



This meeting was held virtually

**FOOTHILLS GATEWAY, INC.
BOARD OF DIRECTORS MEETING
July 21, 2020**

Present

Heather Hmieleski
John Haley
Steve Dandaneau
Nancy Kepner
Mark Durand
Tracy Katz
Mikel Zimmerman
Punkie Whitely
Linda Drees
Solito Sumulong

Excused

Amanda O’Hayre

Absent

Guests

Barbara Garrido

Staff

Brandee Boice-Street
Carla Conrardy
Debbie Klein
Debbie Lapp
Erin Eulenfeld
Paul Liptak
Marla Maxey
Judy Tomcak
Bre Johann
Stacy Hill

President Mark Durand called the meeting of the Foothills Gateway, Inc. Board of Directors to order at 7:00pm and welcomed attendees.

OPEN FORUM:

Mark Durand invited guests to speak.

- No guests were present wishing to speak.

POTENTIAL BOARD MEMBERS:

- There were no potential Board Members present.

CONSENT AGENDA:

- Approval of Board Meeting Minutes – June 16, 2020

M-S-C (Haley/Zimmerman) – Approve the June 16, 2020 Board Meeting Minutes

FINANCIAL REPORT:

- Carla Conrardy presented the unaudited statement of financial position for the twelve months ending June 30, 2020. *Detailed financial information can be found in the Board Meeting packets, which are posted to the Foothills Gateway website.*

M-S-C (Katz/Zimmerman) Accept and approve the verbal preliminary financial report position for the twelve months ending June 30, 2020 with the understanding that the physical report will be emailed this evening.

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OLD BUSINESS: - There was no old business to discuss.

NEW BUSINESS:

- **Email from FGI Management Team** – Debbie shared that an email was sent to staff from the Management Team was then shared with the Board regarding FGI’s Cultural Competence and Diversity Plan. Debbie explained the intent of the email and the function of the Committee it proposed to address inclusion, equity and diversity. Debbie further shared that the Committee has been formed and is being co-chaired by The Development & Communications Director and HR Generalist/Recruiter. Tracy shared that Kourtney Campbell is helping First National with a panel on diversity and expressed her appreciation for Kourtney’s assistance.
- **Policy Updates** – Debbie shared the changes to the Executive Team Administration Policy. Solito requested that versions be added to these documents. After some discussion it was agreed that Board packets would be emailed out on the same day as the Board Meeting to avoid confusion.

M-S-C (Durand/Zimmerman) Remove the Executive Team Administration Policy and add the Executive Director Administration Policy with the proposed changes.

- **Corporate Resolutions** - Debbie explained the Corporate Resolutions, the text of which follows. The resolutions will be emailed by IT for electronic signature as appropriate:

CORPORATE RESOLUTION

The undersigned Secretary of Foothills Gateway, Inc. (“Company”), a corporation duly organized and existing under the laws of the State of Colorado hereby certified that, at a meeting of the Board of Directors of the Company duly called and held at 301 W. Skyway Drive, City of Fort Collins, County of Larimer, State of Colorado on July 21, 2020, at which meeting a quorum was continuously present, the following resolutions were unanimously adopted, are now in full force and effect, and have not been modified or rescinded in any manner:

RESOLVED, that the following persons:

*PRESIDENT, MARK DURAND and
TREASURER, JOHN HALEY, jointly or*

Any two of:

*CHIEF EXECUTIVE OFFICER, ERIN EULENFELD, and
CHIEF ADMINISTRATIVE OFFICER, DEBRA KLEIN, jointly*

(cumulatively “Authorized Party”) is authorized and empowered to perform one or more of the following actions for and on behalf of the Company and on such terms and conditions as any Authorized Party may deem advisable in his sole discretion:

- a) Obtain one or more loans or other forms of financing in any amount from a Lender;*
- b) Assign for security purposes, pledge, hypothecate, mortgage, or grant to a Lender a lien, security interest, or other encumbrance upon any of the Company’s personal or real property (including, but not limited to, the assignments for security purposes, pledges,*

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hypothecations, mortgages, deeds of trust, liens, security interests and encumbrances contained in loan documents pertaining to promissory note(s), line(s) of credit, or guaranty described above);

- c) Assign, convey, sell, lease, or otherwise transfer to a Lender or any third party any of the Company's personal or real property;*
- d) Purchase personal or real property, and;*
- e) Execute any document and take or refrain from taking any action on behalf of the Company;*

FURTHER RESOLVED, that any of the foregoing or related activities taken by any Authorized Party prior to the adoption of the preceding resolutions are hereby ratified and declared to be binding obligations of the Company in a full and complete manner;

FURTHER RESOLVED, that the authority and power of any Authorized Party as provided in the preceding resolutions will continue in full force and effect until the Board of Directors of the Company adopt a resolution amending, modifying or revoking one or more of the preceding resolutions;

FURTHER RESOLVED, that the Secretary of the Company is authorized to certify the adoption of the foregoing resolutions, the continuing effect of these resolutions, and the incumbency of the various parties authorized to exercise the rights in these resolutions from time to time.

The undersigned Secretary certifies that the following persons are duly elected officers or otherwise authorized to act on behalf of the Company in the capacities set forth below and that the following original signatures are genuine in all respects:

CORPORATE RESOLUTION

The undersigned Secretary of Foothills Gateway, Inc. ("Company"), a corporation duly organized and existing under the laws of the State of Colorado hereby certified that, at a meeting of the Board of Directors of the Company duly called and held at 301 W. Skyway Drive, City of Fort Collins, County of Larimer, State of Colorado on July 21, 2020, at which meeting a quorum was continuously present, the following resolutions were unanimously adopted, are now in full force and effect, and have not been modified or rescinded in any manner:

RESOLVED, that any one of the following persons:

*CHIEF EXECUTIVE OFFICER, ERIN EULENFELD, and
CHIEF ADMINISTRATIVE OFFICER, DEBRA KLEIN*

("Authorized Party") is authorized and empowered to perform one or more of the following actions for and on behalf of the Company and on such terms and conditions as any Authorized Party may deem advisable in his sole discretion:

- a) Obtain one or more loans or other forms of financing in any amount from a Lender for the purchase of a VEHICLE;*

- b) Assign for security purposes, pledge, hypothecate, or grant to a Lender a lien, security interest, or other encumbrance upon any of the Company's VEHICLES (including, but not limited to, the assignments for security purposes, pledges, hypothecations, liens, security interests and encumbrances contained in loan documents pertaining to promissory note(s), line(s) of credit, or guaranty described above), and;*
- c) Assign, convey, sell, lease, or otherwise transfer to a Lender or any third party any of the Company's VEHICLES, and;*
- d) Execute any document for the purchase, lease or sale of a VEHICLE on behalf of the Company;*

FURTHER RESOLVED, that any of the foregoing or related activities taken by any Authorized Party prior to the adoption of the preceding resolutions are hereby ratified and declared to be binding obligations of the Company in a full and complete manner;

FURTHER RESOLVED, that the authority and power of any Authorized Party as provided in the preceding resolutions will continue in full force and effect until the Board of Directors of the Company adopt a resolution amending, modifying or revoking one or more of the preceding resolutions;

FURTHER RESOLVED, that the Secretary of the Company is authorized to certify the adoption of the foregoing resolutions, the continuing effect of these resolutions, and the incumbency of the various parties authorized to exercise the rights in these resolutions from time to time.

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*PRESIDENT, MARK DURAND,
CHIEF EXECUTIVE OFFICER, ERIN EULENFELD, and
CHIEF ADMINISTRATIVE OFFICER, DEBRA KLEIN*

(cumulatively "Authorized Party") is authorized and empowered to perform one or more of the following actions for and on behalf of the Company and on such terms and conditions as any Authorized Party may deem advisable in his sole discretion:

a) Execute and deliver CONTRACTS, amendments thereto, and ancillary and supporting documents, on behalf of the Company;

FURTHER RESOLVED, that any of the foregoing or related activities taken by any Authorized Party prior to the adoption of the preceding resolutions are hereby ratified and declared to be binding obligations of the Company in a full and complete manner;

FURTHER RESOLVED, that the authority and power of any Authorized Party as provided in the preceding resolutions will continue in full force and effect until the Board of Directors of the Company adopt a resolution amending, modifying or revoking one or more of the preceding resolutions;

FURTHER RESOLVED, that the Secretary of the Company is authorized to certify the adoption of the foregoing resolutions, the continuing effect of these resolutions, and the incumbency of the various parties authorized to exercise the rights in these resolutions from time to time.

The undersigned Secretary certifies that the following persons are duly elected officers or otherwise authorized to act on behalf of the Company in the capacities set forth below and that the following original signatures are genuine in all respects:

M-S-C (Katz/Whitely) Approve the Corporate Resolutions as detailed above.

EXECUTIVE TEAM UPDATES:

- **Erin Eulenfeld** – Erin shared that PASA's have been receiving retainer payments for Day Program and Supported Employment services. PASA's were told that plenty of notice would be given before the payments ceased. These payments allowed PASA's to stay open during the pandemic when they had no other source of funding. CMS only provided these payments for 90 work days and just recently notified HCPF that the retainer payments would be ending a few weeks ago. As a result, a couple of PASA's reported they are laying off staff and discontinuing the provision of services. Some CCB's are doing the same. There is a push to try and get additional funding approved to assist these agencies. Erin shared how FGI is handling day program and that the focus of FGI's efforts is on improving the situation as a whole. John described the transportation issues as a result of the distancing requirements. Erin shared that we have received 60 emails from HCPF providing guidance, one recent missive suggests that individuals should remain with the same staff to limit contact with 'new' people. Erin also shared that if a person involved in a day program tested positive for COVID then that Day Program would be shut down for ten days, so consistency of staff is important. Nancy asked if we have numbers on individuals who are unable to receive services during this pandemic. Nancy asked how FGI is being affected by the loss of retainer payments. Erin shared that most of FGI's staff is working, using multiple shifts to see as many people as possible within the restrictions. Erin also shared that FGI staff are being careful, health screenings including temp checks are performed daily. Tracy asked if there were any information available yet on the school schedule that would affect staff. Erin shared the proposed plans that have been shared with employees. Erin also shared information on the donation of PPE equipment received and how it was distributed.

Debbie Klein – Debbie Klein shared that Debbie Lapp's Retirement parade was a success. Solito's Board orientation has been completed. The Foundation's Glow Golf event will be July 31st with half the number of teams and safety precautions in place following city guidelines. The

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Foundation's Game Show fund raiser will be a virtual event this year. The Foundation's Real Estate Committee is looking at some possible remodel work on the houses that they own in Loveland (these homes are rented to Host home providers). They have approved a new board member who will likely start working with the Foundation Board around January. The Service League has canceled the Taste of Loveland for 2020.

COMMITTEE REPORTS:

Executive Committee – Mark Durand shared that the Executive Committee met on July 10th, 2020 and discussed Board Meeting Agenda Review, Executive Team Updates given above.

Fiscal and Property Committee – Mark Durand shared that the Fiscal and Property Committee met prior to this meeting and discussed the Delayed Budget for FY 20/21, Financial Statement review YTD June and FGI Investments.

Legislative Affairs Committee – John Haley shared that there was no meeting this month but Stacy sent out an update via email,

M-S-C (Whitely/Zimmerman) Unanimously approved convening an Executive Session to discuss a matter pursuant to section 25.5-10-209-2,b,IV (G) of the open meetings statute at 8:00 pm.

M-S-C (Dandaneau/Whitely) Move to adjourn Executive Session and reconvene Regular Board Meeting at 8:13pm.

ADJOURNMENT

M-S-C (Dandaneau/Whitely) Adjourn the meeting at 8:14pm.

Respectfully submitted by,

Steve Dandaneau
Board Secretary

**The next regularly scheduled meeting of the Foothills Gateway, Inc.
Board of Directors is August 18, 2020 at 7:00 pm.**

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