

TELLURIDE HOSPITAL DISTRICT
December 10, 2008
SPECIAL BOARD MEETING MINUTES

Board Members in attendance: Bill Grun/President (via phone), Pamela Sante/Vice President (arrived at the conclusion of the special board meeting), Albert Roer/Treasurer, (via phone), Allen Solomon, MD/Secretary, and Dan Garner

TMC Management Present: Gordon Reichard/TMC Administrator-Recorder

I. CALL TO ORDER

Allen Solomon, MD called the meeting to order at 10:14am

II. RESOLUTION TO DISSOLVE THE NONPROFIT "MEDICAL CENTER OF TELLURIDE"

BE IT RESOLVED, that as the Corporation has no assets, nor liabilities and has transacted no business, the Board of Directors hereby directs that the Corporation be immediately dissolved and the law firm of Berenbaum, Weinshienk & Eason, P.C. is directed to prepare and file Articles of Dissolution with the Colorado Secretary of State.

Motion: Dan Garner moved that the above resolution be adapted. The motion was seconded by Allen Solomon, MD and carried with three board members present (less Bill Grun and Pamela Sante) voting in favor.

III. CERTIFICATION OF MILL LEVY

The attached "Certification of Tax Levies for Non-School Governments" was approved upon the recommendation of the Finance/Audit Subcommittee to the Board of Directors.

Motion: Dan Garner moved to set the Mill Levy as outlined in the Certification presented by Julie Wesseling. Albert Roer seconded the motion and the motion passed with all four Directors (less Pamela Sante) voting in favor.

IV. RESOLUTION TO ADOPT THE 2009 OPERATING BUDGET

The attached "Resolution to Adopt Budget" was approved upon the recommendation of the Finance/Audit Subcommittee to the Board of Directors.

Motion: Dan Garner moved to accept the 2009 Operating Budget as recommended to the board. Bill Grun seconded the motion and the motion passed with all four Directors present (less Pamela Sante) voting in favor.

V. RESOLUTION TO APPROPRIATE 2009 SUMS OF MONEY

The attached "Resolution to Appropriate Sums of Money" was approved upon the recommendation of the Finance/Audit Subcommittee to the Board of Directors.

Motion: Bill Grun moved to approve the resolution to appropriate monies (as defined in the attached resolution) to the 1) Emergency Center, 2) Primary Care Fund, 3) District General Fund and 4) Capital Equipment Fund. Dan Garner seconded the motion and the motion passed with the four Directors present (less Pamela Sante) voting in favor.

VI. RESOLUTION FOR 2008 SUPPLEMENTAL BUDGET AND APPROPRIATION

The attached "Resolution for Supplemental Budget and Appropriation" was approved upon the recommendation of the Finance/Audit Subcommittee to the Board of Directors.

Motion: Dan Garner moved to approve the supplemental budget and appropriation resolution. Bill Grun seconded the motion with all four of the Directors (less Pamela Sante) voting in favor.

vii. 2008 AUDIT ENGAGEMENT LETTER

Ms. Julie Wesseling presented the 2008 Dalby, Wendland & CO., P.C. Audit Engagement Letter to the board for their approval.

Motion: After discussion of the quoted rate, Dan Garner moved to approve the signing of the DW&Co Engagement Letter. Allen Solomon seconded the motion and it passed with all four board members present voting in favor.

viii. PUBLIC COMMENT

No public comment

ix. ADJOURNMENT

Allen Solomon, MD adjourned the meeting at 10:55am.

Minutes prepared by Gordon Reichard



Allen Solomon, MD Secretary
Telluride Hospital District