

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Mike Samson presiding

April 23, 2014
Canaan Fire Station

In attendance:

Voting Directors –

Carolyn Barney, Gili Lushkov, Mary Paquette, Peter Thurber

Ex-officio Directors –

Dale Barney, Ed McGee, Mike Samson, Alice Schori

Possible Directors –

Virginia Carroll, Sean Murphy, Linda Von Reyn

Interested community members –

Kevin McCullough (after 8pm), Denis Salvail, Philip Salvail

Other Directors unable to attend tonight –

Excused – Karen Baravalle, Scott Berry, John Dow, Karen Ewer Gray, Lorraine Hennessey, Michael Paine (ex-officio)

Not present, without excuse – Dave Beaufait, Colin Higbie, Merle Kenyon

Other possible Directors not in attendance –

Barry Clause, Barbara Dolyak, Sue Jukosky

Note: Barbara Birdsey withdrew from Board to allow others to serve but is still interested in helping.

Introductions – Attendees introduced themselves. Before the next meeting, Directors will submit brief paragraphs summarizing their “ties to the community, background and experience and ways that [they] would add value to the Board”, as specified in the Bylaws, so details are not included here.

Ratification of Bylaws –

After discussion of need for more members from Enfield, the upper limit on number of voting Directors was changed to nineteen (19), with the possibility of lowering the number back to fifteen (15) later.

Article XIII, which includes legal requirements concerning conflict of interest, was amended to include an opening statement to clarify that it concerns only activities and financial interests that have some bearing on the interests of Mascoma Community Healthcare. Wording inserted at beginning of Article: “Conflict of Interest” regulated by Article XIII is defined as the creation, disclosure and reporting of actual or perceived actions contrary to the best interests of Mascoma Community Healthcare.

Bylaws were approved unanimously as amended. (Motion made by Schori, seconded by Paquette.)

Election of Directors –

Mike hopes to have full roster of Directors within 2 weeks.

Vote for Officers –

Chair and Secretary are needed immediately. Vice-Chair and Treasurer are needed soon. Dale Barney was elected Chair of the Board (nominated by C. Barney, seconded by Paquette). Alice Schori was elected Secretary (nominated by Thurber, seconded by Paquette).

Vote for Site –

Comparison of Stanford and Putnam sites was presented by Samson, based on site visits by a group (Samson, McCullough, Salvail, and Scott Borthwick). After discussion of pros and cons of these sites and lack of other appropriate sites that would meet our criteria, selection of the Putnam property at the corner of Roberts Road and US Route 4 was approved. (Motion made by C. Barney, seconded by Paquette.) The owner is willing to take it off the market for up to a year pending sale to MCH.

Expected cost of construction to be budgeted was raised to approximately \$2 million, based on experience of other similar groups.

Design-Build vs hiring of an architect was discussed. Samson recommends Design-Build as possible way to save about 15%. Thurber suggests a field trip to Mid-State or other similar clinic as part of planning process. McGee agrees that this would be especially helpful in planning pharmacy operations.

Committees –

- Staffing – We need to plan for up to 6000 patients, and this part needs to be done within 2 months. Volunteers: Thurber, Lushkov.
- Building – After staffing has been determined, plans need to be made to accommodate that (starting with Mid-State floor plan as an example) and put out to bid. Volunteers: Thurber, Murphy, Lushkov, McCullough.
- Collaboration – This is essential and should involve (at least) meeting with top three people at DHMC and APD. Paine will arrange meeting with APD. Volunteers: Samson, Berry, Lushkov, Thurber.
- Finance – Samson mentioned that insurance savings in proposed budget are inaccurate, as they were based on assumption that all users would be insured, so 60% of estimate may be more realistic. Volunteers: Paquette, Lushkov.
- Equipment – Volunteer: Thurber, Lushkov.

Note: committees are open to interested members of public, not just Directors.

Other Business –

Thurber mentioned again that educational opportunities for the Board are important and should be discussed at future meetings.

Samson will circulate Board member contact information. He also requests short bios to be submitted before next meeting.

Next Meeting –

Monday, May 12, 7pm, at Canaan Fire Station or Canaan Hall (depending on availability).

Respectfully submitted,
Alice Schori, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney presiding

May 12, 2014

Canaan Hall

In attendance:

Voting Directors –

Carolyn Barney, Scott Berry, Barbara Birdsey, Virginia Carroll, Barry Clause, Barbara Dolyak, John Dow, Gili Lushkov, Sean Murphy, Mary Paquette, Peter Thurber, Linda Von Reyn

Ex-officio Directors –

Dale Barney, Ed McGee, Michael Paine, Mike Samson, Alice Schori

Interested community members –

Kimberly Depelteau, Suzette Dudley, Frank Kopczynski, Kevin McCullough, Denis Salvail, Philip Salvail, Phil Smith

Introductions – Attendees introduced themselves. Brief paragraphs summarizing their “ties to the community, background and experience and ways that [they] would add value to the Board”, as specified in the Bylaws, are still needed from twelve Directors.

Election of Directors –

A motion was made to add Barbara Birdsey and Barry Clause to the board. (Dow moved, Dolyak seconded, unanimously approved.) A motion was made to accept the resignation of Lorraine Hennessey. (Dow moved, Thurber seconded, unanimously approved.)

Approval of Minutes –

Minutes of the April 23rd meeting were corrected to note that Michael Paine is an ex-officio member and that Lorraine Hennessey was excused. At the end of today’s meeting, the minutes were approved unanimously as amended. (Motion made by Dow, seconded by Von Reyn.)

Ratification of Prior Actions –

Because the number of voting Directors at the April meeting was small, a motion was made to ratify the actions taken at that meeting and the composition of the board as listed on the attached spreadsheet. (Berry moved, Von Reyn seconded, unanimously approved.)

Communications –

- Samson shared copies of email communications from Berry, Hennessey, and Melissa Ball and mentioned receiving an offer of medical equipment.
- Sharon Duffy has requested help with outreach through Facebook, Twitter, and email.
- Information is available on the Canaan Town website. C. Barney posts info on list-serves for all towns except Enfield, and Phil Smith offered to do it for Enfield.
- Cardigan Mountain School has offered to host a public reception and provide refreshments. Samson plans two PowerPoint presentations (progress to date; tours of similar clinics). This will be an opportunity to introduce board and recruit committee members.

Purchase & Sales Agreement for Putnam Site –

Copies of P&S were handed out (additional copies to be sent by email for those who didn't get one) to be read before next meeting and acted on then. Samson will get more info about volume and quality of water on site and about soil suitability for septic system of sufficient size.

Proposal to Retain Scott Berry as Project Manager –

Berry outlined his extensive business experience and availability to serve as unpaid project manager until the end of the year. Goals are to create overall chart of steps to full implementation, including short- and long-term plans, and to set and announce a break ground date. Berry will help coordinate work of committees. A motion was made to retain Berry as project manager. (Dow moved, Thurber seconded, unanimously approved.)

Committees –

Berry and Samson will outline deliverables needed from each committee. More volunteers were added (see list below), and a lead person (name in **bold**) was nominated for each by the Chair.

- Staffing – Baravalle, Beaufait, **Carroll**, Dolyak, Ewer Gray, **Lushkov**, Paine, Thurber, Von Reyn.
- Building – **Dow**, Lushkov, McCullough, Murphy, D. Salvail, P. Salvail, P. Smith, Thurber.
- Collaboration – Beaufait, Berry, Lushkov, McGee, Paine, **Samson**, Thurber, Von Reyn.
- Finance – Berry, Birdsey, Clause, Lushkov, **Paquette**, Samson, Ward.
- Equipment – Lushkov, **Thurber**.
- Communication – a motion was unanimously approved to create a communication committee (motion made by Berry, seconded by Birdsey). Members: C. Barney, **D. Barney**, Birdsey, Depelteau.

Other Business –

A motion was made to set the second Monday of each month as the regular meeting date for the board, with the next meeting to occur on June 9. (Dow moved, Clause seconded, unanimously approved.)

Next Meeting –

Monday, June 9, 7pm, at Canaan Hall.

Respectfully submitted,
Alice Schori, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney turned the meeting over to Mike Samson

May 22, 2014
by teleconference

In attendance:

Voting Directors –

Carolyn Barney, Scott Berry, Barbara Birdsey, Barbara Dolyak, John Dow, Gili Lushkov, Sean Murphy, Peter Thurber, Linda Von Reyn

Ex-officio Directors –

Dale Barney, Dave Beaufait, Mike Samson, Alice Schori

Fundraising Committee –

The meeting was called primarily to establish a Fundraising Committee to help hone our message to donors, make contacts to institutions/ businesses/ foundations, and help with grant writing (with some money available in the planning budget in case we need to hire help for this). A motion was made to establish a Fundraising Committee and to appoint Carolyn Barney as Chair. (Birdsey moved, Von Reyn seconded, unanimously approved.)

Those interested in helping are asked to contact the committee chairperson.

Other Business –

Berry has met with chairs of Building, Equipment, Staffing, and Communications Committees.

Collaboration Committee meeting with DHMC is planned for 5/28.

Committee member contact lists are available to chairpersons from Samson, Berry, or D. Barney.

Samson outlined schedule of grant deadlines necessary if we are to break ground by April 2015 and complete construction within 6 months, starting with USDA Sept. 17, EDA in Oct., CDBG Jan. 15, and CDFA in April. Plans will include staffing to serve about 2,400 patients at opening, 4,800 at 3 years, and 8,000 at 5 years.

Next Meeting –

Monday, June 9, 7pm, at Canaan Hall.

Respectfully submitted,
Alice Schori, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney presiding

June 9, 2014

Canaan Hall

In attendance:

Voting Directors – Carolyn Barney, Scott Berry, Barbara Birdsey, Barry Clause, John Dow, Gili Lushkov, Sean Murphy, Mary Paquette, Linda Von Reyn

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

Not in attendance but excused – Virginia Carroll, Peter Thurber

Not in attendance – Karen Baravalle, Barbara Dolyak, Karen Ewer-Gray, Colin Higbie, Merle Kenyon, Ed McGee

Interested community members –

Denis Salvail, Philip Salvail, Phil Smith, Doreen Wyman

Ratification of Directors –

A motion was made to ratify the appointment of Sean Murphy and Linda Von Reyn back to the time they were originally nominated, but discussion indicated the Board felt this was not necessary.

Committee Report Brief Summaries –

Staffing committee (Lushkov chair) has met twice to consider general staffing and will consider specialists later. A handout of their draft plan was presented.

Building committee (Dow chair, P. Salvail vice chair) has discussed building types and recommends steel frame (for ease of interior reconfiguration as needs change), unless it proves too expensive. Four architects are to be interviewed; feeling is that we need person with experience (rather than using design-build approach). Soil test hole looks good; 70 ft. to bedrock, 14 ft. silty loam, current well 15 gal./min. (but new one will be needed); more results expected soon. Floor plan changing, still not final, depends on staffing needs. A motion was made to accept the **Purchase and Sales Agreement** as written, contingent on financing, with Samson authorized to sign. (Dow moved, C. Barney seconded, unanimously approved.)

Equipment committee (Berry reporting for Thurber) is starting to get responses to questionnaires about what is needed, then will look at costs.

Finance committee is working on capital needs budget and interim budget. Samson noted that board members are currently insured as volunteers for the Town of Canaan until he gets us board insurance.

Fundraising committee (C. Barney chair) has assembled list of foundations with interest in healthcare and/or children and is hoping to persuade them to give more than usual. There will be personal meetings with each (except Byrne, which prefers a letter). We're still looking for more sources, not necessarily local. Murphy says Timken contribution would have to be for capital, not operational expenses.

Collaboration committee (Samson chair) is working on establishing relationships with Beaufait, McGee, DHMC, and APD. A response to a letter from DHMC has been drafted with thanks and more questions. We are still looking for at least a letter of interest from APD.

Communications committee (D. Barney chair) is looking for ways to increase pledges from Enfield and Dorchester and keep up interest among current pledges. Margaret Brown at the

Dartmouth Institute will help us work on pledge program for Enfield. Dan Affeldt, analyst from Enfield, expects 20-50% of pledges to actually become patients. Since we shouldn't build for fewer than 800 patients, 4000 pledges is goal. We need dedicated volunteers in Enfield. Wyman will help and will try to work with town officials.

Report on Incorporation and 501(c)3 Status –

Application for 501(c)3 status is ready to send as soon as incorporation papers are received (overdue, may arrive Wednesday).

USDA Rural Development Status –

Samson reports that, if we get a guarantee of 300-400 patients (ideally 800), with commitment in writing from employers that will have their workers use the clinic, USDA will approve funding. We need letters of support from employers and increased individual pledges by Oct. 15. Samson will design new pledge forms. Berry says Finance committee should validate numbers of patients needed for break-even budget; he also says we need Treasurer and bank ASAP.

Approval of Minutes –

Minutes of the May 12th meeting were approved. (Motion made by Dow, seconded by Von Reyn.) Minutes of the May 22th teleconference meeting were approved. (Motion made by Dow, seconded by Birdsey.) Von Reyn volunteered to take minutes at the July 14 meeting, when Schori will be absent.

Communications Brainstorming Session –

All present were asked for ideas about increasing pledges from Enfield and keeping current pledges up to date on progress. Suggestions included strong local advocates in each town; regularly updated social media, email, and list-servs; visibility at public events of all sorts; getting info out through schools and businesses; weekly letters to VN Forum; involving schools and service clubs; bumper stickers; finding someone to persuade Enfield to sign up town employees; erecting a sign such as: "Future Home of YOUR Mascoma Community Healthcare Clinic".

Next Regular Meeting –

Monday, July 14, 7pm, at Canaan Hall, with possible teleconference before then.

Respectfully submitted,
Alice Schori, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney presiding

June 19, 2014
by teleconference

In attendance:

Voting Directors –

Carolyn Barney, Scott Berry, Barbara Birdsey, John Dow, Sean Murphy, Mary Paquette, Peter Thurber, Linda Von Reyn – NOT SUFFICIENT FOR A QUORUM (9)

Ex-officio Directors –

Dale Barney, Mike Samson, Alice Schori

Report of Building Committee (Dow)

Recommendation to retain Horizons Engineering for civil engineering at a cost of \$7,000 (contingent on funds availability) could not be approved because of lack of quorum. Work to be covered by this fee includes wetland delineation, topographical survey and finding of existing boundary markers, septic system and subsurface design. Approval would be contingent on finding funding.

Report on architects' progress (Dow)

DiGeorgio Associates and Stratton Associates have been interviewed, and the former is offering a lower price. LaValley and AG (of Dover) will be interviewed on the 26th.

Report on EDA and USDA progress (Berry and Samson)

EDA funding looks doubtful as their current priority is private sector companies that produce jobs.

Berry will meet with the North Country Council next week for advice about all the sources of funding we are pursuing.

(Funding from the Robert Wood Johnson Foundation is also being pursued.)

At a preliminary meeting, USDA received the project favorably but will need proof that MCH is credit-worthy, with at least 800 guaranteed participants through employers. So far, Town of Canaan, Cardigan Mountain School, Mascoma School District, and three other employers have agreed to join, but more are needed, with written commitments. USDA grant would cover all start-up costs and even interest on loans. Samson is also looking at lease-purchase options for equipment.

Report on Staffing (Samson and Murphy)

Committee has come up with drafts of needed medical personnel, but newer FQHC #s (for 2012) will be considered soon. Assumptions for dental staffing are being reduced to cover 30% of patients. Murphy's dentist says to plan on one dentist per 1000-1200 patients, but Samson's gives a higher number. Dental support staff needs haven't been determined.

Other Business

Incorporation papers have been received.

501-C-3 application papers are ready to send in.

Fundraising has started and makes the need for two more officers apparent. Mary Paquette has agreed to serve as Treasurer and Pete Thurber has agreed to serve as Vice Chair. Samson will investigate the possibility of email vote or another conference call to vote on election of the two officers and to approve the engineering cost.

Because three voting members of the board have never attended a board or committee meeting, they will be contacted by Samson to determine whether they really intend to serve. If not, the board may vote to remove them, which would lower the number needed for a quorum.

For future teleconferences, the email notice should note that use of the non-toll-free number saves money for MCH.

Next Meeting –
Monday, July 14, 7pm, at Canaan Hall.

Respectfully submitted,
Alice Schori, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney presiding

June 30, 2014
by teleconference

In attendance:

Voting Directors –

Carolyn Barney, Scott Berry, Barbara Birdsey, Barry Clause, John Dow, Karen Gray, Gili Lushkov, Sean Murphy, Mary Paquette, Peter Thurber

Ex-officio Directors –

Dale Barney, Mike Samson, Alice Schori

Composition of Board of Directors

Because of time constraints that prevent her attendance at meetings, Karen Baravalle has resigned from the Board, effective immediately, but will serve on a committee. This leaves 15 voting directors, so the number for a **quorum is now 8**. Members from Dorchester and especially Enfield and Grafton are still needed. Dow suggested that Jim Spaulding, engineer from Grafton who works at Canaan Hardware, is interested in serving on the board.

Report of Building Committee (Dow)

A motion was made to retain Horizons Engineering for civil engineering at a cost of \$7,000, contingent on funds availability of funds. (Dow moved, Gray seconded, approved unanimously.) Samson noted that more was budgeted, but Mike Duffy is donating his time.

A motion was made to hire Lavallee/Brensinger Architects for design, drawings, bidding, and construction supervision, at a price not to exceed \$179,000, contingent on availability of funds. (Dow moved, Lushkov seconded.) After an amendment offered by Berry to empower Dow and Samson to negotiate a lower price, the motion was approved unanimously. Although this was not the lowest bid, the committee feels that L-B offers the best value and most experience. They are highly recommended by Todd French at New London Hospital. The building committee was thanked for all their good discussions and work on this.

Policy for Signing of Agreements

A motion was made to establish a principle that contracts approved by the board be co-signed by (1) the chair of the relevant committee, if a voting member of the board, or (if the chair is not a voting board member) by a voting member of the board who serves on that committee, and (2) the chair of the board of directors. (Berry moved, Dow seconded, approved unanimously.)

Election of Treasurer

A motion was made to elect Mary Paquette as Treasurer of the Board. (Dow moved, Clause seconded, approved unanimously with Paquette abstaining.)

Election of Vice Chair

A motion was made to elect Peter Thurber as Vice Chair of the Board. (Dow moved, Birdsey seconded, approved unanimously with Thurber abstaining.)

Action to Remove Non-Participating Board Members

This item was tabled after some discussion of (1) the possibility of Paine and Samson becoming voting members, rather than ex-officio, since neither has any conflict of interest and (2) the desirability of having Chair Dale Barney talk with the non-participants to learn whether they have any real interest and intention to serve. The motion to table was made by Dow, seconded by Birdsey, and approved unanimously.

Authorization to File for 501(c)3 Status

A motion was made to approve the 501(c)3 application and to send it in, signed by D. Barney. (Dow moved, Clause seconded, approved unanimously.)

Note: because of the nature of the meeting, all votes were made by roll-call.

Next Meeting –

Monday, July 14, 7pm, at Canaan Hall.

Respectfully submitted,
Alice Schori, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Meeting called to order at 7 pm, Dale Barney presiding

July 14, 2014

Canaan Hall

In attendance:

Voting Directors –Carolyn Barney, Scott Berry, Barbara Birdsey, Virginia Carroll, Barry Clause, Barbara Dolyak, John Dow, Merle Kenyon, Sean Murphy, Mary Paquette, Peter Thurber, Linda von Reyn

Ex-officio Directors – Dale Barney, Mike Samson,

Not in attendance: Gili Lushkov, Karen Baravalle, Colin Higbie, Ed McGee, Michael Paine

Excused – David Beaufait, Alice Schori

Rules for Meeting

We experienced some issues during the last conference call that has prompted suggested rules for meetings. These are:

1. On conference calls, Directors or others seeking to speak including making motions or seconds, should announce their name and the Chairman would recognize you to speak.
2. All Board meetings are open to the public unless the Board votes to go into non-public session. Those sessions may be used only for the same reasons that government entities are allowed to go into executive session.
3. Public attendees do not vote at Board meetings.
4. Public attendees may make comments or ask questions at the start of the meeting after a quorum has been declared and the meeting has been called to order. The Chair may limit the length of individual discussion if necessary. Members of the public may make comments on any item that is to be voted on after a motion has been made to take action and after members of the Board have discussed the item but before the final vote on the item.
5. Members of the public may ask that items be placed on the agenda for the next meeting of the Board. It is up to the Chair or Board to decide whether the items will be added to the Agenda.
6. The Chair is responsible for keeping order and may take any action necessary and legal to maintain order.
7. These rules may be amended or waived by a majority vote of Directors present in a meeting.

Motion to accept rules by J. Dow, second by C. Barney, unanimously passed

Meeting Minutes

June 9, 2014 minutes accepted with one correction, motion to accept J. Dow, second S. Berry

June 19, 2014 teleconference minutes accepted as written, motion to accept J. Dow, second S. Berry

June 30, 2014 minutes accepted with one correction, motion to accept J. Dow, second S. Berry

Director Membership

Mr. Jim Spaulding has expressed interest in being a member of the Board of Directors. Several current Directors know Mr. Spaulding personally and attest to the value he would bring to the

board should he be elected. John Dow has spoken with Mr. Spaulding and verifies he is interested in becoming a member of the Board. S. Berry moved to accept J. Spaulding as a Director of the Mascoma Community Healthcare Board of Directors, J. Dow seconds the motion. Motion unanimously passed. J. Dow will contact Mr. Spaulding to invite him to the next meeting.

Introductions were made of Directors and members of the public attending the meeting.

Committee Reports

Building committee (J. Dow, chair); John Dow stated he felt privileged to work with the Board as Directors have diverse experience that is helpful. A site at the corner of Roberts Road and Rt. 4 has been selected for the Clinic (3.4 acres). A purchase agreement has been signed, pending securing adequate monetary resources. There is a well on the site at this time. Mike Duffy and Philip Salvail conducted soil testing which indicated the property was suitable for the proposed development. *Horizons Engineering Inc.* has presented a proposal for site work and engineering services for a fee of \$7,000 dollars, including topographic work, design, and permitting. The contract is approved and will be signed as soon as funds are available. Mike Duffy has volunteered his time to work on project.

The committee and others conducted tours of Ammonoosuc and Mid State Clinics. In discussion of engineering design, the committee determined it would be advantageous to hire an architect versed in health care type buildings and with experienced in that area. Five architectural firms were interviewed. The firm *Lavalley Brensinger* was highly recommended by several individuals and after interviewing firm representatives the committee felt they were highly qualified and a decision was made to engage this firm when funds are available. Mike Sampson and John Dow negotiated a fee of \$179,000 including all expenses. If there is reduction of square footage there will be a reduction in fee.

Staffing committee (G. Lushkov chair excused absence – handout provided) selected a health care delivery model identified as the foundation for developing the clinic staffing needs. The model is a hybrid type model between a “group health model” and the model of staffing commonly seen in Federally Qualified Health Clinics. The decision was made to open the clinic with a physician in attendance and to hire associate providers (nurse practitioners and physician’s assistants) as the volume of patients grows. The staffing decisions have been provided to the finance and equipment committees to assist with continued financial analysis. The model of care delivery for dental services was reviewed as well. The usual design of a dental clinic includes one dentist, two dental technicians, and one hygienist as the core group. On average a hygienist can do 1400 visits per year, and most dentists, in order to be efficient utilize two technicians. There will be three dental chairs initially, two for dentist and one for hygienist. A dentist can, on average, see 1600 patients annually but can provide from 2500 – 3000 with dentist and two technicians. There is some uncertainty about how many dental versus medical patients will use the clinic. Other clinics that were toured have as many dental patients as medical patients. Planned suite will accommodate 4000 patients

Equipment committee (P. Thurber chair – handout) is making progress now that the staffing and building committees have made some initial decisions. Work of the committee is a bit laborious as a bit of research is needed to find equipment cost. Currently looking at equipment as

modules, for example what is an exam room compliment and we can replicate as needed when rooms are added. The radiology suite is a stand-alone service. The committee has determined what is needed in space for the various functions. Costs will be divided into capital equipment and consumable equipment. Committee is hopeful that we can negotiate a reduced rate for equipment with purchase of higher quantities. The dental module, lab, and office supplies modules are fairly well developed with estimates, although there are a few gaps in IT equipment needs. The balance of equipment modules and estimates still to be determined, include radiology, pharmacy, exam and procedure rooms, rehabilitation, and medical records.

Estimates provided are maximum build out costs although it is not necessary to purchase everything initially if funds are not available, equipment can be purchased as needed with increase in patient populations. For some functions, like dental – there is infrastructure that needs to be built to serve only one chair so the cost is high for one but is spread over all the chairs in time. Outstanding questions are need for medical records space and a few other items which Peter will review with board as they arise. The next phase is to review where there is duplication of items with the possibility of some reduction of expense.

Fundraising committee (C. Barney chair) has begun the process of fund-raising. Committee provided with a list of funders being considered to date. There are meetings planned with selected funders over the next couple of weeks. Information has been sent to potential funders and committee members are following up with phone contact. The initial fund raising is to meet the needs of getting the project going. Second and third rounds will follow. Directors are encouraged to submit names of other funding sources.

Mike Sampson indicated that the cost of filing the 501.3(c) costs \$850 dollars. Anyone willing to donate toward this expense are encouraged to do so.

Finance committee (Mike Sampson reporting) are reviewing revenue and expense projections based on proposed staffing model. An initial model of financing has been build into the material submitted for funding and was reviewed with Board members. Minimum number of patients needed to make the clinic initially viable is 1000.

Reports on capital funding

USDA – meeting with this group, if we can show we have 600 – 800 patients that are dedicated to coming, and if *Helms & Co* believes it is realistic, they will fund mortgage. They will also reimburse up-front costs of the project (approx. 250K) at the time of closing which can be used for working capital

Grafton County Economic Development – agreed to work with us

North Country Council – agreed to work with us.

Northern Borders – Apply for funding, which is not highly sought, but will not be available until next year,

CDFA Tax Credits – April applications and funding in July

CDBG Public Facility Block Grants – decided in Jan with award in June

Recommended we ask for public facilities and not employment. Also considering HRSA money, some portion of which can be used for capital and the majority for operating expense.

The biggest item of importance is getting assurance of 600 – 800 patients. Current discussion with area employers indicates approximately 500 patients so additional recruiting of this aspect

is important. Interim finance sheet reviewed. Half of the costs is for architect, second largest is for anticipated management services, other large cost (55K) are closing costs. Other smaller items reviewed. We also need to survey potentials patients regarding income and need over 50% of patients to be low to moderate income.

Key focus right now is engineering and architect and need to get 50K in to start the project and to be able to go forward. Need line of bank credit in order to purchase some of the start-up items.

Communications committee (handout – pledge campaign)

Scott Berry will serve as chair as Dale Barney needs to step down due to other commitments. Currently have about 1900 pledges, unevenly distributed through the 5 towns. Proportionally we need to increase all of the pledges with a focus on Enfield. Plan is to create unified message and talking points; simple fact sheet, banners. Need to be in public places to get people to say they are interested. Volunteers are being sought to do some of the communications efforts. Additional element will be connecting with community opinion and business leaders to seek their support and submission of letters of support to funding agencies.

This work needs to be accelerated through the rest of this year in order to have adequate support for when fund requests are being submitted. Early in the process there was a great deal of discussion and support with lots of public meetings. There is a need to again increase visibility of the project. There is a committee meeting scheduled for Wed (July 16th) at Dale Barney's office if anyone is interested in assisting with work

Public meeting discussed earlier at Cardigan Mountain is another way to engage the public. Mike Sampson feels we have reached the point of having an adequate level of information to move forward with this meeting.

Other Business

Members of the public were asked if there were additional questions or if there were comments. Suggestion made to have information available for Old Canaan Days – Mike indicated we do have information available for this purpose.

Request for pledge sheet – there is one available on-line, available in Canaan town office.

Next Meeting –

Monday, August 11 at 7pm, at Canaan Hall.

Adjourn

Motion to adjourn (J. Dow) second (M. Kenyon). Motion carried
Meeting was adjourned at 8:40 pm

Respectfully submitted,
Linda J. von Reyn, Director and recorder

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney presiding

August 11, 2014

Canaan Hall

In attendance:

Voting Directors – Carolyn Barney, Barbara Birdsey, Virginia Carroll, Barry Clause, Barbara Dolyak, Gili Lushkov, Sean Murphy, Mary Paquette, Jim Spaulding, Pete Thurber, Linda Von Reyn

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

Not in attendance but excused – Scott Berry

Not in attendance – Karen Baravalle, John Dow, Karen Gray, Colin Higbie, Merle Kenyon, Ed McGee

Invited guest speaker – Adam Cohen

Interested community members –

Carol Cushman, Kim Depelteau, Denis Salvail, Philip Salvail, Phil Smith, Mike _____?

Approval of Minutes –

Minutes of the July 14th meeting were corrected and approved. (Motion made by C. Barney, seconded by Carroll.) Thanks were given to Von Reyn for filling in during Schori's absence.

Committee Report Brief Summaries –

Building committee – Samson reported that a funding source is available at 1.9% interest IF building is energy efficient, so Adam Cohen (architect/builder/energy efficiency expert with experience building clinics in VA) was invited to make a presentation today. We have a draft contract for LaValley but may be able to save a lot by going the energy efficient route. There was verbal agreement with LaValley, but building committee has reservations about the proposed contract.

Adam Cohen's presentation was long and detailed, outlining advantages of using construction standards of the Passivhaus movement now widely adopted throughout the EU. Attention to building physics, heating and cooling, total energy, and air exchange control (tightness) can result in 60-70% reduction in total energy use and up to 90% savings on heating. He would recommend manufactured components (which could be built somewhere near here) snapped together on site. He spoke of various contracting/management scenarios.

Samson says he, Dow, and Berry are opposed to LaValley's draft construction management contract which doesn't give us enough protection against cost overruns. A motion was made to send the issue back to the building committee to meet with and continue discussion with both LaValley and Cohen (Beaufait moved, Spaulding seconded, passed unanimously).

Finance committee (Samson reporting) rewrote estimates based on data from the Ammonusuc clinic. We'll lose money if operating with fewer than 2000 patients but could safely start with 1600 (with planning for initial losses). More data are needed about pharmacy. If we could achieve the savings Cohen promises, we'd save \$20K on utilities, \$35K on debt service, and \$10K on interest.

Equipment committee (Thurber reporting) has pricing done except for exam and procedure rooms. Current estimate is \$1.1 million, but they hope to bring that down. (Samson's plan shows est. of \$900K.) Dental and electronic medical records estimates should also go down. Sarah Bunten, who works with Beaufait, helped greatly.

Fundraising committee (C. Barney reporting) is targeting certain foundations, tailoring what we say to each, and is optimistic about responses. Donors in the \$10K-75K range are being sought. Potential big donors all sound promising, but the checks are not in yet. Some foundations don't make decisions until November-December.

Communications committee (Birdsey reporting) – Community events are bringing in new pledges (80 from Enfield, 127 from Canaan Old Home Days, some on-line, for a total of 211 new ones since last meeting or 2% increase since May). More pledges are needed especially from Enfield and Dorchester. Volunteers are needed for upcoming events in Grafton and Dorchester. There was a setback last week when only one of 20 invited leaders from Enfield showed up for a meeting there, so lunch at Mickey's for Enfield business owners next week will be RSVP. Total pledges now are over 2100.

Motion to adjourn was made by Beaufait, seconded by Von Reyn.

Next Regular Meeting –
Monday, September 8, 7pm, at Canaan Hall.

Respectfully submitted,
Alice Schori, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney presiding

September 8, 2014

Canaan Hall

In attendance:

Voting Directors – Carolyn Barney, Scott Berry, Barbara Birdsey, Virginia Carroll, Barry Clause, Barbara Dolyak, John Dow, Sean Murphy, Mary Paquette, Jim Spaulding, Pete Thurber, Linda Von Reyn

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

Not in attendance – Karen Baravalle, Karen Gray, Colin Higbie, Merle Kenyon, Ed McGee

Interested community members –

Kim Depelteau, Philip Salvail, Phil Smith

Approval of Minutes –

Minutes of the August 11th meeting were corrected and approved. (Motion made by Von Reyn, seconded by Birdsey.) In the future, a sign-up sheet will be used to record names of community members in attendance.

Committee Report Summaries –

Fundraising committee (C. Barney reporting) – \$50K has been received from the Byrne Foundation, with the promise of another \$50K as soon as we get our 501C3 approval (expected in 5-6 weeks). Packets have gone out to other sources with decision dates in October, November, and December, for a total of \$275K if we reach all our targets. The second tier of potential donors will be approached later, for another possible \$100K. C. Barney was applauded for her success with the Byrne Foundation.

Finance committee (Paquette reporting, Samson facilitating) – A series of five (5) motions was made regarding choice of a bank and conditions for signing checks. All motions were approved unanimously. The motions were:

1. That we choose Mascoma Savings Bank for Mascoma Community Healthcare's checking and savings accounts (Berry moved, Clause seconded),
2. That the Treasurer, Chair, and Secretary of the board be appointed to execute the corporate resolution (Berry moved, Birdsey seconded),
3. That three (3) people be authorized as signatories to any checks, these being the Chair, Vice Chair, and Treasurer of the board (Currently Dale Barney, Peter Thurber and Mary Paquette); and that one (1) signature is required on checks for amounts up to \$50, but two (2) signatures are required for any amount above that (Berry moved, Birdsey seconded),
4. That expenditures between \$500 and \$5,000 require an affirmative vote of the Finance Committee or a majority vote of a quorum of the board (Berry moved, Clause seconded), and
5. That all expenditures above \$5,000 require approval by a majority of a quorum of the board (Berry moved, Dow seconded).

Building committee (Dow and Samson reporting) – Because a guaranteed bank loan guaranteed by Rural Development will not be available to us and consequently the hoped for Rural

Development money will not be available, Adam Cohen's proposal won't work. In order to minimize debt service for the first two years, LaValley has been asked to come up with a plan that will include the minimum number of square feet really needed but that will be easily expandable. We need to get architectural work done by December 1 to get plans out to bid for construction in spring, contingent on financing. We can get a bridge loan from MSB, then get USDA funding at 4% interest when the building is complete.

To address any concerns about the contract, a motion was made stipulating that the Building Committee (B.C.) will sign the final contract with LaValley, but prior to signing, a meeting of the B.C., open to all board members, will be held on Thursday, 9/11, at 7pm at Canaan Hall. Prior to that meeting, all board members will have received a draft of the proposed contract. Subject to changes by the B.C. on 9/11, the B.C. chairman and the Chair of the board will execute a final document by noon on 9/15. Any board member who objects may request that that action be deferred to a full board meeting if the request is received by noon on 9/15. (Berry moved, Dow seconded, unanimously approved)

Another motion was made to empower the B.C. to seek bids and award to the lowest bidder a contract to do a boundary survey at a price not to exceed \$5K. (Berry moved, Dow seconded, unanimously approved)

Communications committee (Berry and Birdsey reporting) – 104 pledges have been received since the last board meeting, for a total of 2204. Upcoming events include tomorrow's primary in Enfield, the Enfield Farmer's Market, Canaan's 9/27 town-wide yard sale, and other events in October. Berry reminded board members that volunteering at these events is fun. Work is being done to come up with a tag line that can be used on posters, etc. Several possibilities will be emailed next week so board members can vote for their preferences. A volunteer is helping to develop a logo. D. Barney was thanked for hosting the luncheon at Mickey's that was attended by four Enfield business leaders. Berry will meet with Kimberly Quirk and the Enfield Village Association sometime this month.

Equipment committee (Thurber reporting) – The committee's research is 99% done, as outlined in the report handed out. The dental total was changed to \$250K but needs verification. The electronic health records total was changed to \$139K. The running total is down to \$1,129,900, with the goal that bidding, used equipment, and donations may bring the total down further to \$900K to \$1million. The high laboratory total represents a full-service lab with all new equipment, which may not all be acquired at the outset. Also, money for equipment may be available with payments deferred until the number of patients reaches a certain threshold. Thurber and the committee were thanked for their diligent work.

Other Business – Berry completed an application for a NH Historical Preservation review, as required by federal funders. The USDA application is also underway.

Motion to adjourn was made by Dow, seconded by Birdsey.

Next Regular Meeting –
Monday, October 13, 7pm, at Canaan Hall.

Respectfully submitted,
Alice Schori, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney presiding

October 13, 2014

Canaan Hall

In attendance:

Voting Directors – Carolyn Barney, Scott Berry, Barbara Birdsey, Barry Clause, Gili Lushkov, Sean Murphy, Mary Paquette, Jim Spaulding, Pete Thurber, Linda Von Reyn

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

Not in attendance – Barbara Dolyak, Karen Gray, Colin Higbie, Merle Kenyon, Ed McGee

Excused – Virginia Carroll, John Dow

Interested community members – Joe Frazier, Lori Rogers Gowing, Philip Salvail

Invited participant – Stripe Demarest

Approval of Minutes –

Minutes of the September 8th meeting were approved. (Motion made by Clause, seconded by Von Reyn.)

Committee Report Summaries –

Staffing committee (Lushkov and Berry reporting) – has been working on estimates based on 30-min. appointments, no compromise in quality, and within budget. It will be important to find people who can handle multiple tasks, such as nurse/administrator. We may have to support education of staff to broaden their skills. Current plans show zero for PT and trainers because we don't know when we'll be able to staff physiotherapy but want to include it in the plans.

Finance committee (Paquette, Berry, & Samson reporting) – Checking and savings accounts have been opened. Advertising expenses have been paid, but other bills are accumulating. 501C3 status confirmation should be received very soon. Donations and disbursements handled through the Fast Squad will be shown on next financial statement. Financial projections handed out include normal projection for 1600 patients, then fallback version with cost reductions. Estimates are based on other FQHCs. Dental estimates are least certain. Mental health services would be only for regular patients of the clinic. Staffing #s and market-rate salaries are included. Insurance rates are based on Town of Canaan staff rates; malpractice insurance is based on state average for primary care docs. Supplies based on data from Ammonoosuc Clinic. Some services (accounting, etc.) will be contracted. We don't expect increased reimbursement for FQHC look-alikes within first 2 years. Debt service for equipment doesn't show up until 3600-patient pages because we're looking for a grant that starts being paid back in third year. There will be a 30-yr. note for land and building. Budget should be close to break-even when we reach 3600 patients. We need to build a cash reserve to get us through the first few years until dental and pharmaceutical services become profitable.

Building committee (Murphy reporting) – has met several times, looking at about 10,000 sq ft to cover the planned programming. Tomorrow's meeting will look at interior and exterior finishes. Steve Clayman, the architect, says things are progressing as expected, and schematics will be ready for the November public meeting. He strongly recommends hiring a construction cost estimator at about \$10K, probably from a major construction firm.

Communications committee (Berry, Birdsey, & Demarest reporting) – 127 pledges have been received since the last board meeting, for a total of 2331. Upcoming events include Orange Harvest Festival, Dorchester Halloween Party or Christmas Bazaar, elections. Volunteers will be needed for all. More ideas/events are needed for November and December.

Our new mailbox is PO Box 550, Canaan.

Demarest has been working on names, logo, colors, etc. We should now use the name “Mascoma Community Health Center” and short name “the Health Center”, with the tag line “right care, right cost, right here”. Board members will be asked to respond to an email with logo suggestions.

A survey mailing will be done two weeks from now to acquire more complete income category data for HUD. This will show we’ve made the effort, even if response is low.

A flyer will go out through Mascoma school(s?) on 10/27.

November board meeting will be planned and advertised to meet USDA and CDBG rules for a public information meeting in advance of applying for federal funds.

A 4’x16’ sign is planned to go on the building lot, visible from both directions.

The Enfield Village Association meeting was not well attended, but they will support us on their website. Joe Frazier suggests getting more information out through listservs.

Equipment committee (Thurber reporting) – changes since the last report include \$139K for electronic health records, based on a bid from a vendor, but part of the cost may be capitalized. The radiology estimate dropped based on a quote from Shearing Radiographic. Further reductions can be expected when things go out to bid. Some donations are also expected. Wiring for networking and telephones is not yet included. Thurber says an average 10-yr depreciation time is assumed. Paine suggests starting with used equipment, figuring we may need replacements in five years, by which time we should have more money.

Fundraising committee (Samson reporting) – Samson met with one large contributor and will follow up soon. A meeting with another possible large donor will happen Saturday. \$70K may come in within the next couple of weeks, and maybe more from MSB at the end of the year, bringing the total to \$250K.

Other Business – Samson remarked on the extraordinary amount of talent and hard work that have been devoted to our efforts so far.

Von Reyn expressed hope that electronic connection to meetings will be possible while she is away for 3 months. This should be possible if we meet at Canaan’s Emergency Operations Center (EOC).

Berry managed to get us into the government system for doing online grant applications.

Motion to adjourn was made by C. Barney, seconded by Clause.

Next Meeting – Specially Advertised Public Meeting

Monday, November 10, 7pm, at Enfield Catholic church parish hall (St. Helena’s, 36 Shaker Hill Road), set-up at 6:30pm.

Respectfully submitted,
Alice Schori, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Peter Thurber presiding

October 17, 2014
by teleconference

In attendance:

Voting Directors –

Carolyn Barney, Scott Berry, Barbara Birdsey, Barbara Dolyak, John Dow, Sean Murphy, Mary Paquette, Jim Spaulding, Peter Thurber, Linda Von Reyn

Ex-officio Directors –

Michael Paine, Mike Samson, Alice Schori

Building Committee – recommends spending up to \$15K to hire a building cost estimator. We need a professional opinion about cost before we go out to bid. The architect recommends this. Estimates from 3 firms range from \$5K-9K, but we should also get bids from companies closer to our area. This item should cover the cost of at least 3 meetings with the cost estimator. The earliest we would need someone is 2 weeks from now.

A motion was made to go forward with hiring a cost estimator at a price not to exceed \$15K (Dow moved, Paquette seconded, approved unanimously).

The next building and planning committee meeting, with architect present, on October 27 at 6 pm, is open to all.

Motion to adjourn was made by Thurber, seconded by Dow.

Next Meeting – Specially Advertised Public Meeting

Monday, November 10, 7pm, at Enfield Catholic church parish hall (St. Helena's, 36 Shaker Hill Road), set-up at 6:30pm.

Respectfully submitted,
Alice Schori, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney presiding

November 10, 2014
St. Helena's Church parish hall, Enfield

In attendance:

Voting Directors – Carolyn Barney, Scott Berry, Barbara Birdsey, Barry Clause, Barbara Dolyak, John Dow, Gili Lushkov, Sean Murphy, Mary Paquette, Jim Spaulding, Pete Thurber, Linda Von Reyn

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

Not in attendance – Virginia Carroll, Karen Gray, Colin Higbie, Merle Kenyon, Ed McGee

Excused – Mike Samson

Interested community members – approx. 20 (most signed in & sheet is filed with minutes)

Invited participants – Steve Clayman, Stripe Demarest

Introductions and welcome – This was a special, public session as required by federal funding agencies to solicit public comments on Mascoma Community Healthcare, Inc. proposal to pursue USDA funding for building construction and medical equipment of the Mascoma Community Health Center. Board members introduced themselves, and D. Barney made introductory remarks and invited the public to share questions and comments.

Approval of Minutes – Minutes of the October 13th and 17th meetings were approved as distributed. (Motion made by Dow, seconded by Birdsey.)

Committee Report Summaries –

Finance committee (Paquette reporting) – there are no major changes since last meeting. QuickBooks for non-profits has been ordered and will need to be uploaded and set up. At the last meeting of the Finance Committee a voucher system was discussed and approved for requesting payments for vendors or reimbursements. The vouchers have been e-mailed to all the Committee chairpersons. They must be approved by the Committee Chairperson requesting the payment and submitted to the Treasurer for payment. Payments will be made in accordance with the limitations previously set by the Board of Directors.

Equipment committee (Thurber reporting) – a handout shows the latest estimates for equipment at full cost, though we expect to get better deals on much of it. Some items are core equipment; other things will be added as we build out toward the goal of 8000 patients. The lab may start with just “waived” tests at a cost of about \$70K, whereas the full lab would be about \$550K. Electronic medical records will be a monthly expense and do not show up on the equipment list.

Fundraising committee (C. Barney reporting) – to date we have received commitments of \$158,000 and expect to receive an additional \$110,000 by the end of the year and \$53,000 more by the end of January, bringing the total to \$321,000. We are waiting to hear from three foundations that could reasonably donate \$50,000, and we will be applying for an additional \$50,000 in 2015 from a source who has donated in the past. The total of all gifts anticipated is \$376,000. Our current goal is \$333,000. We will be expanding our drive again in 2015 to allow us additional start-up funding and implementation of physical therapy and fitness.

Communications committee (Berry, Birdsey, & Demarest reporting) – 116 pledges have been received since the last board meeting, for a total of 2447. Birdsey explained the need for pledges

of support. Berry explained the need for HUD survey data. Forms were mailed this past Saturday to 800 households who haven't yet provided this information. Demarest showed the flyer that went to the schools and the design for the 4'x16' sign for the building lot with a picture done by Barbara McAlister. We now have a Facebook page that is easier to update than the website. There may be a contest seeking logo designs.

Building committee (Dow reporting) – a construction cost estimator, Mark Jovan, was hired to nail down expected cost before going out to bid. An extra 0.5 acre of land was acquired. (\$80K was spent on land and \$17K-worth was donated by John & Joy Putnam, for which Dow will write a letter of appreciation.) Survey and wetland determination are done. Dow introduced Steve Clayman of Lavallee/Brensinger Architects, who showed proposed designs for either a 1- or 2-story building as it would appear from various angles. Floor plans for start-up and full build-out were shown. Cost per sq. ft. would be lower for the 2-story design, but it would require a greater initial outlay, so he is working on narrowing the gap, in hopes of making it fit our budget.

Public comment included questions about covered, drive-up handicap access (this is included in plans); energy efficiency (many south-facing windows, tight envelope, fiberglass insulation plus insulation outside studs, high-quality windows, propane hot water heat and variable volume air system); alternative energy sources (geothermal too expensive, solar PV only possible if we get a grant); more natural light for staff areas (there would be trade-off between this and efficient internal walking patterns); provision of a very visible, easily recognized entry; parking expansion at full build-out (area will be cleared and graded at outset but not all paved until space is needed); and limiting parking area light pollution (low masts, LED lights, not like new Lebanon middle school).

Dow thanked Clayman for consolidating all the ideas. Jovan should prepare cost estimates to compare the 1- and 2-story plans so the building committee can make a recommendation by Thanksgiving and the board can make a choice at the Dec. 8 meeting. The possibility of a special effort to raise money to fill the gap (~\$500K) was mentioned.

Project Funding (Berry reporting) – a handout shows sources and uses of funds, including working capital needed until the number of patients makes us profitable. The plan is to apply for USDA funds in December, after which we should hear within 30 days whether approval is likely. CDBG funds can then be applied for by Jan. 26 and CDFA tax credits in April. USDA funds will be all or nothing, and we aren't obligated to accept them immediately, but once we do accept, we have to make the rest happen. If our first application to USDA is not accepted, we can reapply. If equipment isn't funded by CDBG, we may find other options. The Grafton Economic Development group may be another possible source next year. We are also looking into possible loans from a not-for-profit venture group.

The Chair opened the floor for comments / questions from the audience about MCH's intent to apply for USDA and other community development funding for the Community Health Center project. There were no questions or comments from the public regarding funding.

Other Business – Berry reminded those present that we are seeking more board and committee members from towns other than Canaan, and the public attendees were thanked for coming.

Motion to adjourn was made by Berry, seconded by Dow.

Next Meeting – Monday, December 8, 7pm, at Canaan Hall
Respectfully submitted,
Alice Schori, Secretary

Mascoma Community Healthcare

Minutes of the meeting of the Board of Directors

Dale Barney presiding

December 08, 2014

Canaan Hall

In attendance:

Voting Directors – Carolyn Barney, Scott Berry, Barbara Birdsey, Barry Clause, John Dow, Sean Murphy, Mary Paquette, Jim Spaulding, Pete Thurber

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

Not in attendance –Karen Gray, Colin Higbie, Merle Kenyon, Gili Lushkov, Ed McGee

Excused – Barbara Dolyak, Linda Von Reyn

Interested community members – Stripe Demarest, Denis Salvail, Philip Salvail

Approval of Minutes –

Minutes of the November 10th meeting were approved. (Motion made by Dow, seconded by Birdsey.)

Committee Report Summaries –

Building committee (Dow reporting)

Architect Progress & Contract – The committee met with the architect on 11/24 and received price estimates for 1- and 2-story construction. The firm needs direction on this from the board today. They are still working to bring the price down to \$200/ft² without sacrificing quality.

Single or Two-Story – At a joint meeting of building and finance committees, the consensus was to recommend single story construction because, although most would prefer the 2-story plan, it doesn't fit our budget. A handout shows three possible scenarios for costs and financing. Samson answered questions about differences between the various options and emphasized that numbers have been changing every few days. He learned recently that CDBG funding is unlikely because, even with our best efforts to collect HUD survey data, we won't be able to demonstrate a high enough percentage (60%) of low/moderate income users in time for application deadlines. A second handout shows the latest single floor plan with expansion options. After much discussion, the motion to accept the joint committees' recommendation to go with the single story plan was approved. (Motion made by Dow, seconded by Spaulding.)

Communications committee (Berry, Birdsey, & Demarest reporting) – 49 pledges have been received since the last board meeting, mostly in response to the school flyer, for a total of 2498. 57% of those who received the HUD survey mailing have responded, which is a good rate of return but required an expensive and time-consuming effort.

Demarest showed a slightly revised painting from Barbara McAlister that will be better suited to planned uses. Samson printed and showed samples of stationery incorporating the design.

Fundraising committee (C. Barney reporting) – 2 \$10K donations have come in. Packets that go out to potential donors have been updated to include progress-to-date. At least \$125K-\$145K is still expected to come in this cycle. Berry says we'll still need an additional \$100K, so creative fundraising is still needed.

Finance committee (Paquette reporting) – Handouts of balance sheet, profit and loss detail, and checking account reconciliation detail show the complete summary of finances for the year to date.

Other Business –

Information request from IRS (Samson reporting) – The IRS sent a list of information to be provided before 501(c)3 status will be granted. Samson, Berry, and an attorney worked on responses to items 3-6. Item 2 suggested specific language to be inserted as an amendment to the Articles of Agreement. Samson urged us to add that same language as an amendment to the bylaws. A motion to amend the articles of agreement and the bylaws to include the specified language was approved unanimously. (Motion made by Thurber, seconded by Clause.) The secretary of the board (Schori) signed multiple copies of an Affidavit of Amendment that Samson will deliver to the Department of State in Concord on 12/9/14. Copies of the request, affidavit, and bylaw change are filed with these minutes.

Board resignations and vacancies – Kenyon has informed D. Barney that he wishes to resign from the board. Carroll has told Samson that she can't give it the time needed. A motion to accept their resignations and to remove Higbie due to failure to attend meetings (as allowed by the bylaws Art. IV, Sec. 10d) was approved unanimously. (Motion made by Berry, seconded by Thurber.) Efforts to find more members from Dorchester, Orange, Grafton, and Enfield will continue.

The building committee will meet Monday, 12/15, at 6pm at the fire station.

In response to inquiries about excavation on the flat west of Switch Road – that will be the future site of a truck garage belonging to Tom Hersey (not the clinic!).

Motion to adjourn was made by Birdsey, seconded by Thurber.

Next Meeting –

Monday, January 12, 2015, 7pm, at Canaan Hall (?).

Respectfully submitted,
Alice Schori, Secretary