

**MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE  
WINNIE-STOWELL HOSPITAL DISTRICT**

The Regular Meeting of the Board of Directors of the Winnie-Stowell Hospital District (“District”) was noticed and filed pursuant to the Texas Open Meetings Act a seventy-two (72) hours prior to the opening of said meeting for 6:00 p.m. on the 18th day of October 2017, at the Winnie Community Hospital (“Hospital”)-Conference Room, Broadway, Winnie Texas (a copy of said Notice being placed amongst the files of the District).

The roll was called of the members of the Board, to wit:

Ed Murrell, President  
Jeff Rollo, Vice-President  
Anthony Stramecki, Treasurer  
Raul Espinosa, Secretary  
Sharon Burgess, Director

All said Board members were present. In addition, to the above named Board members, also present at the meeting were: Sherrie Norris, District Administrator; Yani Jiminez, Indigent Care Director; Hubert Oxford, IV, General Counsel; David Sticker, District’s CPA; Tony King, Chambers County Sherriff’s Office; Ron Nichols, Winnie Stowell Emergency Medical Services (“WSEMS”); Wade Thibodeaux, the Hometown Press; and citizens listed on the attached sign in sheet. (*See Exhibit “A”*).

At 6:00 p.m., President Murrell called the Regular Meeting of the Board of Directors of Winnie Stowell Hospital District to order. After a quorum was established and those present recited the Pledge of Allegiance., President Murrell called for public comment. Mr. Ron Nichols, coordinator of the WSEMS asked to make a public comment about a recent article in the Seabreeze Beacon in order to clarify incorrect assertions in the article that the Business Associate Agreement proposed by the District to the WSEMS required the WSEMS to transport

patients to the Winnie Community Hospital. Specifically, Mr. Nichols made it stated that at the June 20, 2017 Regular Meeting following a motion by President Bobby Way, the WSEMS voted to approve the Business Associate Agreement. Further, at the time the WSEMS Board agreed to enter into this agreement, there was a clear understanding by the WSEMS Board that the only purpose of the agreement was to share information and there was certainly no requirement of the WSEMS to transport the District's indigent clients only to the Winnie Community Hospital ("Hospital"). In fact, Mr. Nichols confirmed that the District's Indigent Policy is in harmony with the WSEMS policies and procedures that require medics working for the WSEMS use their best professional judgment when determining the most appropriate healthcare facility to render care and treatment to their patients.

Following Mr. Nichols public statement, President Murrell asked the Board to consider and take action on Agenda Item No. 3, to review and approve the minutes of the September 20, 2017 Regular Meeting and September 27, 2017 Special Meeting. After a review of the minutes, Director Stramecki made a motion to approve the minutes of the September 20, 2017 Regular Meeting and September 27, 2017 Special Meeting. This motion was seconded by Director Burgess with the unanimous consent of the entire Board.

The Board was then asked to move to Agenda Item No. 4, to review and approve financials report; payment of invoices, and amend budget, if necessary. Mrs. Norris and the District's CPA, David Sticker, provided the Board with a number of documents including: 1) Balance Sheet 2) Profit & Loss Budget vs. Actual as of October 18, 2017; 3) a list of Open Invoices, along with the invoices attached, to be approved by the Board; and 4); a Check Register through October 18, 2017. (*See Exhibit "B"*). Per Mr. Sticker, as of October 18, 2017,

the District had total assets of \$10,599,391.32. On the other hand, the District had \$6,512,023.72 in liabilities. Included in the total assets were the following funds that belonged to the District.

<b>Account</b>	<b>Balance</b>
Prosperity Bank-Checking	\$203,077.29
Prosperity Bank-CD	\$104,754.85
Post Oak Bank CD	\$2,700,000.00
TexStar	\$658,386.89
Graham Interbank Account	\$355,858.69
<b>Total</b>	<b>\$4,022,077.72</b>

At the conclusion of the discussion regarding the District’s finances, a motion was made by Director Rollo to approve the financial reports and outstanding invoices set forth in **Exhibit “B”**. This motion was seconded by Director Stramecki with the unanimous approval of all Board members present.

Next up for consideration was Agenda Item No. 5, Committee reports. President Murrell called on Director Stramecki to give the Board an update on the Hospital Emergency Room Project. Director Stramecki did not have much to report but did state that the committee made up of himself, President Murrell and representatives of the Hospital were working with the Project Manager, Bob Walker to evaluate project cost and potential cost increases caused by the impact of Tropical Storm Harvey on material and labor. At the conclusion of Director Stramecki’s report, Director Burgess asked whether the District had an obligation to provide Home Healthcare service to those on the District’s indigent healthcare program. After a review of the District’s indigent care policy, Attorney Oxford advised that this service was not an optional service that the District had adopted as part of its policy. However, he did explain that

this was a service that was provided for in the Texas Health and Safety Code, Section 61..0285(a)(4) and therefore, if the Board agreed to amend its Indigent Care Policy, this was a service that the District could provide.

President Murrell then called on staff to present reports pursuant to Agenda Item No. 6. Staff reports were as follows:

- a. **District Administrator:** The District Administrator stated that she had nothing to report.
- b. **District Indigent Care Director:** President Murrell then turned to the District's Indigent Care Director, Yani Jiminez and asked for her indigent care report. Mrs. Jiminez presented the Board with the District's Indigent Care reports for September 2017. (*See Exhibit "C"*). According to Mrs. Jiminez, in September 2017, there were seventy-seven (77) residents enrolled on the District's indigent care program. Additionally, Mrs. Jiminez informed the Board that in September 2017, the District incurred \$51,355.54 in fees and services from Winnie Community Hospital, outpatient care, and for prescriptions. However, because of agreements with the District's healthcare providers, the actual amount incurred was \$22,654.51 of which the District had to spend \$6,121.54 on prescriptions and \$4,079.52 for outpatient care to UTMB. The balance of the costs incurred was absorbed by the Winnie Community Hospital as part of the Indigent Care Agreement. In addition, Mrs. Jiminez returned to the matter brought up by Director Burgess regarding home healthcare by explaining that she has an indigent client that may need assistance from a home health nurse because there are problems with administering his medicines on a regular basis.

- c. **District General Counsel:** Attorney Oxford did not have anything to report in open session and advised the matters he needed to discuss needed to be addressed in executive session.
- d. **LTC Report:** LTC submitted a monthly report. (*See Exhibit “D”*).
- e. **Hospital Report:** None.

Following the staff reports, President Murrell asked the Board to take no action on Agenda Item No. 7, to discuss and take action, if necessary, on considering FEMA Public Assistance grants for the District’s nursing homes located in an area pronounced to be a Disaster Area by President of the United States. Attorney Oxford reported that since the District owned thirteen (13) nursing homes located inside a presidentially declared disaster area, they facilities qualified for FEMA Public Assistance grants. Per Attorney Oxford, he informed the managers for the thirteen (13) of the potential to apply for FEMA grants through the Public Assistance Program but did not receive much feedback. Therefore, he recommended that no action be taken on this agenda item.

President Murrell then turned the Board’s attention to Agenda Item No. 8, to discuss and take action, if necessary on considering amended Management Agreements with the Managers of the District’s Nursing homes. Attorney Oxford asked that this matter be tabled because he was waiting on feedback from the lawyers for the District’s managers to provide comments to the changes that had been made. A motion was made by Director Burgess to table Agenda Item No. 8. This motion was seconded by Director Rollo and was approved with the unanimous consent of all Directors present.

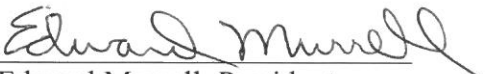
Before addressing Agenda Item No. 9, President Murrell skipped to Agenda Item No. 10, to discuss all other matters before the Board. As such, he called on Meridith Hamilton and Scott

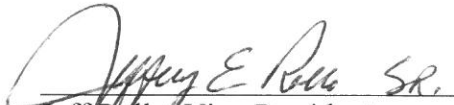
Pierce to discuss their requests. Per Mrs. Hamilton and Mr. Pierce, they believe there is a demand in the community for youth counseling services but often the families of these children that need this help cannot afford counseling or the children cannot ask their parents for the help because the parents are part of the problem. Therefore, they worked with Stace D. Farrow, a licensed professional counselor, who agreed to provide counseling at reduced costs of \$85.00 per hour and St. Vincent DePaul, who agreed to provide a receptionists area and office for Mrs. Farrow to offer her services. Their request to the District was to work with Mrs. Farrow to assist with developing a program and to pay a portion of the funding for the counseling services. At the completion of the presentation, Mrs. Hamilton and Mr. Pierce were asked a number of questions concerning the possibilities of providing assistance and the demand. Thereafter, Attorney Oxford stated that he would work with Mrs. Farrow at no cost to the District to help her with the preparation of any proposal and funding requests. Attorney Oxford did suggest that the program would need to be for youth residing in the District and he considered the need for an income qualification standard. Overall, the Board was very enthusiastic about the proposal and was excited to address it once Mrs. Farrow and Attorney Oxford were able to get together to prepare a proposal.

The Board was then asked to return to Agenda Item No. 9, to discuss and take action, if necessary on considering amended Service Agreements with the LTC Group to assist with the management of the District's nursing homes. Prior to discussion of this agenda item, President Murrell asked that the Board to go into executive session pursuant to Section 551.071 of the Texas Government Code for a consultation with attorney. The executive session was called at 6:50 p.m. and adjourned at 9:19 p.m. Once the Board returned from executive session, Attorney Oxford recommended that this item also be tabled. Thus, a motion was made by Director Rollo

to table Agenda Item No. 9. This motion was seconded by Director Stramecki and was approved with the unanimous consent of all Directors present.

There being no further business to discuss, President Murrell informed the Board that the next regularly scheduled meeting would be on November 15<sup>th</sup>, 2017 at 6:00 p.m. in order to accommodate vacation schedules. At 9:25 p.m., a motion was made by Director Stramecki to adjourn the meeting. This motion was seconded by Director Rollo and unanimously approved by all the Board members present.

  
Edward Murrell, President

  
Jeff Rollo, Vice-President