



NOTICE OF REGULAR BOARD MEETING OF THE
UPPER SAN JUAN HEALTH SERVICE DISTRICT d/b/a PAGOSA SPRINGS MEDICAL CENTER
Tuesday, May 27, 2025, at 5:00 p.m. MDT
The Board Room (direct access – northeast entrance)
95 South Pagosa Blvd., Pagosa Springs, CO 81147

The public may attend in person or via Teams.

Join on the web: <https://www.microsoft.com/en-us/microsoft-teams/join-a-meeting?rtc=1>

Meeting ID: 228 195 192 729

Passcode: T5oe7uw3

AGENDA

1) CALL TO ORDER; ADMINISTRATIVE MATTERS OF THE BOARD

- a) Confirmation by Clerk of the Board that Board Members elected May 6, 2025 are seated:
 - i) Affirmation of execution of the Oath of Office of the following members elected or re-elected to the Board on May 6, 2025: Kate Alfred, Mark Floyd, Eric Foss, Wayne Hooper, and Ashley Wilson.
 - ii) Affirmation that *all* Directors are covered by the District's Directors & Officers Insurance Policy.
- b) Confirmation of quorum
- c) Board Director self-disclosure of actual, potential, or perceived conflicts of interest
- d) Approval of the Agenda (and changes, if any)

2) PUBLIC COMMENT

This is an opportunity for the public to make comments and/or address USJHSD Board. Persons wishing to address the Board need to notify the Clerk to the Board, Antionette Martinez, prior to the start of the meeting. All public comments shall be limited to matters under the jurisdiction of the Board and shall be expressly limited to three (3) minutes per person. The Board is not required to respond to or discuss public comments. No action will be taken at this meeting on public comments.

3) PRESENTATION *911 Dispatch Services - presented by PSMC's EMS Chief, Jason Webb*

4) REPORTS

- a) **Oral Reports** (may be accompanied by a written report)
 - i) Chair Report Chair Kate Alfred
 - ii) CEO Report Rhonda Webb, MD
 - iii) ~~Executive Committee~~ _____
 - iv) ~~Foundation Board~~ _____
 - v) ~~Facilities Committee~~ _____

PSMC's Mission: To provide quality, compassionate healthcare and wellness for each person we serve.

~~vi) Strategic Planning Committee~~

vii) **Finance Committee Report**
(a) **April 2025 Financials**

Treasurer Mark Floyd and CFO Keplinger

b) **Written Reports** (*no oral report unless the Board has questions*)

i) **Medical Staff Report**

Chief of Staff, Dr. Corinne Reed

5) CONSENT AGENDA (The Consent Agenda is intended to allow Board approval, by a single motion, of matters that are considered routine. There will be no separate discussion of Consent Agenda matters unless requested.)

a) Approval of Board Member absences:

i) Regular meeting of **05/27/2025**

b) Approval of Minutes for the following meeting(s):

i) Regular meeting of **04/22/2025**

c) Approval of **Medical Staff report** recommendations for new or renewal of provider privileges.

6) DECISION AGENDA

a) **Consideration of Resolution 2025-06** regarding continuation of the Trauma Program.

b) **Consideration of Resolution 2025-07** regarding appointment of a Board Search Committee.

c) **Consideration of Resolution 2025-08** regarding temporarily waiving the election of the officer positions of Vice Chair and Treasurer.

d) Election of the Board Chair (or Officers depending on outcome of the vote on Resolution 2025-08).

7) EXECUTIVE SESSION

The Board reserves the right to meet in executive session for any purpose allowed and topic announced at open session of the meeting, in accordance with C.R.S. Section 24-6-402(4).

8) OTHER BUSINESS

Generally, this agenda item is limited to requests for a matter to be added to a future agenda of the Board or a Committee.

9) ADJOURN

Next Meeting: Tuesday, June 24, 2025, at 5:00 p.m. MST

**Finance Committee & CFO Report for the
USJHSD Board Meeting on May 27, 2025**

The Board's Finance Committee met on May 20, 2025 (present: Treasurer/Dir. Mark Floyd and at-large member Dwight Peters as well as the CEO, CFO, CAO and the Controller). The report below summarizes the April financials and any comments or questions of the Committee.

1) **APRIL FINANCIALS:**

a) **Bottom line and Income Statement:**

- i) Nothing remarkable to report about April. PSMC had a negative bottom line which is fairly typical for April and we budgeted a negative bottom line for the month.
- ii) PSMC had gross charges of \$7,115,117 (Income Statement line 19). Payer deductions to those gross charges were significant at <- \$3,852,923> (Income Statement line 21) and together with bad debt charity care resulted in a deduction to charges of just under 4 million (Income Statement line 25). Total monthly expenses were as budgeted. For the month of April, PSMC had a negative bottom line of \$334,229 (Income Statement line 52). Year-to-date bottom line remains positive and better than budget.
- iii) Discussion of volumes: April has traditionally followed a "shoulder season" trend although the off/low season trend is less pronounced in recent years.

- b) **Accounts Receivable:** Days of Accounts Receivable are in good shape and decreased slightly to 50 days.

c) **Cash on Hand and Statement of Cash Flows:**

- i) Cash increased slightly to 110.1 days of cash on hand.

d) **Balance Sheet:**

e) **Comments of Finance Committee:**

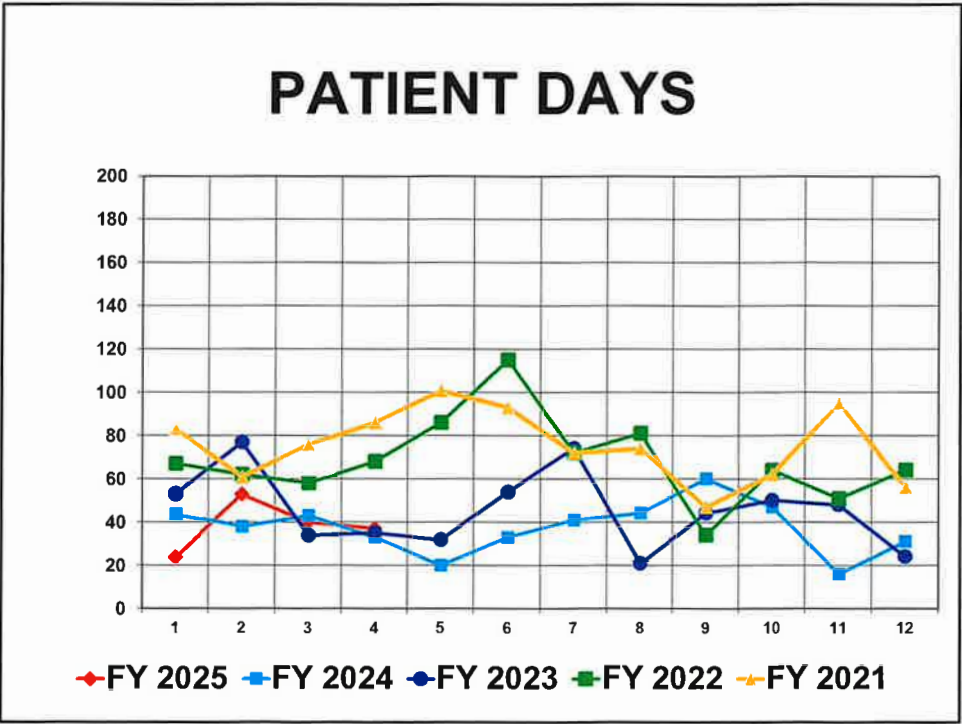
- i) No objections to the April financials.



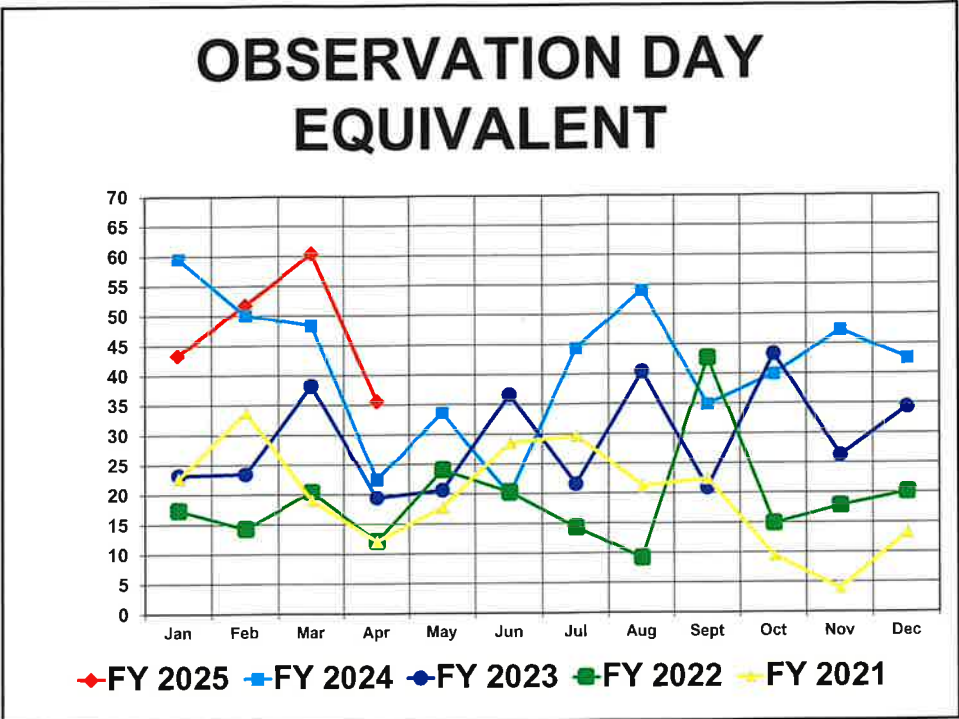
PAGOSA SPRINGS
Medical Center
First-Class Care *Close to Home*

FINANCIAL PRESENTATION
YTD APRIL 2025

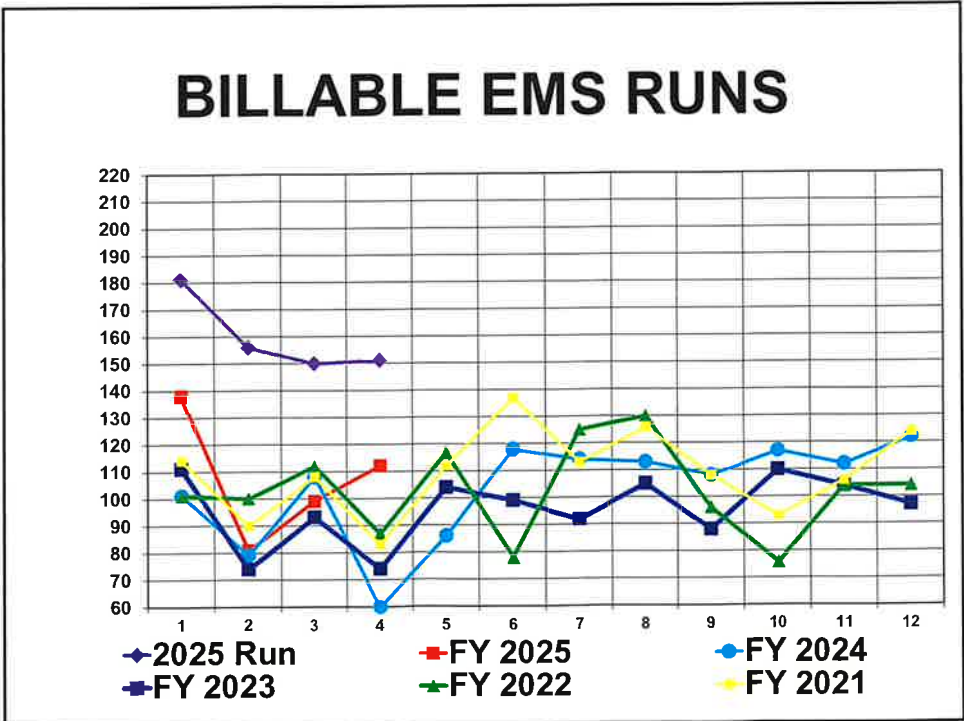
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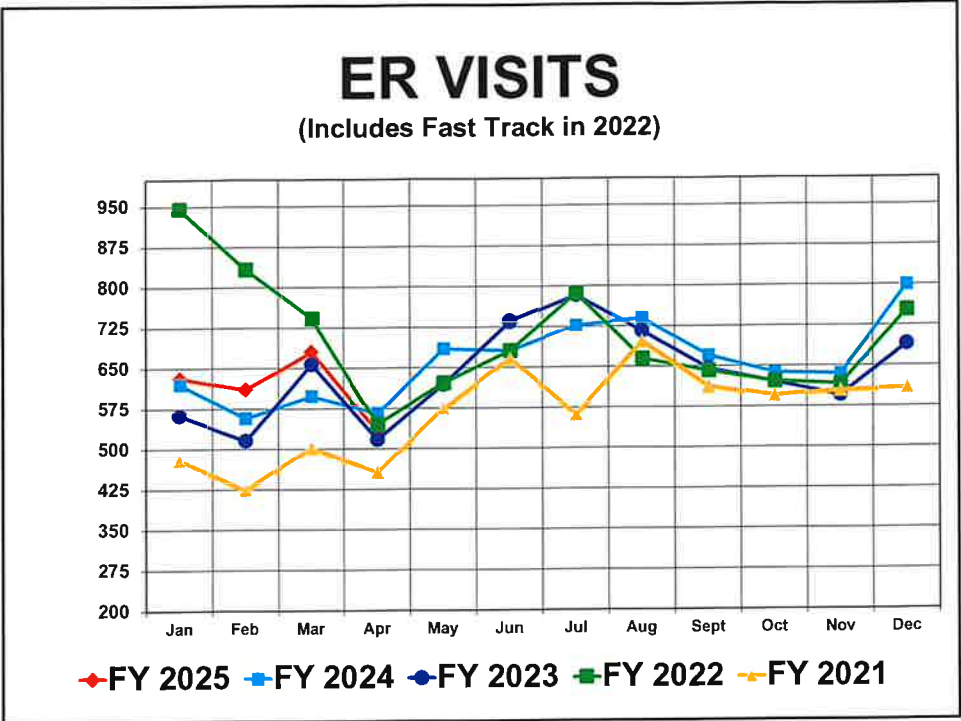
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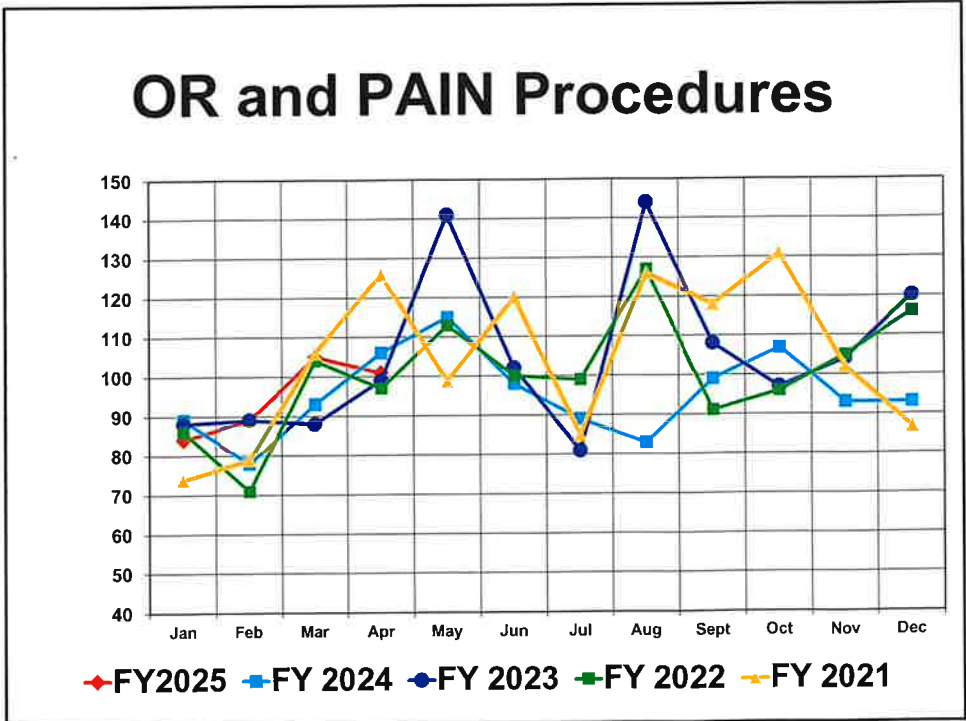
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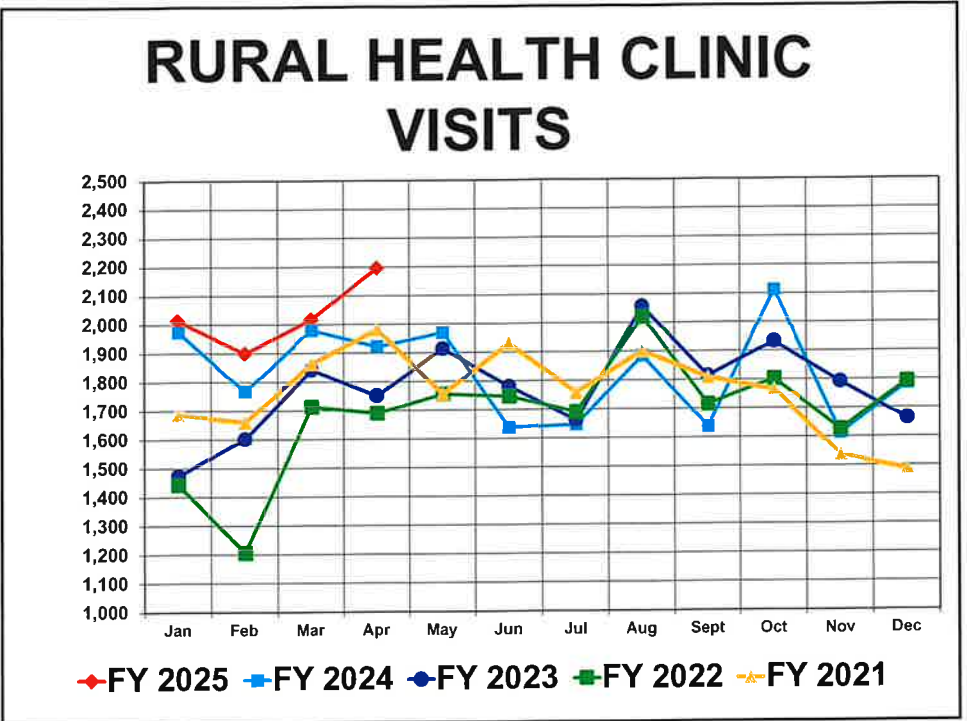
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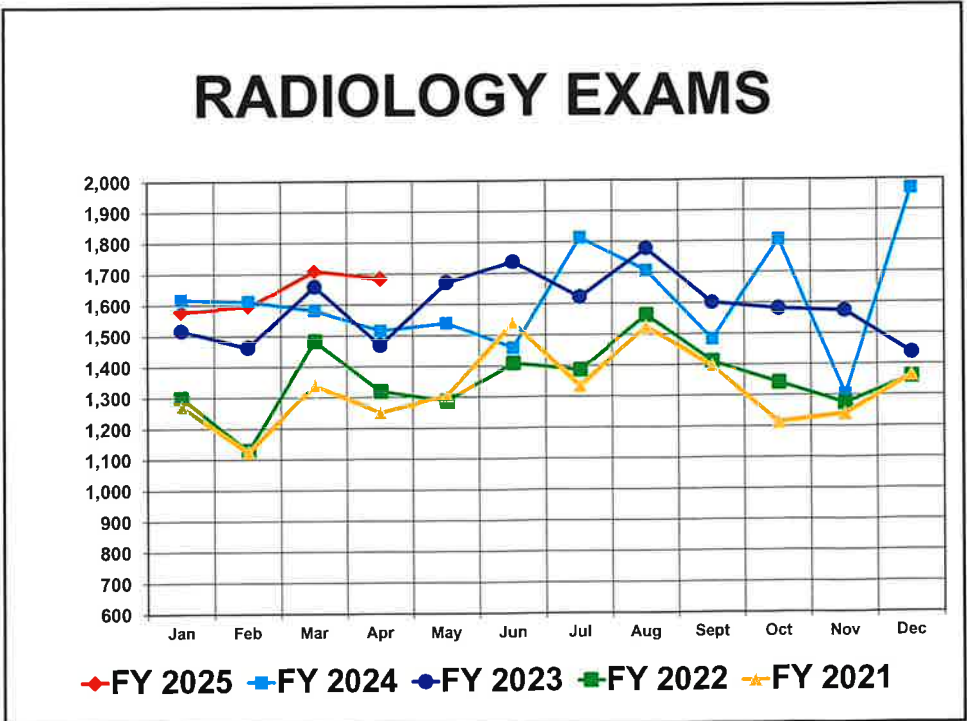
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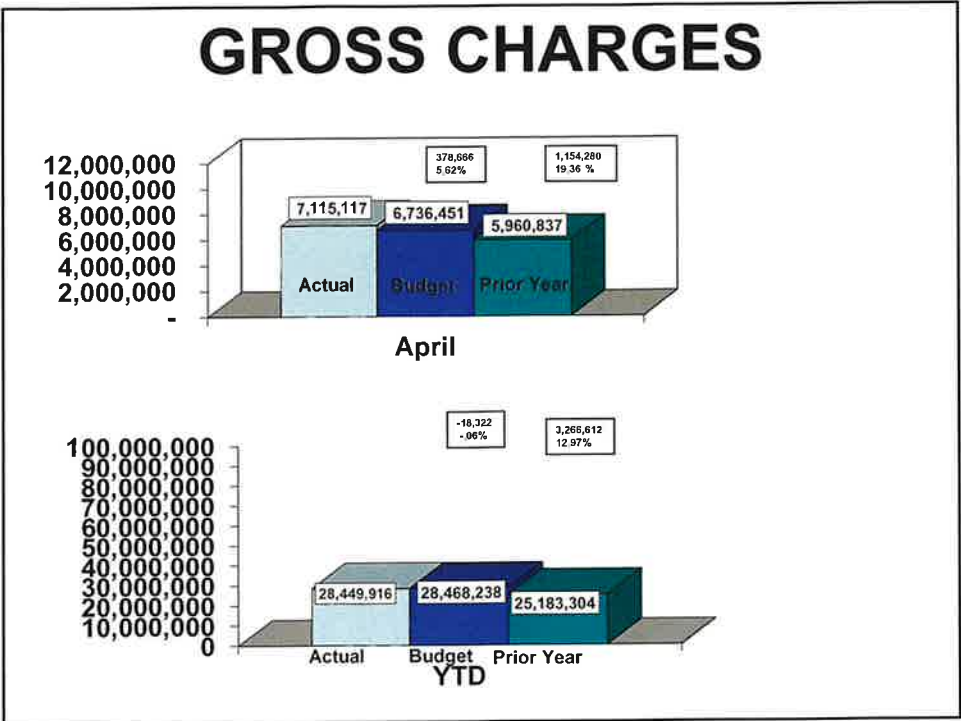
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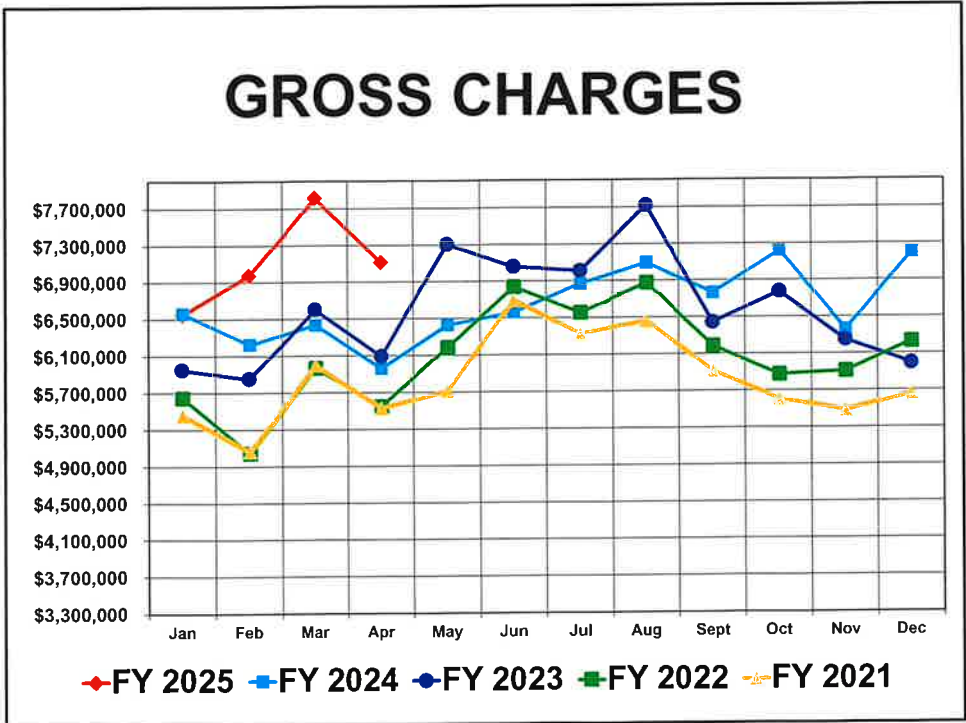
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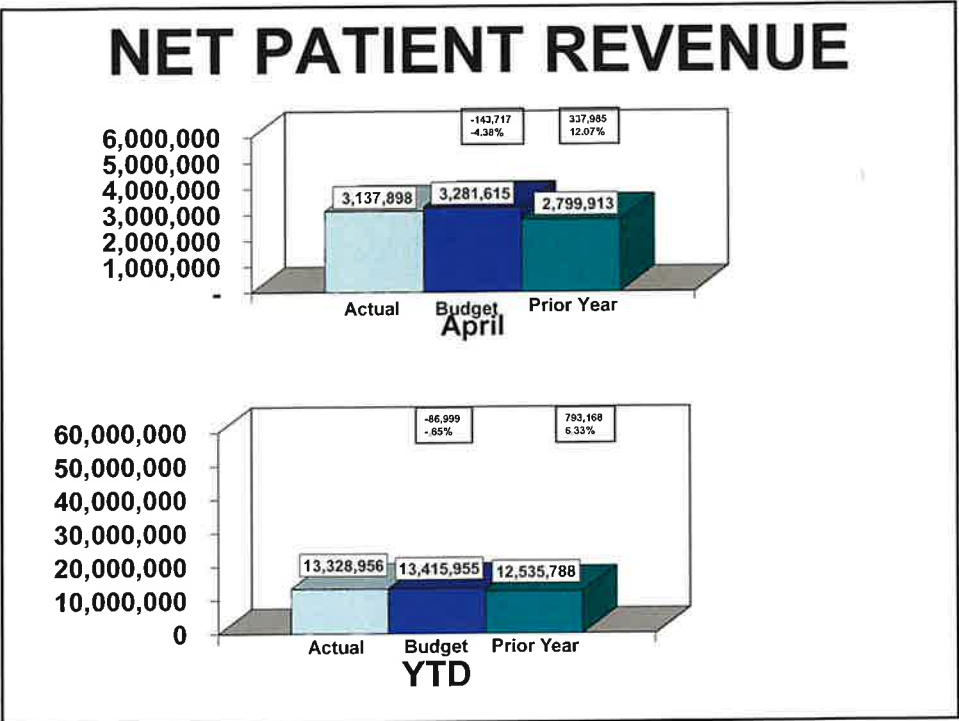
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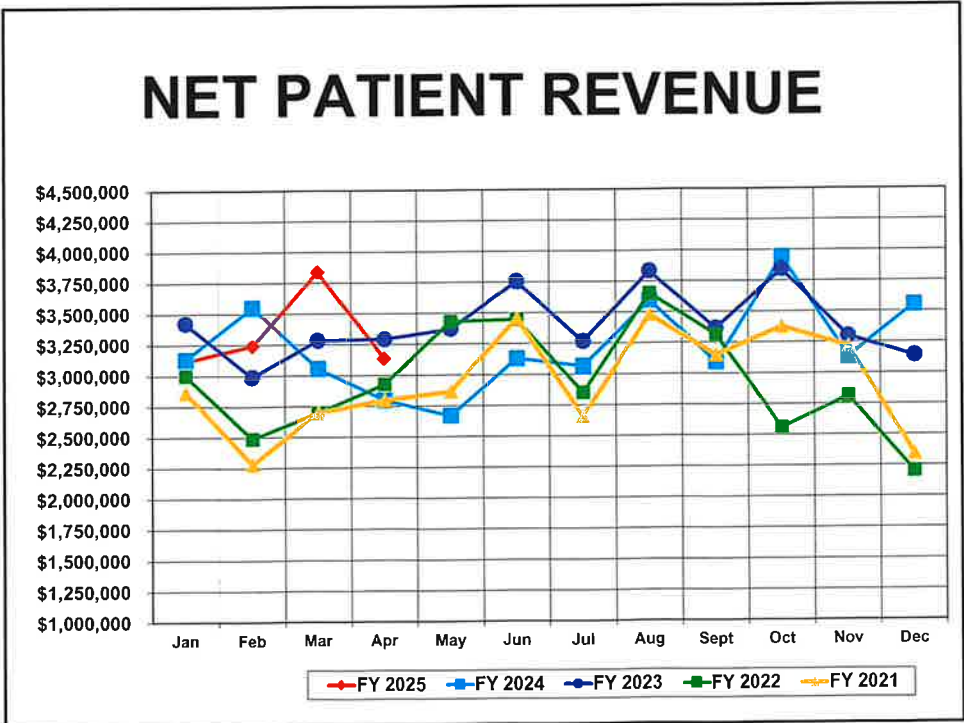
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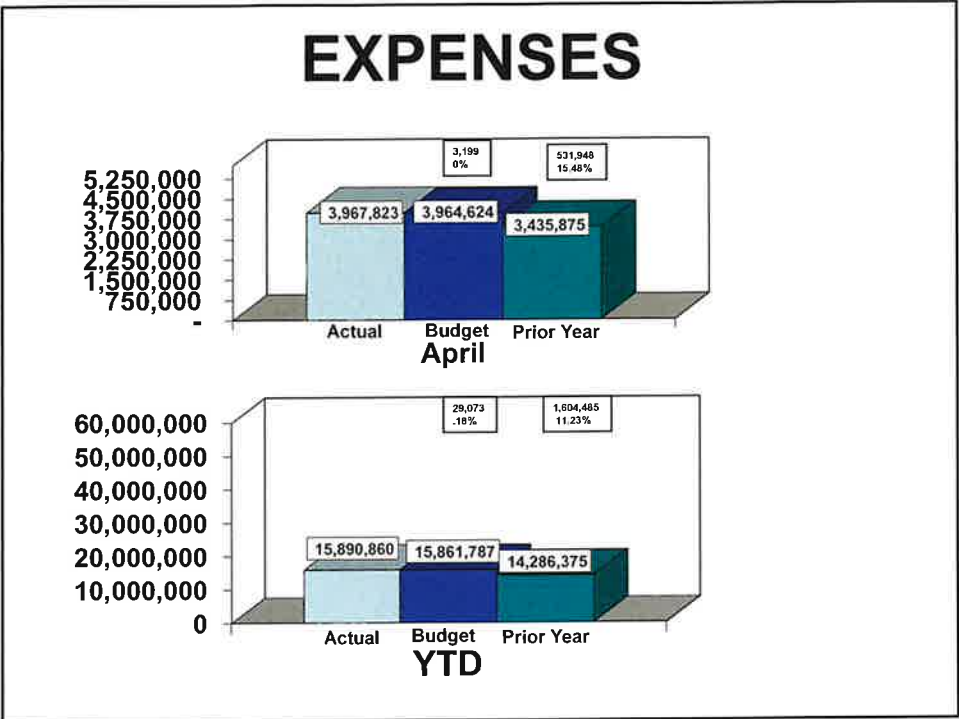
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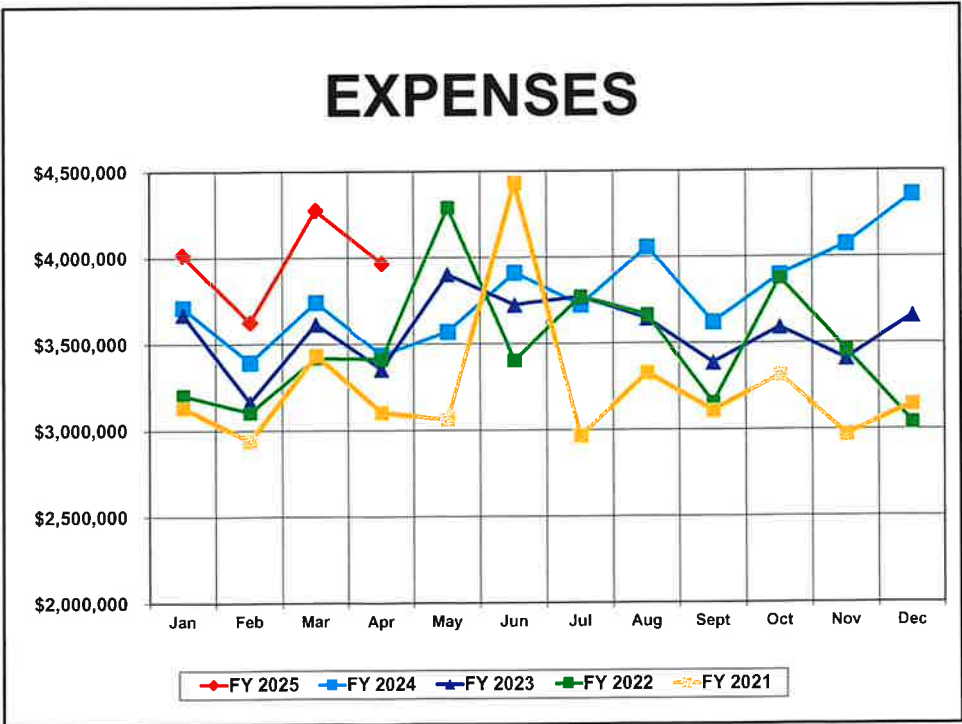
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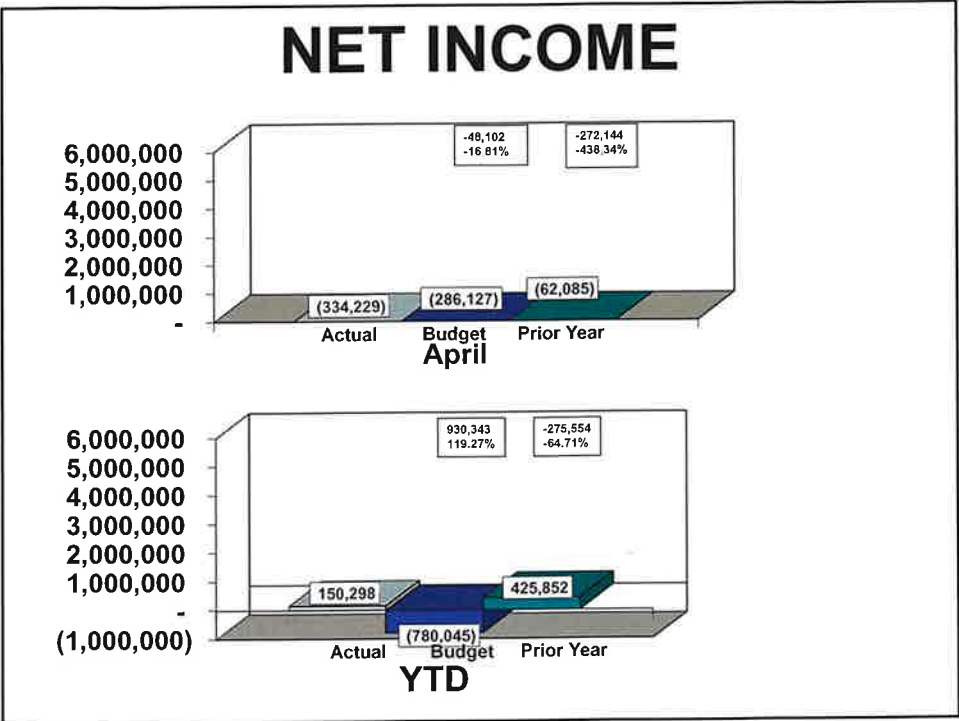
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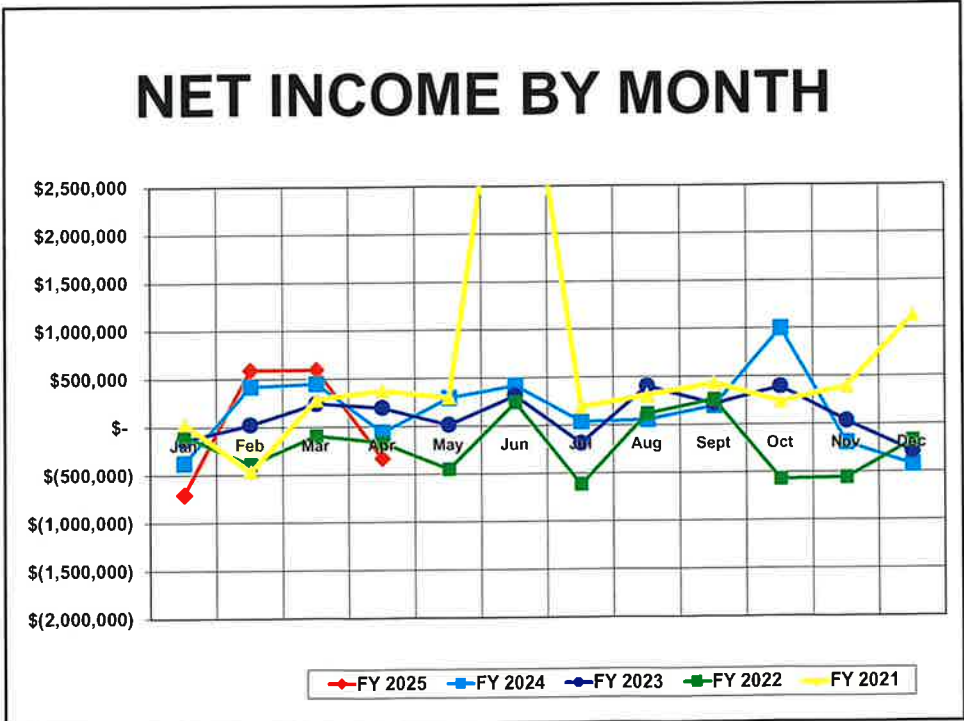
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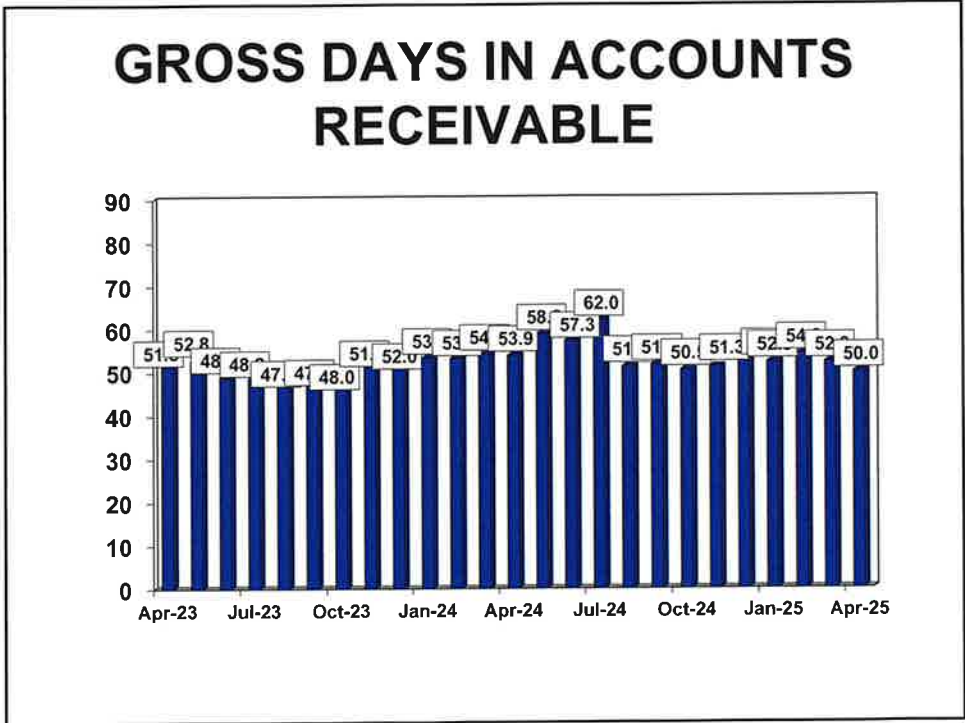
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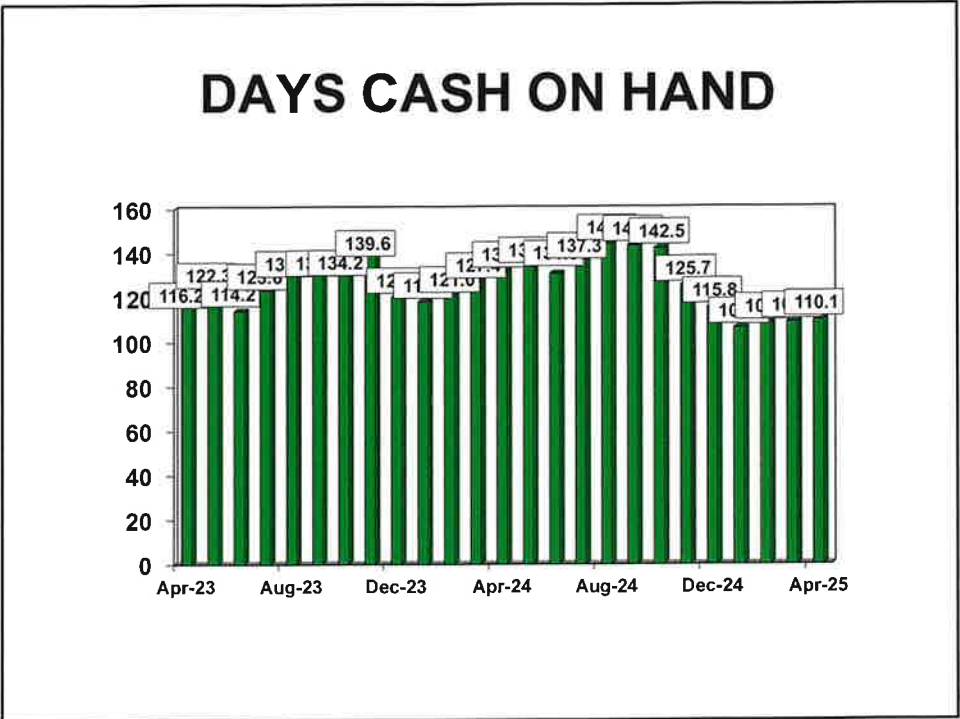
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Summary of Financials		
	March	April
Gross Charges	7,809,899	7,115,117
Net Revenue	3,836,839	3,137,898
Expenses	4,276,079	3,967,823
Grants, Misc and Tax Revenue	1,035,165	495,696
	Grants and Misc	328,263
		211,136
	Tax Revenue	706,902
		284,560
Net Income	595,925	(334,229)

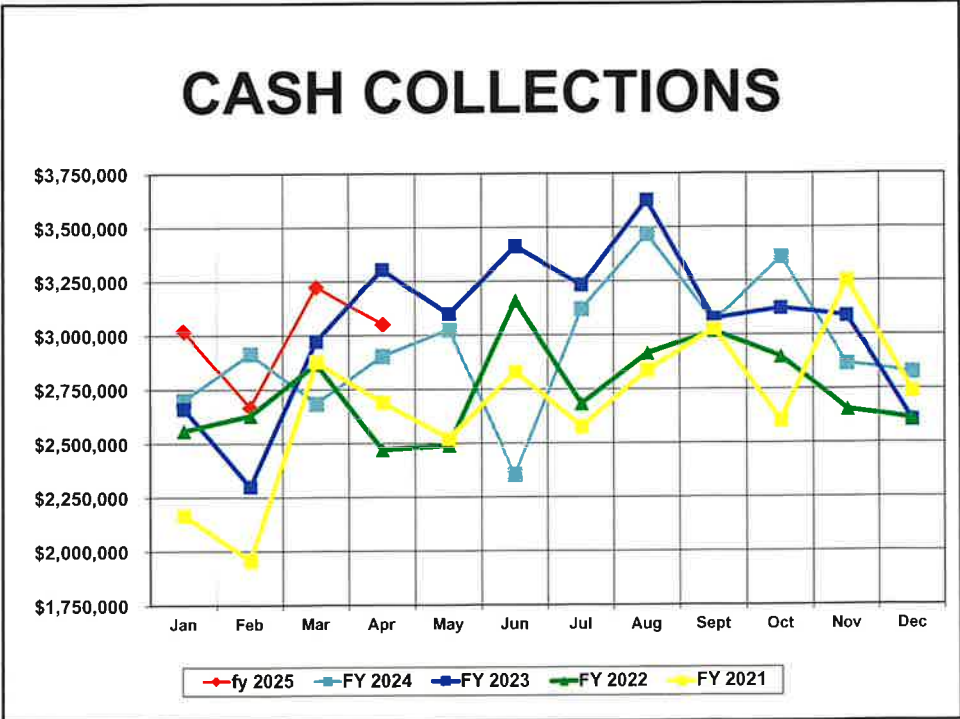
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Pagosa Springs Medical Center

Income Statement Comparison - - - April 30, 2025

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		Current Month				Year-to-Date			
		2025	Budget	Difference	Variance	2025	Budget	Difference	Variance
Revenue									
7	Total In-patient Revenue	277,126	146,298	130,828	89%	713,859	702,730	11,129	2%
17	Total Out-patient Revenue	6,364,533	5,938,328	426,205	7%	25,475,342	25,050,827	424,515	2%
18	Professional Fees	473,458	651,825	(178,367)	-27%	2,260,715	2,714,681	(453,966)	-17%
19	Total Patient Charges	7,115,117	6,736,451	378,666	6%	28,449,916	28,468,238	(18,322)	0%
20	Revenue Deductions & Bad Debt								
21	Contractual Allowances	3,852,923	3,510,863	342,060	10%	15,574,399	15,274,161	300,238	2%
22	Charity	106,568	38,300	68,268	178%	228,910	153,650	75,260	49%
23	Bad Debt	341,537	223,305	118,232	53%	612,888	895,845	(282,957)	-32%
24	Provider Fee & Other	(323,809)	(317,632)	(6,177)	2%	(1,295,237)	(1,271,373)	(23,864)	2%
25	Total Revenue Deductions & Bad Debt	3,977,219	3,454,836	522,383	15%	15,120,960	15,052,283	68,677	0%
26	Total Net Patient Revenue	3,137,898	3,281,615	(143,717)	-4%	13,328,956	13,415,955	(86,999)	-1%
27	Grants	72,191	25,997	46,194	178%	242,206	102,073	140,133	137%
28	HHS Stimulus Other Revenue	-	-	-		-	-	-	
29	COVID PPP Loan Forgiveness	-	-	-	0%	-	-	-	0%
30	Other Operating Income - Misc	88,648	93,470	(4,822)	-5%	439,048	366,998	72,050	20%
31	Total Net Revenues	3,298,737	3,401,082	(102,345)	-3%	14,010,210	13,885,026	125,184	1%
32	Operating Expenses								
33	Salary & Wages	1,929,504	2,080,316	(150,812)	-7%	7,756,294	8,321,265	(564,971)	-7%
34	Benefits	363,966	334,832	29,134	9%	1,356,720	1,336,017	20,703	2%
35	Professional Fees/Contract Labor	177,127	122,976	54,151	44%	715,817	518,391	197,426	38%
36	Purchased Services	204,833	163,728	41,105	25%	760,445	654,930	105,515	16%
37	Supplies	625,400	613,907	11,493	2%	2,716,231	2,468,472	247,759	10%
38	Rent & Leases	31,903	15,769	16,134	102%	108,525	63,078	45,447	72%
39	Repairs & Maintenance	51,088	68,642	(17,554)	-26%	213,595	273,874	(60,279)	-22%
40	Utilities	53,554	37,431	16,123	43%	173,288	149,020	24,268	16%
41	Insurance	38,892	38,355	537	1%	154,598	153,420	1,178	1%
42	Depreciation & Amortization	223,754	207,394	16,360	8%	874,636	825,673	48,963	6%
43	Interest	104,812	103,265	1,547	1%	417,173	412,044	5,129	1%
44	Other	162,990	178,009	(15,019)	-8%	643,538	685,603	(42,065)	-6%
45	Total Operating Expenses	3,967,823	3,964,624	3,199	0%	15,890,860	15,861,787	29,073	0%
46	Operating Revenue Less Expenses	(669,086)	(563,542)	(105,544)	-19%	(1,880,650)	(1,976,761)	96,111	5%
47	Non-Operating Income								
48	Interest Income	50,297	60,261	(9,964)	-17%	200,830	189,831	10,999	6%
49	Tax Revenue	284,560	217,154	67,406	31%	1,079,559	1,006,885	72,674	7%
50	Donations	-	-	-		750,559	-	750,559	
51	Total Non-Operating Income	334,857	277,415	57,442	21%	2,030,948	1,196,716	834,232	70%
52	Total Revenue Less Total Expenses	\$ (334,229)	\$ (286,127)	\$ (48,102)	-17%	\$ 150,298	\$ (780,045)	\$ 930,343	119%

The implementation of GASB 96 in 2023 has resulted in an increase of Depreciation and Interest Expense with a reduction of Purchase Service expenses.

Income Statement Comparison - - - April 30, 2025

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		Current Month				Year-to-Date			
		2025	2024	Difference	Variance	2025	2024	Difference	Variance
Revenue									
7	Total In-patient Revenue	277,126	124,673	152,453	122%	713,859	598,870	114,989	19%
17	Total Out-patient Revenue	6,364,533	5,307,861	1,056,672	20%	25,475,342	22,383,388	3,091,954	14%
18	Professional Fees	473,458	528,303	(54,845)	-10%	2,260,715	2,201,046	59,669	3%
19	Total Patient Charges	7,115,117	5,960,837	1,154,280	19%	28,449,916	25,183,304	3,266,612	13%
20	Revenue Deductions & Bad Debt								
21	Contractual Allowances	3,852,923	3,085,705	767,218	25%	15,574,399	13,421,439	2,152,960	16%
22	Charity	106,568	9,495	97,073	1022%	228,910	79,024	149,886	190%
23	Bad Debt	341,537	398,289	(56,752)	-14%	612,888	477,965	134,923	28%
24	Provider Fee & Other	(323,809)	(332,565)	8,756	-3%	(1,295,237)	(1,330,912)	35,675	-3%
25	Total Revenue Deductions & Bad Debt	3,977,219	3,160,924	816,295	26%	15,120,960	12,647,516	2,473,444	20%
26	Total Net Patient Revenue	3,137,898	2,799,913	337,985	12%	13,328,956	12,535,788	793,168	6%
27	Grants	72,191	51,409	20,782	40%	242,206	207,385	34,821	17%
28	HHS Stimulus Other Revenue	-	-	-		-	-	-	
29	COVID PPP Loan Forgiveness	-	-	-		-	-	-	
30	Other Operating Income - Misc	88,648	174,971	(86,323)	-49%	439,048	681,008	(241,960)	-36%
31	Total Net Revenues	3,298,737	3,026,293	272,444	9%	14,010,210	13,424,181	586,029	4%
32	Operating Expenses								
33	Salary & Wages	1,929,504	1,715,298	214,206	12%	7,756,294	7,329,366	426,928	6%
34	Benefits	363,966	212,153	151,813	72%	1,356,720	1,032,029	324,691	31%
35	Professional Fees/Contract Labor	177,127	174,181	2,946	2%	715,817	697,749	18,068	3%
36	Purchased Services	204,833	48,150	156,683	325%	760,445	712,459	47,986	7%
37	Supplies	625,400	479,787	145,613	30%	2,716,231	2,085,141	631,090	30%
38	Rent & Leases	31,903	11,596	20,307	175%	108,525	37,557	70,968	189%
39	Repairs & Maintenance	51,088	40,705	10,383	26%	213,595	191,765	21,830	11%
40	Utilities	53,554	34,544	19,010	55%	173,288	176,037	(2,749)	-2%
41	Insurance	38,892	36,254	2,638	7%	154,598	147,470	7,128	5%
42	Depreciation & Amortization	223,754	324,105	(100,351)	-31%	874,636	856,218	18,418	2%
43	Interest	104,812	186,138	(81,326)	-44%	417,173	433,700	(16,527)	-4%
44	Other	162,990	172,964	(9,974)	-6%	643,538	586,884	56,654	10%
45	Total Operating Expenses	3,967,823	3,435,875	531,948	15%	15,890,860	14,286,375	1,604,485	11%
46	Operating Revenue Less Expenses	(669,086)	(409,582)	(259,504)	-63%	(1,880,650)	(862,194)	(1,018,456)	-118%
47	Non-Operating Income								
48	Interest Income	50,297	64,526	(14,229)	-22%	200,830	243,597	(42,767)	-18%
49	Tax Revenue	284,560	282,971	1,589	1%	1,079,559	1,044,449	35,110	3%
50	Donations	-	-	-		750,559	-	750,559	
51	Total Non-Operating Income	334,857	347,497	(12,640)	-4%	2,030,948	1,288,046	742,902	58%
52	Total Revenue Less Total Expenses	\$ (334,229)	\$ (62,085)	\$ (272,144)	-438%	\$ 150,298	\$ 425,852	(275,554)	-65%

The implementation of GASB 96 in 2023 has resulted in an increase of Depreciation and Interest Expense with a reduction of Purchase Service expenses.

Pagosa Springs Medical Center

Balance Sheet - - April 30, 2025

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Assets	Current Month	Prior Month	Liabilities	Current Month	Prior Month
Current Assets			Current Liabilities		
Cash					
Operating (TBK)	\$ 2,102,957	\$ 2,306,023	Accts Payable - System	\$ 1,134,149	\$ 1,290,868
COLO Trust	1,838,395	1,831,768	Accrued Expenses	789,197	884,105
Debt Svc. Res. 2016 Bonds (UMB)	878,731	878,731	Cost Report Settlement Res	(1,006,136)	(999,304)
Bond Funds - 2016 Bonds (UMB)	681	679	Wages & Benefits Payable	2,681,955	2,449,215
Bond Funds - 2021 (UMB)	5,381,694	5,094,677	Deferred Revenue	1,191,592	1,471,652
CSIP Investments	4,450,054	4,434,092	COVID PPP Short Term Loan	-	-
Escrow - UMB	-	-	Relief Fund Liability	-	-
COVID PPP	-	-	Medicare Accelerated Pmt Liab	-	-
Relief Fund Cash Restricted	-	-	Current Portion of GASB 87 and 96 Liabilities	324,983	323,741
Medicare Accelerated Pmt	-	-	Current Portion of LT Debt-75 S Pagosa	130,000	130,000
Total Cash	14,652,512	14,545,970	Current Portion of LT Debt-2021	450,000	450,000
			Current Portion of LT Debt-2016	235,000	235,000
			Total Current Liabilities	5,930,740	6,235,277
Accounts Receivable					
Patient Revenue - Net	4,839,621	5,073,279	Long-Term Liabilities		
Other Receivables	1,550,113	1,959,661	Leases Payable - 75 S Pagosa	1,925,000	1,925,000
Total Accounts Receivable	6,389,734	7,032,940	GASB 87 and 96 Capital Leases	4,604,397	4,665,353
			Bond Premium (Net) - 2006 Def Outflows	161,264	162,376
Inventory	2,116,932	2,107,681	Bond Premium (Net) - 2016	107,054	107,479
			Bond Premium (Net) - 2021	603,620	607,591
Total Current Assets	23,159,178	23,686,591	Bonds Payable - 2021	6,580,000	6,580,000
			Bonds Payable - 2006	-	-
Fixed Assets			Bonds Payable - 2016	8,560,000	8,560,000
Property Plant & Equip (Net)	20,243,683	20,136,480	Total Long-Term Liabilities	22,541,335	22,607,799
GASB 87 & 96 Assets (Net)	4,080,718	4,148,492			
Work In Progress	3,802,692	3,987,512	Net Assets		
Land	704,021	704,021	Un-Restricted	23,926,001	23,926,001
Total Fixed Assets	28,831,114	28,976,505	Current Year Net Income/Loss	150,298	484,528
			Total Un-Restricted	24,076,299	24,410,529
Other Assets					
Prepays & Other Assets	558,082	590,509	Restricted	-	-
Total Other Assets	558,082	590,509	Total Net Assets	24,076,299	24,410,529
Total Assets	\$ 52,548,374	\$ 53,253,605	Total Liabilities & Net Assets	\$ 52,548,374	\$ 53,253,605

The implementation of GASB 96 in 2023 resulted an increase in Fixed Assets and Long and Short Term Liabilities

Pagosa Springs Medical Center

Monthly Trends

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	Apr-24	May-24	Jun-24	Jul-24	Aug-24	Sep-24	Oct-24	Nov-24	Dec-24	Jan-25	Feb-25	Mar-25	Apr-25	YTD Total
Activity	30	30	30	31	31	30	31	30	31	31	28	31	31	121
2 In-Patient Admissions	13	9	14	19	19	21	17	12	14	19	19	13	13	64
3 In-Patient Days	33	20	33	41	44	60	47	16	31	24	29	40	37	130
4 Avg Stay Days (In-patients)	2.5	2.2	2.4	2.2	2.3	2.9	2.8	1.3	2.2	1.3	1.5	3.1	2.8	2.0
8 Average Daily Census	1.1	0.7	1.1	1.3	1.4	2.0	1.5	0.5	1.0	0.8	1.0	1.3	1.2	1.1
Statistics														
9 E/R visits	566	685	681	727	739	670	638	635	800	631	610	680	533	2,454
10 Observ Hours	542	806	478	1,064	1,297	838	960	1,132	1,019	1,038	1,244	1,450	854	4,586
11 Lab Tests	6,313	6,647	5,897	6,923	6,701	6,557	7,020	6,671	6,838	6,948	6,361	7,085	6,962	27,356
12 Radiology/CT/MRI Exams	1,516	1,540	1,459	1,814	1,707	1,483	1,806	1,304	1,970	1,578	1,594	1,710	1,686	6,568
14 OR Cases	106	115	98	89	83	99	107	93	93	84	89	105	101	379
15 Clinic Visits	1,923	1,970	1,637	1,648	1,885	1,637	2,112	1,614	1,786	2,014	1,900	2,017	2,196	8,127
16 Spec. Clinic Visits	35	59	33	46	45	103	51	50	54	57	60	39	59	215
17 Oncology Clinic Visits	126	133	70	104	97	97	86	93	104	112	96	102	112	422
18 Oncology/Infusion Patients	115	229	242	323	283	317	267	275	303	219	260	307	366	1,152
19 EMS Transports	60	86	118	114	113	108	117	112	122	138	81	99	112	430
20 Total Stats	11,302	12,270	10,401	12,852	12,950	11,909	13,164	11,979	13,089	12,830	12,295	13,594	12,981	51,689

Pagosa Springs Medical Center - - - Statistical Review

Statistical Review

Page 5

2025	April			April			April Prior Y-T-D			
	Current Month Actual	Current Month Budget	Variance	Y-T-D Actual	Y-T-D Budget	Variance	Y-T-D Actual	Prior Y-T-D Actual	Difference	Variance
In-Patient										
Admissions:										
Acute	14	13	1	65	61	4	65	56	9	16%
Swing Bed	-	-	-	-	-	-	-	-	-	-
Total	14	13	1	65	61	4	65	56	9	16%
Patient Days:										
Acute	37	32	5	130	152	(22)	130	158	(28)	-18%
Swing Bed	-	-	-	-	-	-	-	-	-	-
Total	37	32	5	130	152	(22)	130	158	(28)	-18%
Average Daily Census:										
# Of Days	30	30		120	120		120	121		
Acute	1.2	1.1	0.2	1.1	1.3	(0.2)	1.1	1.3	(0.2)	-17%
Swing Bed	-	-	-	-	-	-	-	-	-	-
Total	1.2	1.1	0.2	1.1	1.3	(0.2)	1.1	1.3	(0.2)	-17%
Length of Stay:										
Acute	2.6	2.5	0.2	2.0	2.5	(0.5)	2.0	2.8	(0.8)	-29%
Swing Bed	-	-	-	-	-	-	-	-	-	0%
Total	2.6	2.5	0.2	2.0	2.5	(0.5)	2.0	2.8	(0.8)	-29%
Out-Patient										
Out-Patient Visits										
E/R Visits	533	614	(81)	2,454	2,591	(137)	2,454	2,342	112	5%
Observ admissions	32	36	(4)	181	150	31	181	166	15	9%
Lab Tests	6,962	6,156	806	27,356	25,971	1,385	27,356	26,097	1,259	5%
Radiology/CT/MRI Exams/IV	1,686	1,573	113	6,568	6,636	(68)	6,568	6,329	239	4%
OR Cases	101	131	(30)	379	551	(172)	379	390	(11)	-3%
Clinic Visits	2,196	2,045	151	8,127	8,628	(501)	8,127	7,646	481	6%
Spec. Clinic Visits	59	85	(26)	215	359	(144)	215	116	99	85%
Oncology Clinic Visits	112	89	23	432	376	56	432	466	(34)	-7%
Oncology/Infusion Patients	366	230	136	1,152	972	180	1,152	701	451	64%
EMS Transports	112	96	16	430	404	26	430	344	86	25%
Total	12,159	11,055	1,104	47,294	46,638	656	47,294	44,597	2,697	6%

Pagosa Springs Medical Center

Cerner/Healthland Accounts Receivable for Hospital by Payor and Days Outstanding -- As of April 30, 2025

		0-30 Days		31-60 Days		61-90 Days		91-120 Days		121-150 Days		151-180 Days		181+ Days		Total	Percent of Total	Accts sent to Collections	
2 Medicare	\$	2,841,509	\$	520,844	\$	169,578	\$	95,402	\$	75,347	\$	15,701	\$	219,956	\$	3,938,337	32%		Page 6
3 Medicaid		491,652		116,998		62,234		105,748		26,202		21,748		198,845		1,023,427	8%		
4 Third Party		1,753,701		434,095		344,225		137,106		63,322		108,092		543,559		3,384,100	28%		
5 Self-Pay		293,815		459,279		383,920		514,279		326,392		486,962		1,495,047		3,959,694	32%		
Current Month Total	\$	5,380,677	\$	1,531,216	\$	959,957	\$	852,535	\$	491,263	\$	632,503	\$	2,457,407	\$	12,305,558	100%	239,686	
Pct of Total		44%		12%		8%		7%		4%		5%		20%		100%			
Mar-25	\$	5,878,116	\$	1,431,709	\$	887,139	\$	553,759	\$	745,582	\$	497,247	\$	2,403,650	\$	12,397,202		289,678	
Pct of Total		47%		12%		7%		4%		6%		4%		19%		100%			
Feb-25	\$	5,935,029	\$	1,445,312	\$	682,201	\$	898,763	\$	621,321	\$	308,121	\$	2,580,511	\$	12,471,258		149,150	
Pct of Total		48%		12%		5%		7%		5%		2%		21%		100%			
Jan-25	\$	5,068,971	\$	1,305,124	\$	973,961	\$	777,031	\$	472,520	\$	378,367	\$	2,458,458	\$	11,434,432		331,283	
Pct of Total		44%		11%		9%		7%		4%		3%		22%		100%			
Dec-24	\$	5,319,743	\$	1,598,544	\$	909,266	\$	579,703	\$	559,746	\$	384,342	\$	2,563,856	\$	11,915,200		312,505	
Pct of Total		45%		13%		8%		5%		5%		3%		22%		100%			
Nov-24	\$	5,041,955	\$	942,675	\$	702,565	\$	632,660	\$	619,716	\$	376,424	\$	2,168,293	\$	10,484,288		223,749	
Pct of Total		48%		9%		7%		6%		6%		4%		21%		100%			
Oct-24	\$	5,410,175	\$	1,342,098	\$	895,631	\$	514,484	\$	618,148	\$	364,283	\$	2,428,748	\$	11,573,567		114,647	
Pct of Total		47%		12%		8%		4%		5%		3%		21%		100%			
Sep-24	\$	5,336,881	\$	1,545,826	\$	660,113	\$	801,160	\$	504,361	\$	385,052	\$	2,430,015	\$	11,663,408		166,526	
Pct of Total		46%		13%		6%		7%		4%		3%		21%		100%			
Aug-24	\$	5,398,392	\$	1,267,909	\$	941,782	\$	562,535	\$	502,383	\$	410,323	\$	2,371,609	\$	11,454,933		255,891	
Pct of Total		47%		11%		8%		5%		4%		4%		21%		100%			
Jul-24	\$	5,507,513	\$	1,647,105	\$	918,469	\$	644,364	\$	543,418	\$	410,560	\$	2,339,334	\$	12,010,764		185,572	
Pct of Total		46%		14%		8%		5%		5%		3%		19%		100%			
Jun-24	\$	5,629,904	\$	1,537,357	\$	787,921	\$	717,968	\$	578,896	\$	459,480	\$	2,222,990	\$	11,934,516		305,775	
Pct of Total		47%		13%		7%		6%		5%		4%		19%		100%			
May-24	\$	4,839,653	\$	1,099,638	\$	905,534	\$	690,343	\$	663,774	\$	338,675	\$	2,200,281	\$	10,737,898		401,030	
Pct of Total		45%		10%		8%		6%		6%		3%		20%		100%			
Apr-24	\$	4,505,943	\$	1,549,541	\$	1,079,814	\$	894,665	\$	562,615	\$	282,622	\$	2,280,611	\$	11,155,811		284,663	
Pct of Total		40%		14%		10%		8%		5%		3%		20%		100%			
Mar-24	\$	5,059,591	\$	1,408,458	\$	1,082,949	\$	715,465	\$	485,454	\$	352,812	\$	2,341,176	\$	11,445,905		305,544	
Pct of Total		44%		12%		9%		6%		4%		3%		20%		100%			
Feb-24	\$	4,965,411	\$	1,409,644	\$	782,310	\$	607,945	\$	488,055	\$	355,262	\$	2,382,519	\$	10,991,146		407,438	
Pct of Total		45%		13%		7%		6%		4%		3%		22%		100%			
Jan-24	\$	5,317,052	\$	1,163,491	\$	819,931	\$	591,365	\$	478,430	\$	436,820	\$	2,215,766	\$	11,022,855		367,168	
Pct of Total		48%		11%		7%		5%		4%		4%		20%		100%			
Dec-23	\$	4,828,604	\$	1,238,153	\$	729,575	\$	604,342	\$	617,616	\$	525,914	\$	2,209,207	\$	10,753,411		202,845	
Pct of Total		45%		12%		7%		6%		6%		5%		21%		100%			

Pagosa Springs Medical Center

Cerner/Healthland Accounts Receivable for Hospital by Payor and Days Outstanding -- As of April 30, 2025

		0-30 Days		31-60 Days		61-90 Days		91-120 Days		121-150 Days		151-180 Days		181+ Days		Total	Percent of Total	Accts sent to Collections
	Nov-23 Pct of Total	\$ 5,041,955 48%	\$ 942,675 9%	\$ 702,565 7%	\$ 632,660 6%	\$ 619,716 6%	\$ 376,424 4%	\$ 2,168,293 21%	\$ 10,484,288 100%		223,749							
	Oct-23 Pct of Total	\$ 5,276,718 49%	\$ 1,175,416 12%	\$ 781,816 8%	\$ 739,447 5%	\$ 494,084 4%	\$ 353,225 3%	\$ 2,101,803 19%	\$ 10,922,509 100%		209,769							
	Sep-23 Pct of Total	\$ 5,357,429 49%	\$ 1,364,191 12%	\$ 829,226 8%	\$ 571,432 5%	\$ 437,907 4%	\$ 314,760 3%	\$ 2,112,322 19%	\$ 10,987,267 100%		161,484	Page 7						
	Aug-23 Pct of Total	\$ 5,791,813 52%	\$ 1,310,432 12%	\$ 705,237 6%	\$ 499,128 4%	\$ 347,251 3%	\$ 331,541 3%	\$ 2,188,265 20%	\$ 11,173,667 100%		294,367							
	Jul-23 Pct of Total	\$ 5,195,855 47%	\$ 1,750,827 16%	\$ 922,811 8%	\$ 484,274 4%	\$ 416,696 4%	\$ 338,589 3%	\$ 1,881,363 17%	\$ 10,990,415 100%		262,515							
	Jun-23 Pct of Total	\$ 5,512,522 50%	\$ 1,195,087 11%	\$ 537,000 5%	\$ 531,450 5%	\$ 583,696 5%	\$ 409,956 4%	\$ 2,213,524 20%	\$ 10,983,235 100%		169,493							
	May-23 Pct of Total	\$ 5,727,512 50%	\$ 1,086,665 9%	\$ 730,974 6%	\$ 686,873 6%	\$ 574,251 5%	\$ 322,203 3%	\$ 2,335,486 20%	\$ 11,463,964 100%		149,612							
	Apr-23 Pct of Total	\$ 4,649,144 43%	\$ 1,340,245 12%	\$ 887,732 8%	\$ 744,066 7%	\$ 390,670 4%	\$ 383,149 4%	\$ 2,391,747 22%	\$ 10,786,753 100%		118,155							
	Mar-23 Pct of Total	\$ 5,487,671 48%	\$ 1,397,788 12%	\$ 1,008,260 9%	\$ 492,549 4%	\$ 442,994 4%	\$ 507,208 4%	\$ 2,182,723 19%	\$ 11,519,193 100%		146,612							
	Feb-23 Pct of Total	\$ 5,248,449 46%	\$ 1,682,584 15%	\$ 760,575 7%	\$ 468,388 4%	\$ 607,923 5%	\$ 437,374 4%	\$ 2,190,121 19%	\$ 11,395,414 100%		102,197							
	Jan-23 Pct of Total	\$ 5,123,357 48%	\$ 1,248,805 12%	\$ 614,514 6%	\$ 745,873 7%	\$ 482,283 4%	\$ 273,204 3%	\$ 2,257,741 21%	\$ 10,745,777 100%		141,264							
12	Pct Settled (Current)		74.0%	33.0%	3.9%	11.3%	15.2%	-394.2%										
13	Pct Settled (Mar from Feb)		75.9%	38.6%	18.8%	17.0%	20.0%	-680.1%										
14	Pct Settled (Feb from Jan)		71.5%	47.7%	7.7%	20.0%	34.8%	-582.0%										
15	Pct Settled (Jan from Dec)		75.5%	39.1%	14.5%	18.5%	32.4%	-539.7%										
16	Pct Settled (Dec from Nov)		68.3%	3.5%	17.5%	11.5%	38.0%	-581.1%										

Financial Class	Inpatient MTD	Outpatient MTD	Total MTD	% MTD
Auto/Liability Insurance	-	70,432.78	70,432.78	0.99%
Blue Cross	8,973.50	714,007.51	722,981.01	10.16%
Champus	-	55,436.20	55,436.20	0.78%
Commercial Insurance	32,638.48	764,189.15	796,827.63	11.20%
Medicaid	-	745,276.93	745,276.93	10.47%
Medicare	71,845.40	2,518,322.06	2,590,167.46	36.40%
Medicare HMO	118,867.54	1,237,459.58	1,356,327.12	19.06%
Self Pay	-	170,068.96	170,068.96	2.39%
Self Pay - Client Billing	-	3,308.70	3,308.70	0.05%
Veterans Administration	82,553.33	427,927.87	510,481.20	7.17%
Workers Compensation	-	93,808.45	93,808.45	1.32%
Total	314,878.25	6,800,238.19	7,115,116.44	100.00%

[illegible]

Pagosa Springs Medical Center
Financial Forecast
Statement of Cash Flows

	Apr-25
Cash Flows from operating activities	
Change in net assets	(345,022)
Adjustments to reconcile net assets to net cash	
Depreciation and amortization	223,754
Patient accounts receivable	233,658
Accounts payable and wages payable	76,020
Accrued liabilities	(94,908)
Pre-paid assets	32,427
Deferred revenues	(280,060)
Other receivables	409,548
Reserve for third party settlement	(6,832)
Inventory	(9,251)
Net Cash Provided by (used in) operating activities	239,334
Cash Flows from investing activities	
Purchase of property and equipment	(268,898)
Work in progress	184,820
Proceeds from sale of equipment/(Loss)	11,000
Net Cash Provided by (used in) investing activities	(73,078)
Cash Flows from financing activities	
Principal payments on long-term debt	-
Proceeds from debt (funding from 2021 Bond)	-
Proceeds from PPP Short Term Loan	-
Recognize Amounts from Relief Fund	-
Payments/Proceeds from Medicare Accelerated Payment	-
Change in Prior Year Net Assets	-
Change in leases payable	(59,714)
Net Cash Provided by (used in) financing activities	(59,714)
Net Increase(Decrease) in Cash	106,542
Cash Beginning of Month	14,545,970
Cash End of Month	14,652,512

2025 Cash						
Month	Cash Goal	Actual Cash	Variance	% Collected	GL Non AR	Total
Jan-25	\$2,985,514.00	\$3,021,404.11	\$35,890.11	101.20%	\$ 104,376.51	\$3,125,780.62
Feb-25	\$2,789,945.00	\$2,668,349.02	(\$121,595.98)	95.64%	\$ 866,947.44	\$3,535,296.46
Mar-25	\$3,036,524.56	\$3,226,924.97	\$190,400.41	106.27%	\$ 211,079.88	\$3,438,004.85
Apr-25	\$4,114,692.00	\$3,052,129.72	(\$1,062,562.28)	74.18%	\$ 131,037.57	\$3,183,167.29
May-25						
Jun-25						
Jul-25						
Aug-25						
Sep-25						
Oct-25						
Nov-25						
Dec-25						
	\$12,926,675.56	\$11,968,807.82	(\$957,867.74)	92.59%	\$ 1,313,441.40	\$13,282,249.22

2024 Revenue				
Month	Revenue Goal	Actual Revenue	Variance	% Generated
Jan-25	\$ 7,424,679.00	\$ 6,551,119.00	\$ (873,560.00)	88.23%
Feb-25	\$ 7,032,100.00	\$ 6,973,780.00	\$ (58,320.00)	99.17%
Mar-25	\$ 7,275,008.00	\$ 7,809,899.00	\$ 534,891.00	107.35%
Apr-25	\$ 6,736,451.00	\$ 7,115,116.00	\$ 378,665.00	105.62%
May-25				
Jun-25				
Jul-25				
Aug-25				
Sep-25				
Oct-25				
Nov-25				
Dec-25				
Totals	\$ 28,468,238.00	\$ 28,449,914.00	\$ (18,324.00)	99.94%



**THE UPPER SAN JUAN HEALTH SERVICE DISTRICT
DOING BUSINESS AS PAGOSA SPRINGS MEDICAL CENTER**

**MEDICAL STAFF REPORT BY CHIEF OF STAFF, CORINNE REED
May 27, 2025**

- I. ~~STATEMENT OF THE MEDICAL STAFF'S RECOMMENDATIONS FOR THE USJHSD BOARD ACCEPTANCE OF NEW POLICIES OR PROCEDURES ADOPTED BY THE MEDICAL STAFF:~~
- II. STATEMENT OF THE MEDICAL STAFF'S RECOMMENDATIONS FOR THE USJHSD BOARD ACCEPTANCE OF PROVIDER PRIVILEGES (ACCEPTANCE BY THE BOARD RESULTS IN THE GRANT OF PRIVILEGES):

NAME	INITIAL/REAPPOINT/CHANGE	TYPE OF PRIVILEGES	SPECIALTY
Lon Abney, MD	Initial Appointment	Telemedicine/Telecardiology	Cardiovascular Disease
Richard Converse, MD	Initial Appointment	Telemedicine/Telecardiology	Cardiovascular Disease
Matthew Genet, MD	Initial Appointment	Telemedicine/Teleradiology	Diagnostic Radiology
Winston Joe, MD	Initial Appointment	Telemedicine/Teleradiology	Diagnostic Radiology
Joseph Moulton, MD	Initial Appointment	Telemedicine/Teleradiology	Diagnostic Radiology
Ryan Orteiz, MD	Initial Appointment	Telemedicine/Teleradiology	Diagnostic Radiology
Logan Reimer, DO	Initial Appointment	Telemedicine/Telecardiology	Cardiovascular Disease
Scot Campbell, MD	Reappointment	Telemedicine/Teleradiology	Diagnostic Radiology
Christopher Ebersole, DO	Reappointment	Telemedicine/Teleradiology	Diagnostic Radiology
Michael Kushdilian, MD	Reappointment	Telemedicine/Teleradiology	Diagnostic Radiology and Neuroradiology
Gina Carr, MD	Change in Privileges: addition of Family Medicine Privileges	Courtesy/Hospitalist	Hospitalist and Family Medicine

- III. REPORT OF NUMBER OF PROVIDERS BY CATEGORY
- Active: 19
 - Courtesy: 18
 - Telemedicine: 143
 - Advanced Practice Providers & Behavioral Health Providers: 16
 - Honorary: 2
 - Total: 198



MINUTES OF REGULAR BOARD MEETING
Tuesday, April 22, 2025, at 5:00 PM
The Board Room
95 South Pagosa Blvd., Pagosa Springs, CO 81147

The Board of Directors (the “Board”) of the Upper San Juan Health Service District doing business as Pagosa Springs Medical Center (“PSMC”) held its regular board meeting on April 22, 2025, at PSMC, Board Room, 95 South Pagosa Blvd., Pagosa Springs, Colorado as well as via Teams video communications.

Director’s Present: Chair Kate Alfred, Vice Chair Marin Rose, Director Jason Cox, Director Gwen Taylor, Director Mark Floyd.

Board members present via Teams: Director Kathy Campbell.

Board members present via telephone: none

1) CALL TO ORDER

- a) Call for quorum: Chair Alfred called the meeting to order at 5:00 p.m. MDT and Clerk to the Board, Antoinette Martinez, recorded the minutes. A quorum of directors was present and acknowledged.
- b) Board member self-disclosure of actual, potential or perceived conflicts of interest: None.
- c) Approval of the Agenda: Director Jason Cox motioned to approve the agenda with no changes. Director Gwen Taylor seconded; the Board unanimously approved the agenda.

2) PUBLIC COMMENT

None

3) PRESENTATIONS

Recognition of Jason Cox, Barbara Parada and Marty Rose who are retiring from the Board.

Emergency & Inpatient Services – presented by Manager Memi Fox, RN

4) REPORTS

a) Oral Reports

i) Chair Report

- Chair Alfred wished Gwen Taylor a happy birthday.
- Chair Alfred acknowledged that she had provided the CEO evaluation to CEO Webb a day prior to its scheduled review, which was not in alignment with the Board’s established policy. Both Chair Alfred and CEO Webb are now fully aware of the policy as written; however, this early sharing did not influence the outcome of the evaluation as it had already been completed by that time.
- Chair Alfred echoed CEO Webb’s sentiments expressing heartfelt appreciation for the service of the three departing Board members. Chair Alfred recognized the departing Board member’s generous contributions of time, effort, thoughtfulness, dedication, and

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unwavering support to both PSMC and the community. On behalf of all, the Chair extended her sincere gratitude for all they had done.

- Questions asked and answered.

ii) CEO Report

CEO Webb advised of the following update:

- An email was distributed concerning a potential measles case involving a patient, with a possible exposure identified. Fortunately, test results for that individual returned negative. Currently, another patient in the Emergency Room is being evaluated for similar concerns; testing has been completed, and results are pending. In accordance with reporting requirements, all potential measles cases have been communicated to both the Colorado Department of Public Health and Environment (CDPHE) and the local public health authorities. While there was a reported exposure within the community, it did not occur at PSMC. Dr. Reed (Chief of Staff for PSMC) has collaborated with Ashley Wilson, the Executive Director of Public Health, and Dr. Schaffer of Pagosa Medical Group, for a thorough response.
- PSMC has proactively established point-of-entry workflows with nursing staff to minimize the risk of exposure. These protocols include clear procedures for the identification and treatment of potential measles cases. In addition, PSMC has worked closely with CDPHE and local Public Health to ensure effective communication and coordinated management efforts.
- As of April 22, PSMC has administered over 20 measles vaccinations through its clinic. In addition, CDPHE and local Public Health hosted a large-scale vaccination clinic last week to further support community immunization efforts.
- CEO Webb and CFO Keplinger were invited by the local Democratic group to deliver a presentation to a bipartisan audience on the potential impact of proposed Medicaid cuts to PSMC. They shared a thoughtful and informative slideshow outlining a worst-case scenario, while also providing a broader overview of the PSMC's current operations and challenges. Approximately 50 individuals attended the session. Additionally, the Rotary Club has requested a similar presentation, which is scheduled for May 1, 2025.
- The CEO shared a sample patient bill in response to ongoing concerns about the clarity and readability of billing statements. Recognizing this as a common issue, efforts are underway to work with our electronic health record provider to improve the format and transparency of these documents. In the meantime, patients are encouraged to contact our financial counselor, whose role is to support and guide them toward a more positive and informed financial experience.
- Questions asked and answered.

iii) Executive Committee

- No Report

iv) Foundation Board

- No Report

v) Facilities Committee

CAO Bruzzese and Director Cox summarized the written report in the Board packet and confirmed the following:

- The Facilities Committee met on April 17, 2025.
- Sterile Processing Renovation – The Board approved the Sterile Processing Department (SPD) renovation as part of the 2025 budget, and PSMC was awarded a \$180,000 DOLA grant to support the project. Scheduled for October 2025, the timing was chosen to avoid

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the OR's busy summer season and to allow for the approximately 20-week lead time required for equipment procurement. In March, staff issued the RFP—along with a video overview—which was shared with the Board. Requests were sent out, and two responses were received. The Board Facilities Committee reviewed and discussed the proposals in April, and a vendor was subsequently selected.

- Surgery – In January 2025, the operating room was out of service for two weeks due to humidity and pressure issues. David Ball, Director of Facilities, IT, and Life Safety, presented a detailed overview of the situation to the Board, with the same information shared with the Board Facilities Committee. As part of the ongoing corrective measures, PSMC staff are planning to replace a humidifier in one of the operating rooms, with the project anticipated to take place in June once the necessary equipment arrives.
- Medical Wellness Building – A Certificate of Occupancy (CO) has been issued; however, the MWB cannot yet be utilized due to timing to install fire mitigation sprinklers and alarms to the storage and mechanical rooms.
- O2 Building – The generator for the building is expected to arrive and be installed in May. Once installed, PCI will connect the O2 Generation Equipment, with a team from Nunn Construction, PCI Gases, and PSMC collaborating to ensure all operational details are addressed. The equipment is anticipated to be fully operational by May or June, depending on the arrival of back-up tanks and other equipment. Regarding inspections and licensing, CDPHE currently adheres to the 2012 Life Safety Code, which does not cover oxygen generation equipment. However, more recent updates to the code do include provisions for such equipment, and PSMC has prepared a draft request for a waiver.
- In May or June, Strohecker Construction will conduct asphalt sealing and striping of the parking lots.
- Roof replacement - Summer of 2025 - replace roof (over the Dr. Mary Fisher portion of the building)
- A remodel of the Emergency Department is planned to occur at some point between November 2025 and February 2026. PSMC is in the process of issuing a Request for Proposals (RFP) for the project and, on March 28, 2025, submitted an application for a \$200,000 DOLA grant to help fund the initiative. The renovation aims to enhance safety, infection prevention, and operational efficiency, with planned improvements including bulletproof or resistant glass, bullet-resistant wall barriers, a redesigned nurse's station to streamline registration and support additional staff, new flooring, and an upgraded patient call system.
- Pagosa West Development – The Pagosa West development, located to the east of the medical center, is currently in the early stages of the land use process with the Town, having submitted an initial conceptual proposal. PSMC was asked whether buildings reaching a height of 35 feet might pose any concerns for helicopter operations. While no issues are anticipated, the matter was appropriately referred to Classic Air for further evaluation. An initial Planning Commission hearing on the proposed development was held on March 25.
- Questions asked and answered

vi) Strategic Planning Committee Report

- No Report

vii) Finance Committee Report

- CFO, Chelle Keplinger, presented and discussed financials for March 2025.
- Questions asked and answered.

b) Written Reports

PSMC's Mission: To provide quality, compassionate healthcare and wellness for each person we serve.

- i) Medical Staff Report – Chief of Staff, Dr. Corinne Reed, MD.

5) EXECUTIVE SESSION

- No Report

6) DECISION AGENDA

- a) N/A

7) CONSENT AGENDA

Director Jason Cox motioned to approve the consent agenda (approval of Board member absences, approval of the regular meeting minutes of 03/25/2025, and the Medical Staff report recommendations for revised policy and new or renewal of provider privileges). The motion was seconded by Director Mark Floyd, and the Board approved said consent agenda items. Director Gwen Taylor abstained from the vote as to approval of the minutes as she was not present at the 03/25/2025 meeting.

8) OTHER BUSINESS

- Next Meeting: Tuesday, May 27, 2025, at 5:00 pm MST

9) ADJOURN

There being no further business, Chair Alfred adjourned the regular meeting at 5:51 p.m. MDT.

Respectfully submitted by:

Antoinette Martinez, serving as Clerk to the Board

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**UPPER SAN JUAN HEALTH SERVICE DISTRICT
D/B/A PAGOSA SPRINGS MEDICAL CENTER**

Formal Written Resolution 2025-06

May 27, 2025

WHEREAS the Upper San Juan Health Service District doing business under the trade name Pagosa Springs Medical Center (“PSMC”) is committed to providing high-quality emergency and trauma care to its community; and

WHEREAS, PSMC has been designated as a “Level IV Trauma Center” by the Colorado Department of Public Health and Environment (CDPHE); and

WHEREAS, the Board of Directors has received information regarding the community need to continue PSMC’s Level IV Trauma Program and supports its continued operation in compliance with the regulations and standards set forth by CDPHE.

NOW, THEREFORE, THE BOARD HEREBY RESOLVES THAT the Board of Directors of PSMC hereby approves the continuation of the Level IV Trauma Program and authorizes PSMC administration to take all necessary actions to maintain the trauma designation and ensure continued compliance with applicable trauma care standards.

Kate Alfred, as Chair and authorized signor
for the Board of Directors of PSMC

**UPPER SAN JUAN HEALTH SERVICE DISTRICT
D/B/A PAGOSA SPRINGS MEDICAL CENTER**

Formal Written Resolution 2025-07

May 27, 2025

WHEREAS, the Board of Directors (“Board”) of the Upper San Juan Health Service District d/b/a Pagosa Springs Medical Center (“PSMC”) has one vacant seat on its seven-member Board which seat will be promptly filled, in accordance with CRS Section 32-1-905 and the PSMC Bylaws, by majority vote of the Board at a duly noticed meeting in the month of June following the search process set forth in the PSMC Bylaws;

WHEREAS, the PSMC Bylaws set forth a search process including that the Board will appoint a Board Search Committee, PSMC will advertise the Board vacancy to which interested electors may apply, and the Board Search Committee will review the qualifications and expertise of the applicants and make a recommendation to the full Board for a vote at a duly noticed meeting of the Board; and

WHEREAS, Board governance and oversight of PSMC’s hospital, outpatient clinic and EMS is complex and has great consequence for the community and, therefore, propose that the current Chair Kate Alfred and Treasurer Mark Floyd have the experience and knowledge to serve as the Search Committee and make a recommendation to the full Board.

NOW, THEREFORE, THE BOARD HEREBY RESOLVES to appoint Chair/Director Kate Alfred and Treasurer/Director Mark Floyd to serve as the Board Search Committee, to assure the Board vacancy is advertised, to review applications and assess qualifications and attributes beneficial to PSMC’s governance, and make a recommendation to the Board at a duly noticed meeting in June 2025.

Kate Alfred, as Chair and authorized signor
for the Board of Directors of PSMC

**UPPER SAN JUAN HEALTH SERVICE DISTRICT
D/B/A PAGOSA SPRINGS MEDICAL CENTER**

Formal Written Resolution 2025-08

May 27, 2025

WHEREAS, the Bylaws of the Upper San Juan Health Service District d/b/a Pagosa Springs Medical Center (“PSMC”) call for the Board of Directors (“Board”) to elect the two-year officer positions of Chair, Vice-Chair and Treasurer in the month of May in odd-numbered years;

WHEREAS, the Board has one vacant seat on its seven-member Board which seat will be promptly filled, in accordance with CRS Section 32-1-905 and the PSMC Bylaws, by majority vote of the Board at a duly noticed meeting in the month of June following the search process set forth in the PSMC Bylaws;

WHEREAS, to allow time to fill the vacancy and seat the full Board, the Board proposes to:

- 1) temporarily waive, for a period of one (1) month, the Bylaws obligation to elect, in the month of May, the Board officer positions of Vice Chair and Treasurer in order to allow the search process to proceed and the Board to fill, during the month of June, the vacant seat on the Board; and
- 2) consistent with the Bylaws, appoint Dir. Mark Floyd to serve as the Treasurer on an interim basis for one month, or until such time as the Board elects a new Treasurer, whichever occurs first; and
- 3) proceed with the immediate election (in May) of the Board Chair in order to assure that the substantial duties of the Chair are fulfilled.

NOW, THEREFORE, THE BOARD HEREBY RESOLVES as follows:

1. The Board temporarily waives, for a period of one (1) month, the Bylaws obligation to elect, in the month of May, the Board officer positions of Vice Chair and Treasurer in order to allow the search process to proceed and the Board to fill, during the month of June, the vacant seat on the Board prior to electing such officer positions; and
2. Dir. Mark Floyd is appointed to serve as the Treasurer on an interim basis for one month, or until such time as the Board elects a new Treasurer, whichever occurs first;
3. The Board will proceed, at the May Board meeting, to elect the Chair who will serve for two years in order to ensure that the obligations of the Chair are fulfilled.

Kate Alfred, as Chair and authorized signor
for the Board of Directors of PSMC