs which can range from \$10,000.00 to \$12,000.00. Currently we are on track for completion.

Technology/Equipment

Peter Thurber reports we meet weekly and the equipment list reconciliation is almost complete. Right now we are working on the technology review and how to work out the infrastructure/hardware/software demands. There are weekly demonstrations for the EHR's in consideration. Fairpoint may host us for our hardware/software/ IT monitoring needs. They are very reasonable in cost and well within budget. Procurement process for equipment is being established. Current projections show dental will be ~30% of budget. We must show we have at least 3 bids on the equipment items, however if we can find quality used items at a much cheaper rate we have authorization to skip the bid process on said items. Full rationale needs to be provided in such instances.

Recruitment

Scott Berry reports currently developing a benefits package. Executive committee has done a primary review on the package. We have entered into an agreement Digital One, the largest employee benefits company in the US. The deal should be wrapped up in the next few weeks and falls within budget parameters already determined. The jobs for Clinical/Medical/Dental Director are being advertised on the Bi-state website. An interview team is being assembled and includes community and board members. For opening day, staff should include Clinical/Medical/Dental Director, between 1.8 – 2.4 FTE. Other providers include medical assistant, intake coordinator, biller/coder, dental hygienist, dental technician, licensed clinical social worker and patient advocate/navigator. Total number of staff is a maximum of 10. Budget wise we are good to hire a Clinical Director 6 months prior to opening and a Medical Director 3 months prior to opening.

Nominating

Lori Dacier reports we reviewed and prioritized the charges of the committee. As of now no changes have been made to those charges. Overarching responsibilities are difficult to determine because service demographic has not been determined as we are not operational at this point. Our annual meeting will be in April at a time and date to be determined. We are creating a board manual as well as board training for new members. Next meeting, priority is to create a narrative when recruiting new members and familiarize ourselves with current bylaws. We lack representation from Orange and Dorchester. Areas of expertise we need include healthcare, development, specifically grant writing and fundraising, and human resources. Any suggestions for potential nominations are welcome. Currently there are 3 openings for board members.

Other Business

Peter Thurber reports the retreat is scheduled for October 15, 2016 at 8:30am at the EOC in Canaan. Mission and Vision Statement developments will continue at the retreat. Sarah Kimble will be a guest and discuss FQHC requirements. Practice model will be discussed further.

Peter Thurber moved to adjourn meeting. Second by Lori Dacier. Unanimously approved.

Respectfully submitted by
Lori Dacier, Secretary

Board Retreat
10/15/16
Minutes

Attending: Dale Barney, David Beaufait, Scott Berry, Barry Clause, Lori Dacier, Barbara Dolyak, Karen Gray, Tim Jennings, Sean Murphy, Mary Paquette, Curtis Payne, Alice Schori, Mike Samson and Peter Thurber

Absent: John Dow, Gilli Lushkov and Jim Spaulding

Dale Barney welcomed and led introductions

“What does it mean and what is required to be an FQHC?” – Sarah Kemble, MD, MPH

- Scope of Project
 - We will always refer back to this when being assessed
 - Nonprofit Corporation
- Applying for FQHC status
 - Increased reimbursement for Medicare and Medicaid
 - Grant award (although it is getting smaller) still important and we would receive it annually, unrestricted and can incur costs
- Look-a-like status
 - We would receive enhanced rates, but no annual grant
- Need to be in operation for at least 6 months before eligible to apply
- Absolutely need connection with the community, assessors look for this on a compliance level
- Need to review Medicare and Medicaid statutes for FQHC requirements
- 340b – drug pricing system, receive lower pricing for drugs
- National Health Service Corp.
 - Recruit candidates
 - Offer loan reimbursement for medical staff
 - Required to stay for 2 years
- Federal Tort Claim
 - FQHC and Look-a-like deemed federal employees and avoid cost of malpractice insurance
- Scope of Services
 - Service and sites
 - Form 5a – Needs Assessment
 - Some required
 - Some added based on community need
 - Form 5b – Location and hours
 - Access
 - Both 5a and 5b should be Board level decisions
- 3 key components – Scope of Service, Needs Assessment and Financial Plan (can you survive?)
 - Needs Assessment = Scope of Services

- Cannot turn anyone away
 - Required to meet a “need” no one else is filling, i.e. access barriers, cultural barriers, geographic barriers, linguistic barriers
 - Section 8 housing qualifies as public-housing
 - LGBTQ, HIV, AIDs, Elderly
 - Clinical staff must meet demonstrated needs
 - Staffing must flow from Scope of Services
 - Gather needs assessments from other organizations
- Policy for credentialing and privileges
 - Must redo every 2 years
- Organizational chart must reflect Scope of Services
- Must serve patients of all ages
- Must coordinate care
- Memorandums of Understanding (MOU) needed for cross-coverage
- Must demonstrate patient and community input with regard to hours of operation
- Must have MOU with at least one hospital
- Financial requirements (see handout)
- Management – (check compliance beforehand)
 - Don’t over specialize
 - Don’t get too administratively top heavy
- WE NEED TO REVIEW OUR STAFFING MODEL
 - Chief Executive Director – Should be our 1st hire
- Key Documents
 - Administrative policies
 - Fiscal policies
 - Clinical policies
 - Articles of Incorporation
 - Bylaws
 - Needs Assessments
 - Scope of Services
- National Association of Community Health Centers
 - Board info – see handout
- Compliance
 - Must comply with federal, state and local laws and regulations
 - Use Bi-state for compliance issues
- All policies must be brought to and approved by the Board of Directors

Revising and Building our Vision and Mission Statements – Pete and Karen (see handouts “Summary of Core Values” and “Vision and Mission”)

- Small group breakout
- Full group collaboration
- See attached proposed Vision and Mission Statements

Respectfully submitted by
Lori Dacier, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

November 14, 2016

Dale Barney presiding

In attendance:

Voting Directors – Dale Barney, Scott Berry, Barry Clause, Lori Dacier, Barbara Dolyak, John Dow, Tim Jennings, Sean Murphy, Mary Paquette, Curtis Payne, Mike Samson, Alice Schori, Peter Thurber

Ex - Officio Directors – David Beaufait, Michael Paine

Interested community members – Geraldine Osgood, Christopher Partain

Not in attendance - Carolyn Barney, Karen Gray, Gili Lushkov, Ed McGee, Jim Spaulding

Minutes

John Dow moved to approve minutes from October 10, 2016 and board retreat minutes with revisions. Second by Mike Samson.

Unanimously approved.

Committee Report Summaries

Executive

Peter Thurber reports we meet weekly. Primary objective is to liaise between other committees. MCHC has officially been accepted as a member of Bi-State. Leadership from Bi-State met with us to discuss our eligibility to join board and the committee structure, training and technical assistance for our board, lobbying efforts and processes for NH and VT legislatures, payment reform models, resources available to us from Bi-State, and marketing and communications. Since the building is not totally operational, we have discussed the idea for having outside sources rent space that is unused at the time of opening. One area we need help in is the credentialing process. Future areas of operation include continued liaison work with other committees and completing a full work plan.

Finance

Michael Samson reports the Balance Sheet notes our cash assets total \$212,438.26. Total Liabilities & Equity amount to \$1,169,122.46. We have yet to ask for reimbursement for soft costs from last year and will submit them ~ January or February. The amount for reimbursement ranges from \$150,000.00 to \$200,000.00. Profit & Loss reflects a net income of \$25,887.55. Currently we are not spending a lot from our operating budget. So far, the only major expenses we have are Advertising and Promotion totaling \$2,011.92, Insurance – Professional Insurance totaling 2,050.00, and Insurance – Prop & Liability totaling \$9,257.30. We are short of the budgeted donation goal (\$67,500 by this date) but recently received donations of \$5,250.00. Peter Thurber moved to approve financial statements. Second by Mary Paquette.

Unanimously approved. Mike Samson reports the Finance Committee has been working on background work on the modeling software for benefits pertaining to the personnel to be hired. We found a great resource to see reimbursement rates for providers in New Hampshire. The website is nhhealthcost.org and it will help us to understand what we may receive. The setup process for Medicare and Medicaid is a long one so we are getting started on that. We have proposed a change to the policy for negotiating terms and pricing to the best of our ability and sent the transaction to Dale Barney for final approval. Other areas of focus include the following: review of the current year budget; preparation of the FY 2017 budget; negotiating private insurance participation; securing participation in Medicare and Medicaid; determining financial policies required prior to opening; and determining software to be used and its relationship to electronic health record software that is selected. John Dow moved to accept finance committee report. Second by Lori Dacier. Unanimously approved.

Development

Dale Barney reports the committee met and discussed needs. Right now, our primary focus is to raise at least \$100,000.00 yearly for the next five years. This number should offset any financial weakness the center should experience and offset cost of service for low income patients. Since our last meeting, we have received \$5,250 reported by Finance, \$500 on PayPal and \$2,175 donated and deposited on October 22 for a total of \$7,925 in donations. We are trying to develop ways to fundraise. Ideas include a 5k type of run. Other fundraising ideas should be directed to the committee. Board members were asked to contact the committee if they know anyone with grant writing experience.

Construction/Building

John Dow reports the building is moving along. The framing is almost complete and almost all the plywood is on the roof. Base coat is down and they plan to do the concrete for the curbing and sidewalks this week, weather permitting. Also, they plan to start roofing by November 17 and they will begin installing windows on November 22 and wiring will start November 28. Tim Jennings reports we have \$48,847 in contingency. Some things no longer in the budget are the landscaping and radiography labor allowance. Listed in the handout are potential change orders and the only one so far we are seriously considering is the Asphalt wearing course for \$18,360.00. Other changes we may run into have been priced out and if they do happen, they will show up in the right-hand column.

Technology/Equipment

Peter Thurber reports we meet weekly and we are just about ready to put out the bid list. On the equipment list reconciliation, we know what will go into each room. I had a conversation with CPG, which is a group purchasing agent. They will assist us with getting our bid list out to a larger audience. We contracted with FairPoint for our hosted infrastructure. They will bring in phone, internet, as well as remote servicing, essentially acting as an IT department. For our computer needs, we decided to go with Chromebooks. Scott has been leading the EHR meetings and we should know soon which EHR we will use. Other IT needs are being sorted. As for dental, we are still reaching out to vendors to see what other options are out there.

Recruitment

Scott Berry reports we are actively recruiting personnel. I have discussed with the Board that we will need to be more aggressive than normal so that our staffing needs can be met. In using Bi-State for some of our recruiting, I noticed that recruiting providers in the Vermont/New Hampshire area is a concern since we are not the only organization in need of providers.

Nominating

Lori Dacier reports we have developed a list of potential new board members and are beginning to contact them. In our current bylaws, a board member cannot miss more than 3 meetings. In order to make meetings more flexible, we discussed deploying technology so members can participate remotely. Currently we are reviewing our bylaws for board member requirements. Also, we are creating a blurb to be used to recruit new board members. Lastly, we are creating a board manual for new members so they can better understand their role.

Other Business

Peter Thurber reports we need to finish our vision and mission statement. Current vision statement reads as follows: Mascoma Community Health Care promotes health in our communities through our health center by drawing together local resources to provide personal, affordable, accessible, quality care. Peter moved to accept the vision statement and mission statement as amended. Second by John Dow.

John Dow moved to adjourn meeting. Second by Mary Paquette. Unanimously approved.

Respectfully submitted by
Lori Dacier, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Location: Cardigan Mt. School

December 12, 2016

Dale Barney presiding

In attendance:

Voting Directors – Dale Barney, Scott Berry, Barry Clause, Lori Dacier, Tim Jennings, Sean Murphy, Curtis Payne, Mike Samson, Alice Schori, Peter Thurber

Ex - Officio Directors – David Beaufait, Michael Paine

Interested community members – Patricia Barden, Christopher Partain, Philip Salvail

Not in attendance - Carolyn Barney, Barbara Dolyak, John Dow, Karen Gray, Gili Lushkov, Ed McGee, Mary Paquette

Minutes

Peter Thurber moved to approve minutes from November 14, 2016. Second by Mike Samson. Unanimously approved.

Committee Report Summaries

Finance

Mike Samson reports we still need \$100,000.00 in contributions. The auction totals have not been posted yet. On the Profit & Loss Budget vs. Actual report, it reflects we went over budget in the areas of accounting and legal fees. The legal fees are reimbursable. Barry Clause moved to approve financial statements. Second by Lori Dacier. Unanimously approved. Mike Samson reports the Finance Committee reviewed the latest projections based upon staffing proposals. We have started narrowing down who we will use for credentialing of our hires. The company suggested by Ammonoosuc Community Health Center (ACHC) is Credentials Administrative Services (CAS) out of Bristol, NH. Their cost is \$100.00/provider/insurance company and \$150.00 for updating per year and must be updated every 3 months. Total cost is \$10,000.00. There are no contracts or fixed payments and we may stop using their services at any time. We are aiming to take care of enrollment with the insurance companies by April 2017. As for Medicare and Medicaid, we hope to wrap those up by May 2017. Medicare and Medicaid are retroactively billable so there should not be an issue there. We have an idea for the going rates of reimbursement for providers in the area. We are updating the budget for the coming year. Alice Schori moved to accept the Finance Committee report. Second by Scott Berry. Unanimously approved.

Development

Dale Barney reports the auction went well. As of now we should receive \$10,000.00, however it could be more. At this time, we are looking for a logo to be developed for the health center. If you know someone in graphic design, let us know. The emblem will go on the sign, letter head, staff apparel, etc. Amazon approached us and said there is a program called AmazonSmile. The program donates a portion of the proceeds of sales to a designated organization. We are looking for individuals with the ability to write grants. Goal is \$100,000.00/year for the next 5 years. We are also looking to create an annual fundraising drive. There will be a booth for Christmas in Canaan, Friday, December 16, from 5pm to 7pm. Peter Thurber moved to accept development report. Second by Lori Dacier. Unanimously approved.

Construction/Building

Tim Jennings reports the budget has not moved much. Construction is scheduled to be completed by March 2017. Equipment may be placed in the building as early as the 1st week of March 2017. Currently we are working on the main sign for the road. Topography will dictate placement. Sean Murphy is gearing up to install the wiring, date to be determined. Volunteers will be needed to help with wiring. We do not have the money to purchase an emergency generator. The conduit is in place when we are ready to install one. The current emergency plan is to send employees home and have a system in place to save the building. Backup vaccination storage is Cardigan Mountain School. Mike Samson states we should be able to obtain emergency generator grant through Homeland Security. Tim Jennings reports the experience with Rural Development has been great and appreciate the work Randy Cole has contributed. Lori Dacier moved to accept Building Committee report. Second by Mike Samson. Unanimously approved.

Technology/Equipment

Peter Thurber reports the bid letter will go out this week. The ad and other literature necessary to send out will be finalized and sent out soon. Delivery time of the equipment is a concern so coordination is important. Scott has finished screening the potential electronic health records (EHR) choices and the final recommendation will be made soon. Mike Samson moved to accept Technology/Equipment Committee report. Second by Barry Clause. Unanimously approved.

Recruitment

Scott Berry reports we are actively recruiting personnel. We have extended an official employment offer to Donna Ransmeier for the position of Clinical Director. She currently works in an FQHC and has an extensive background with EHRs. She will be starting in mid-January 2017. Our Dental Director candidate accepted a position for another organization, so we are continuing our search. We have interviewed a candidate for Medical Director. At this time, she remains interested in the position and will let us know after the holidays. Barry Clause moved to accept the Recruitment Committee report. Second by Lori Dacier. Unanimously approved.

Nominating

Lori Dacier reports we are moving forward with more potential board members. We have created a recruitment blurb for the website, Facebook, and list-servs. If you know anyone who may be interested in becoming a board member, let us know. We are currently working on creating a board manual for current and new board members. Peter Thurber moved to accept the Nominating Committee report. Second by Alice Schori. Unanimously approved.

Executive

Peter Thurber reports we perform a lot of liaising between committees. We have an official phone number and it is 603-523-4343. There is a potential to collaborate with other organizations when we open. Also, new items of interest are always being introduced and include the next phases of development. Mike Samson moved to accept Executive Committee report. Second by Tim Jennings. Unanimously approved.

Other Business

Nothing to report.

Alice Schori moved to adjourn. Second by Tim Jennings. Unanimously approved.

Moved to Executive session.

Respectfully submitted by
Lori Dacier, Secretary