

DECATUR COUNTY HOSPITAL BOARD OF TRUSTEES
SPECIAL MEETING MINUTES
October 13 2021 – 1:00pm

PRESENT: Denise Elefson, Sheri Frost, Guy Clark, Linda Chastain, Teri Foster, Larry Griffin, and Rebekah Mendenhall

ABSENT: None

OTHERS PRESENT: Mike Johnston (CEO) and Tara Spidle (CFO)

I. CALL TO ORDER

Denise Elefson called the meeting to order at 1:00pm

II. AGENDA APPROVAL

Mike Johnston requested that the Board chairperson add one (1) item to the published agenda – “Approval of the Form of the Indenture of Trust for the Series 2021 Hospital Revenue Bonds”

Linda Chastain made a motion to approve the agenda as amended and Sheri Frost made the second. Motion carried unanimously.

III. PUBLIC HEARING – PROPOSAL TO BORROW MONEY AND ISSUE REVENUE BONDS

Denise Elefson opened the public hearing as to the proposal for the hospital to borrow money and issue revenue bonds in an amount not to exceed \$4,400,000 for the operating room and outpatient clinic expansion project at 1:04pm. Proper notice of the hearing as required by state law was published in the Leon Journal-Reporter on October 06, 2021. No members of the public were present at the hearing and no verbal or written comments by the public were received from any of the Board members. The public hearing closed at 1:15pm.

IV. PRESENTATION OF DUE DILIGENCE REPORT ON PROPOSED CONTRACTOR

As was previously commissioned at the regular meeting of the Board of Trustees on September 29, 2021, Mike Johnston presented a written report documenting the results of a due diligence investigation into ATO Builders. The report concluded with a three (3)-point recommendation to the Board as follows:

- That ATO Builders meets the definition of a the “lowest responsive, responsible” contractor as per the requirements of Iowa law;
- As such, that the bid for the construction of the Operating Room and Outpatient Clinic project be awarded to ATO Builders; and
- That Shive-Hattery (architects) be further engaged to provide additional site visits for the purpose of construction oversight throughout the duration of the project.

After discussion, the Board of Trustees moved to the “action items” as printed on the meeting agenda.

V. ACTION ITEMS

- **Resolution Adopting Plans, Specifications, Forms of Contract and Estimated Costs for the Operating Room and Outpatient Clinic Expansion Project.** Larry Griffin made a motion to approve the resolution with a second by Teri Foster. Motion carried unanimously.
- **Resolution Awarding the Construction Contract for the Operating Room and Outpatient Clinic Expansion Project.** As previously discussed, ATO Builders was identified as meeting the requirements

of the lowest responsive, responsible builder for the proposed project. The vote on this resolution included the recommendation of the Chief Executive Officer to engage Shive-Hattery for additional site visits throughout the project duration. Sheri Frost made a motion to approve the resolution and the aforementioned recommendation. Rebekah Mendenhall made the second. Motion carried unanimously.

- **Resolution to Borrow Money and Issue Revenue Bonds for the Operating Room and Outpatient Clinic Expansion Project.** As stated on the meeting agenda and in the public notice published on October 06, 2021 in the Leon Journal-Reporter, the resolution before the Board of Trustees was to approve borrowing money and issuing revenue bonds in an amount not to exceed \$4,400,000. The resolution additionally authorized the CEO and the Chief Financial Officer to undertake all actions as may be required to complete the applicable process consistent with the intent of the resolution. Linda Chastain made a motion to approve with a second by Teri Foster. Motion carried unanimously.
- **Approval of the Form of the Indenture of Trust for the Series 2021 Hospital Revenue Bonds Related to the Borrowing of Money and the Issuance of Revenue Bonds for the Operating Room and Outpatient Clinic Expansion Project.** Sheri Frost made a motion to approve and Guy Clark made the second. Motion carried unanimously.

VI. ADJOURNMENT

The meeting adjourned at 1:38 p.m.

Guy Clark, Secretary