

**Montezuma County Hospital District Regular Board Meeting
EMS Training Room
February 14, 2024**

Present:	Also Present:	Recorded by:
Brandon Johnson, Chairperson	Shirley Jones, SHS Chair	Bridgett Jabour, Secretary
Robert Dobry, Secretary/Treasurer	Travis Parker, SHS CHRO	
Gala Pock, Director	Joe Theine, SHS CEO	
Sean Flaherty, Director	Shelle Diehm, SHS Interim CFO via Teams	Excused/Absent:
Bob Ower, Director		Orly Lucero, Director
Bill Thompson, Vice-Chairperson	Bill Stroop, community member	Heidi Trainor, CPA
		Keenen Lovett, MCHD Attorney
Counsel:		Rob Owens, SHS Plant Ops Director
Kelly McCabe, MCHD Attorney		

Agenda Item/Topic	Findings and Discussions	Conclusions, Recommendations, Actions, and/or Motions	Follow-up Responsible Party
Call to order	MCHD Chair Brandon Johnson called the meeting to order at 6:01 pm.		
Roll Call	Roll was called for the Board by Robert Dobry, Scty/Treas for MCHD Board.		
Public Comment	Community member Bill Stroop thanked the board for having the agenda packet available before the meeting.		
Changes to Agenda	The board discussed the addition of Cortez Pipeline Representation for MCHD water shares be added under Capital Infrastructure Report	It was moved and seconded to add Cortez Pipeline Representation for MCHD. MOTION: Robert Dobry SECOND: Bob Ower Motion carried.	
Consent Agenda	January 10, 2024 Regular Meeting Minutes Payment of Bills	It was moved and seconded to approve the consent agenda as presented. Motion: Robert Dobry Second Bob Ower Motion carried.	
<u>REPORTS and ACTION ITEMS</u>			

<p>SHS Board Report</p>	<p>SHS Chairperson Shirley Jones advised that the SHS Board has been developing their committee assignments and continued board training and development.</p>		
<p>SHS Operating Report – Joe Theine</p>	<p>SHS CEO Joe Theine updated the MCHD Board on project, strategies and opportunities at SHS. He reviewed provider recruitment status, staff retention and recruitment initiatives and growth in services. Additionally, employee of the month and other recognitions were described.</p>		
<p>SHS FYE 2023 Financial Report – Shelle Diehm</p>	<p>December/year-end financials were reported by SHS Interim CFO Shelle Diehm. Highlights include:</p> <ul style="list-style-type: none"> • Retail pharmacy has increased \$2m in 2023. We have a lot of patients on FAP and CICP; our goal has been to get proper medications to improve patient outcomes, with programs for uninsured. • With a new investment strategy, SHS is locked in to higher interest rates in late 2023 for 3-5years as we anticipate lowering of interest rates in 2024. It was very good timing to make this change. • FYE December 2023 EBIDA is \$5.976M, up \$700k over previous year. • The Vectra line of credit we paid down over \$1M on in 2023. • Ms. Diehm reviewed business office elements, income statement, balance sheet, • Mr. Theine updated the MCHD Board that conversations continue regarding the request to the bank syndicate with Zionsbancorp as trustee and Vectra Bank Colorado to lower days cash on hand. SHS has met with Mark Wright and the other creditors who are generally in agreement with lowering the days cash on hand requirement; SHS has requested lowering to 60 days cash. Cash flow report, operational analysis. SHS remains just at 80 days' cash, so even though there continues to be increase in funds of Capital Infrastructure funds, these cannot be expended unless we're able to maintain days' cash on hand requirement of 80 days. All other debt ratios are doing well. 13-week cash projection, review of schedule of debt payments end year with \$1.5m in capital infrastructure reserve account. 	<p>There was a question regarding the payor mix for 2023. Ms. Diehm will get this information and forward to the MCHD Board.</p> <p>The bank syndicate will review and will determine response in the next week or two to determine if they're willing to lower days' cash on hand requirement. If approved by syndicate, this will require amendment signed by both MCHD, SHS, the banks and the County Commissioners as it affects bond documents.</p>	<p>Ms. Diehm</p> <p>Mr. McCabe's office will keep MCHD Board apprised of progress.</p>

<p>Financial Report – Robert Dobry, Scty/Treasurer</p>	<p>Sales tax received totals \$180,088.81 for the month. Year-over-year, receipt of 101.18% compared to 2023 same month. Mr. Dobry requested board direction regarding the separate bank account for DOLA/Caring for Colorado account. Would like to move approximate \$2k of funds to general account, and close out this sweep account since it is no longer in use. There was board consensus was that this was acceptable.</p>	<p>Per Mr. McCabe, no board action is necessary to initiate closing of the DOLA/Caring for Colorado account.</p>	<p>Mr. Dobry will close the account with this direction from the Board.</p>
<p>Foundation Report</p>	<p>Gala stated they approved the purchase of the endoscope for barium that can image the vocal cords to diagnose and provide therapy for speech patterns. We'll be the only facility in SW Colorado with that piece of equipment.</p>	<p>The SWMH Foundation board is now meeting monthly.</p>	
<p>Capital Infrastructure Committee Report</p>	<p>Cortez 21 Pipeline will be meeting next month. Orly Lucero is our current representative; Mr. Johnson recommended that MCHD appoint a secondary person if Mr. Lucero is not available.</p> <p>Mr. Flaugherly advised that the Capital Infrastructure Committee met this morning and discussed 2 topics: the roof repair project and the Microgrid proposal received by Mazzetti Engineering. The Capital Infrastructure Committee received 2 bids for the roofing project with 2 different technologies. One is new membrane and the other is an overlayment. The new membrane is half the price of the overlayment. The Committee has determined it would be prudent to put it back out for additional bids before making any further decisions.</p> <p>Mr. Dobry advised that there is a DOLA Grant funding cycle in March, but with the additional work being needed prior to application, it is recommended that MCHD apply early summer. Additional design and financing options are needed before applying. The Capital Infrastructure committee will continue to meet monthly.</p>	<p>It was moved and seconded to appoint Bob Ower as MCHD representative to Cortez 21 Pipeline. MOTION: Robert Dobry SECOND: Gala Pock. Motion carried. Kelly McCabe stated he will draw up a resolution and background on the history of the pipeline. When attending, Mr. Ower may be asked to pay dues for MCHD for the year. It was noted that dues will be reimbursed to Mr. Ower by the District.</p> <p>The board discussed the Microgrid Proposal. Mr. Dobry recommended that MCHD fully take the burden of the cost for preplanning, keeping the expense separate from the Capital Improvement funds. MCHD should be the client on this proposal. It was moved and seconded that the MCHD Board fully fund the project up to \$25,600, adding the deliverable of financing options to the fee proposal and authorizing Brandon Johnson to sign with these changes.</p>	

		MOTION: Robert Dobry SECOND: Gala Pock Motion carried.	
Attorney Report	Mr. McCabe stated that the Board should have received via email this week, the amended bylaws, with minor edits adjusting article 3 to correct years in election to align with current statute. Other changes include amending Article 11, indemnification clause removing obsolete language.	It was moved and seconded to amend the Bylaws as recommended by Mr. McCabe, waiving further notice; dating February 14 th , 2024. MOTION: Gala Pock SECOND: Sean Flaugherly Motion carried; none opposed. The final bylaws will be signed by Mr. Johnson and forwarded to Ms. Jabour for Board records.	
Executive Session	There was no board action to adjourn to executive session.		
Adjournment	Next meeting to take place March 13, 2024.	The Board adjourned the meeting at 7:02 pm. MOTION: Robert Dobry SECOND: Bob Ower Motion carried.	

Bridgett Jabour, MCHD Secretary

Robert Dobry, Secretary/Treasurer