

## **MINUTES FOR THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE WINNIE-STOWELL HOSPITAL DISTRICT**

The 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 full 72 hours prior to the opening of said meeting for 8:30 a.m., April 24, 2024 at the District’s Offices located at 520 Broadway, Winnie, Texas 77665, (a copy of said Notice being placed amongst the files of the District). An electronic copy of this meeting is available upon request.

### **1. Call the Meeting to Order**

At approximately 8:35 a.m., the meeting was convened, and the roll was called of the members of the Board, to wit:

Mr. Ed Murrell	President
Mr. Anthony Stramecki	Vice-President
Robert “Bobby” Way	Treasurer
Jeff Rollo	Secretary
Kacey Vratis	Director

All said Board members were present with the exception of Director Vratis. In addition, to the above-named Board members, also present at the meeting were:

Mrs. Sherrie Norris	District Administrator
Mrs. Victoria Carlo	Administrator’s Assistant
Mr. Hubert Oxford, IV	General Counsel for the District
Mrs. MaKayla Vidal	District CPA
Mrs. Kaley Smith	Coastal Gateway

### **4. Public Comment**

Following the introduction of guest and the Pledge of the Allegiance, President Murrell then asked those in attendance for any public comment. Since there was none, the President asked for the Board members to move to Agenda Item No. 5.

**5. Discuss and take-action, if necessary, on renewing the CD and Line of Credit at First Financial Bank.**

Following the last meeting, Attorney Oxford explained that he had a discussion with the District CPA and First Financial Bank regarding the District's prior decision to authorize the Resolution set forth in **Exhibit "A-1"** that renewed the District's Line of Credit and Certificate of Deposit ("CD") at First Financial Bank ("Bank") effective May 1, 2024 in the amount of \$8,200,000.00. Attorney Oxford then turned over the discussion to the District's CPA who explained that after the line of credit was paid in full by the end of the week, it may be better to not renew the CD and Line of Credit because they are no longer necessary, and it would be more beneficial to the District if the District were able to invest the funds from the CD into an account that earned more interest. As such, Attorney Oxford presented the Board with a draft Resolution that rescinded the Board's prior action to renew the CD and Line of Credit and then terminate the CD and Line of Credit. (See **Exhibit "A-1"**). After some discussion, the Board welcomed Mrs. Vidal's suggestion and agreed to terminate the CD and Line of Credit at the Bank.

As such, a motion was made by Director Stramecki to terminate the CD and Line of Credit as provided for in **Exhibit A-1**. This motion was seconded by Director Way, and unanimously approved by all the Board members present.

**6. Discuss and take-action, if necessary, on approving IGT for QIPP Year 8.**

Next, President Murrell asked the Board to approve the Intergovernmental Transfer on behalf of the District's nursing facilities for Year 8, Quality Incentive Payment Program ("QIPP"). Attorney Oxford explained that the exact numbers have not been release yet but due to the District's increased participation in the QIPP program, its IGT is going to increase substantially and recommended approval of up to \$35,000,000.00 for the June 2024 IGT. However, Attorney Oxford explained that the actual IGT would be closer to \$30,000,000.00 but asked for additional authority in the event that there was any unexpected overage.

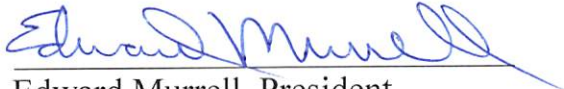
In response, a motion was made by Director Stramecki to authorize staff to initiate an IGT of up to \$35,000,000.00 on behalf of the District's nursing facilities for the QIPP, Year 8, June 2024 IGT. This motion was seconded by Director Way and unanimously approved by all the Board members.

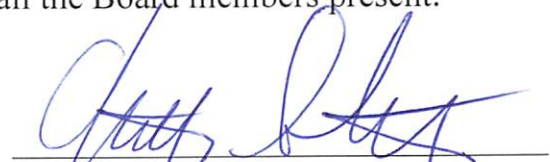
## **7. Discuss and take-action, if necessary, on amending the student loan policy**

Lastly, President Murrell called on Attorney to discuss the proposed Fourth Amended and Restated Student Loan Assistance policy (“Loan Assistance Policy”). (See Exhibit “B”). According to Attorney Oxford, he had been assisting Director Way, who had been urging for a change in the Loan Assistance Policy so as to make the recipients of any funding more responsive and obligated to stay within the District and to continue providing healthcare to the District’s indigent population and residents. Consequently, Director Way advised that he had been discussing the Loan Assistance Policy with others in the local healthcare community and he recommended that: (i) the District provide a ceiling on the amount of assistance it provided; (ii) that the payments be made on the anniversary of the approval by the Board of the assistance; and (iii) the payout of the financial assistance be made over a three (3) year period. Consequently, Attorney Oxford advised that he had researched some policies and suggested a tier system whereas: (i) physicians could qualify for \$180,000.00 in financial assistance; (ii) nurse practitioners and physician assistants could qualify for up to \$90,000.00 in assistance; and (iii) nurses could qualify for up to \$50,000.00. In addition, Attorney Oxford suggested that those already utilizing policy be grandfathered and that the District remove provisions for part-time and volunteers. Regarding the elimination of part-time and volunteers as qualifying healthcare providers within the Program, staff, was directed to reach out to the Winnie Stowell Volunteer Emergency Medical Services management to collaborate on a potential program to assist with training.

Upon the conclusion of the discussion, a motion was made by Director Stramecki to adopt a Fourth Amended and Restated Student Loan Assistance Policy that, among other things: (i) established a ceiling for financial assistance of up to \$180,000.00 for physicians, \$90,000.00 for nurse practitioners and physician assistants, and \$50,000.00 for nursing; (ii) payment shall over a three year period; (iii) the actual payments shall be made one year following the anniversary of the award of assistance; (iv) Fourth Amendment does not apply to existing recipients; and (v) the Loan Assistance Policy was only available to full time health care providers withing the District. This motion was seconded by Director Way and unanimously approved by all the Board members present.

Thereafter, President Murrell then called for any other such matters before the Board. There being none, the President Murrell confirmed the next Regular Meeting was scheduled for May 15, 2024 at 6:00 p.m. A motion was then made by Director Stramecki at 9:30 a.m. to adjourn the meeting. This motion was seconded by Director Way and unanimously approved by all the Board members present.

  
Edward Murrell, President

  
Anthony Stramecki, Vice-President