

**SOUTH DAKOTA HEALTH AND EDUCATIONAL
FACILITIES AUTHORITY
MINUTES OF THE APRIL 23, 2020 SPECIAL MEETING**

Pursuant to due notice, the South Dakota Health and Educational Facilities Authority (SDHEFA) met on Thursday, April 23, 2020 at 10 a.m., via telephone conference call. Dave Fleck, Vice Chairman, instructed the Secretary to call the roll.

Present: Roberta Ambur
 Dave Fleck
 Don Scott
 Jim Scull

Absent: William Lynch
 Norbert Sebade
 Dave Timpe

Other staff and representatives of the Authority and other parties present were:

Vance Goldammer, Redstone Law Firm	Julie Norton, Avera Health
Don Templeton, Executive Director and Secretary	Kendall Kliewer, Avera Health
Dustin Christopherson, Associate Director	Mike Olson, Avera Health
Steve Corbin, Finance Officer	Dan Rafferty, Avera Health
Amy Cobb Curran, Chapman and Cutler	
Dan Bacastow, Chapman and Cutler	

A quorum was declared by the Vice Chairman and the meeting was called to order. The notice of the meeting dated April 9, 2020 was posted at the entrances of the South Dakota Health and Educational Facilities Authority prior to the meeting and is on file at the Authority office as well as posted on the Authority & State Board & Commission website.

Inquiry of the General Public present pursuant to HB 1172

Vice Chairman Fleck asked if any members of the general public wished to speak. No members of the general public were in attendance.

Board Member Conflict of Interest and Inquiry of Conflicts of Interest

Mr. Fleck asked if any Board Members had a Conflict of Interest with any of the current meeting agenda items. Mr. Templeton stated that one written disclosure including request for conflict waiver under State Law, had been received from board members. The conflict for Dave Timpe is listed below.

Approval of the Agenda

Ms. Ambur moved to approve the agenda, seconded by Mr. Scull, and upon the roll call, the ayes were Ambur, Fleck, Scott and Scull. Nays: none; abstain: none; motion carried.

Approval of the March 27, 2020 Special Meeting Minutes

The Vice Chairman asked for consideration of the minutes for the March 27, 2020 special meeting. Mr. Scull moved to approve the minutes, seconded by Mr. Scott, and upon the roll call, the ayes were Ambur, Fleck, Scott and Scull. Nays: none; abstain: none; motion carried.

Dave Timpe Conflict for Avera Health

Mr. Timpe, as noted above, submitted written disclosure statements and requests for board waivers for the Avera Health agenda item. After full discussion of the nature of the potential conflict as disclosed by Mr. Timpe, the Board made the findings that the conflict was fair, reasonable and not contrary to the public interest.

A motion was made to accept the waiver for Mr. Timpe as it related to the Avera Health agenda item **(Attachment #1)** by Ms. Ambur, seconded by Mr. Scott, and upon the roll call, the ayes were Ambur, Fleck, Scott and Scull. Nays: none; abstain: none; motion carried.

Avera Health Obligated Group – Revolving Credit Facility

Mrs. Julie Norton explained Avera Health would like to enter a Revolving Credit Facility with U.S. Bank, due to the Covid 19 situation, in an amount not to exceed \$100 million. Mr. Templeton reviewed the financial condition of Avera Health, and Mrs. Norton explained the need for this Revolving Credit Facility with U.S. Bank.

Ms. Curran reviewed the Resolution on file at the Authority Office. Mr. Scott moved to approve the Resolution, seconded by Mr. Scull, and upon the roll call, the ayes were Ambur, Fleck, Scott and Scull.

Adjournment

The Chairman stated there being no further business at this meeting, the meeting adjourned at 10:45 a.m., CT.

Please complete this form, sign it and return to us prior to the meeting so we can include your waiver when we discuss it as an agenda item.

REQUEST FOR STATE BOARD WAIVER
THIS IS A PUBLIC DOCUMENT

Date: April 7, 2020

Name of Board Member or Former Board Member: Dave Timpe

Name of Board, Authority or Commission:

South Dakota Health and Educational Facilities Authority "SDHEFA"

Brief explanation of your potential conflict of interest:

I am a member of the Avera Health Plans Finance Committee. Avera Health (an affiliate of Avera Health Plans) has a matter described below which will be pending in front of the members of the SDHEFA for which I also serve as a member.

Brief explanation of the current or anticipated business transaction with a State agency or with a political subdivision of the State and your role in the transaction:

Avera Health has determined to add a Line of Credit with a bank. SDHEFA will consider this request.

Brief explanation of the essential terms of the contract or transaction:

Avera Health has determined to add a Line of Credit with a bank to improve liquidity.

Brief explanation of why you believe a waiver should be granted:

It is in the best interests of Avera Health and the citizens of the State of South Dakota that the transaction be completed to promote the health and welfare of the citizens of the State of South Dakota. I have opted to abstain from discussion and vote. This proposed business transaction is fair, reasonable, and not contrary to the public interest.

Signature of Person Requesting Waiver: Dave Timpe