

# **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 three (3) business days prior to the opening of said meeting at 9:00a.m. on December 30, 2025 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 9:09 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

All said Board members were present. In addition to the above-named Board members, also present at the meeting were:

Mrs. Victoria Carlo	Administrator
Mrs. Tina Davis	Indigent Care Director
Ms. Kiela Barron	Administrative Assistant
Mr. Hubert Oxford, IV	General Counsel for the District
Mr. Chris Rutledge	New Light Healthcare
Ms. Alithea Sullivan	Stone Hilton
Mr. Michael Abrams	Stone Hilton

## **4. Public Comment**

Following the introduction of guest(s) and the Pledge of 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.

*[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]*

5. Prior to addressing the agenda items, the Board entered executive session at 9:10 a.m. pursuant to Texas Government Code Section 551.071 to consult with its legal counsel regarding legal matters. In addition to the Board members, the following individuals were present during executive session at the invitation of the Board:

- Mrs. Victoria Carlo, Administrator
- Mrs. Tina Davis, Indigent Care Director
- Ms. Kiela Barron, Administrative Assistant
- Mr. Hubert Oxford, IV, General Counsel for the District
- Mr. Chris Rutledge, New Light Healthcare
- Ms. Alithea Sullivan, Stone Hilton
- Mr. Michael Abrams, Stone Hilton

The Board reconvened in open session at 9:53 a.m. following executive session, and no action was taken in executive session.

**6. Discuss and take-action, if necessary, on engaging law firm to file represent the District in matter against the Centers for Medicare and Medicaid.**

Upon reconvening in open session, the Board considered and approved two related agreements with Stone Hilton PLLC. The first was an engagement agreement establishing the scope of legal services to be provided in connection with nursing home-related matters and other regulatory, legislative, compliance, and potential litigation issues affecting the District, including the provision of legal analysis, consulting services, government relations support, and representation in administrative or judicial proceedings as necessary. The engagement agreement provides for hourly billing at specified rates and contemplates that any expansion of services may be addressed through supplemental agreements. *See Exhibit "A-1"*. The second agreement was a retainer agreement providing for a refundable retainer in the amount of \$50,000.00, to be held in trust and applied to monthly invoices for services rendered under the engagement agreement, with provisions for replenishment if the balance falls below a specified threshold and for the return of any unearned portion upon completion or termination of the representation. *See Exhibit "A-2"*

The Board was then asked to vote on the approval of these agreements. Consequently, a motion was made by Director Stramecki, to authorize the Board

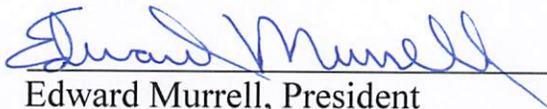
President to execute the two (2) agreements with Hilton Stone. This motion was seconded by Director Way.

**7. . Discuss and take-action, if necessary, on intergovernmental transfers for the Quality Improvement Payment Program for Year 9.**

Mr. Rutledge was called on to discuss this agenda item. Mr. Rutledge provided a general overview of certain financial impacts related to the Quality Incentive Payment Program (“QIPP”) affecting one (1) facility owned by the District, which resulted from changes to underlying data used in program calculations after prior funding assumptions were established. He explained that these changes created a variance between earlier projections and later projected distributions, through no action of the District. Mr. Rutledge further advised that, although the Board had previously approved the applicable intergovernmental transfer, management requested that the Board re-approve the intergovernmental transfer for the upcoming QIPP payment period in order to ensure continued participation and compliance with program requirements. The Board discussed the matter and considered the request.

After a brief discussion, a motion was made by Director Stramecki to approve the intergovernmental transfer for the second half of QIPP Year 9 in the amount of \$31,276,800.00. This motion was seconded by Director Way and unanimously approved by all the Board members.

Thereafter, President Murrell then called for any other such matters before the Board. There being none, President Murrell confirmed the next Regular Meeting was scheduled for January 21, 2026 at 9:56 p.m. A motion was then made by Director Stramecki at 3:45 p.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