



Regular Board Meeting Minutes – October 27th, 2025

CALLING THE MEETING TO ORDER: Chairman Olivares opened the meeting at 5:05pm.

ESTABLISHING QUORUM: Quorum Established by Calling Row. Quorum was met.

PRESENT: Adolfo Olivares, Chairman; Stephany Valdez, Vice Chair; Rebecca Robinson, Secretary Treasurer; Dr. Cruz Alberto Bernal, Trustee; Dr. David Chisum, Trustee

ABSENT: N/A

OTHER: Nestor Bonilla, CEO; Ana Zavala, CFO; Lizet Salinas, COM; Ruben Valadez, Legal Counsel, Jaime “Storm” Rodriguez, Legal Counsel; Carolina Sanchez, EAA;

VISITORS: - Scott Walker, RTG Director – Project Management; Craig Flanagan, Senior Vice President / Principle; Jason Hinkel, RTG Vice President – Advisory Services; Eladio Montalvo, FDRMC CEO; Anthony Sebastian, FDRMC COO; Juan Aguilera and Humberto Aguilera, Escamilla and Poneck, LLP.

AGENDA ITEMS:

ITEM 1: Discussion and possible approval of MCHD Board minutes for Regular Board Meeting September 29th, 2025.

Motion to approve regular board meeting minutes for September 29th by Ms. Robinson, 2nd by Dr. Chisum.

AYES: 5

NAYS: 0

ABSTAIN: 0

ALL IN FAVOR; UNANIMOUS

ITEM 3: Discussion and possible action regarding the Medical Office Feasibility Study presented by Realty Trust Group.

Jason Hinkel, Scott Walker and Craig Flanagan presented a final overview of the medical office feasibility study for MCHD. Highlights included a total of 25,000 sq ft and a projected cost of \$21.5MM - \$23.5MM.

Motion to approve medical office building feasibility presented by RTG Group and authorize administration to move forward with possible financing options to presented to the board by Ms. Robinson, 2nd by Mrs. Valdez



AYES: 5

NAYS: 0

ABSTAIN: 0

ALL IN FAVOR; UNANIMOUS

ITEM 4: Discussion and possible action to authorize Chief Executive Officer to negotiate and execute a professional services agreement for Financial Advisory services with Frost Bank.

The CEO introduced Kevin Escobar and Duncan Marrow from Frost Bank, who joined via Zoom to present their advisory services. Their services include providing a duty of care and loyalty to MCHD as financial advisors and assisting in securing the necessary funding at the lowest possible cost to begin construction. Frost Bank's financial advisors would support the development of a financial plan and review available options for revenue bonds or general obligation bonds. Frost Bank is not compensated through a monthly retainer or hourly fee; instead, compensation is provided only after funding is successfully secured.

Motion to authorize administration to negotiate and execute a professional service agreement for financial advisory services with Frost Bank by Ms. Robinson, 2nd by Dr. Chisum.

AYES: 5

NAYS: 0

ABSTAIN: 0

ALL IN FAVOR; UNANIMOUS

ITEM 5: Discussion and possible action regarding a resolution approving a contingent fee contract for bond counsel legal services with Escamilla and Poneck, LLP to assist MCHD with legal services related to the issuance of bonds or other debt instruments, and to authorize CEO to negotiate and execute the contract with bond counsel under terms and conditions deemed appropriate and in the best interest of the MCHD.

The CEO introduced Mr. Juan Aguilera and Mr. Humberto Aguilera from Escamilla & Poneck, LLP, who joined the meeting via Zoom. Mr. Juan Aguilera provided an overview of the firm's



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services, noting that Escamilla & Poneck has 34 years of experience in bond counsel work and has represented school districts, counties, cities, and various government agencies.

Motion to approve resolution contingent fee contract for bond counsel legal services with Escamilla and Poneck, LLP to assist MCHD with legal services related to the issuance of bonds or other debt instruments, and to authorize CEO to negotiate and execute the contract with bond counsel under terms and conditions deemed appropriate and in the best interest of the MCHD by Ms. Robinson, 2nd by Dr. Bernal.

AYES: 5

NAYS: 0

ABSTAIN: 0

ALL IN FAVOR; UNANIMOUS

ITEM 6: Discussion and possible action regarding the possible addition of December 26, 2025 as an employee holiday.

Ms. Robinson recommended approving December 26th as an additional employee holiday as an incentive for achieving a perfect MIPS reporting score. Wednesday, December 24th, and Thursday, December 25th, had already been approved by the Board as holidays. Urgent Care will remain open on December 24th and December 26th, and will be closed on December 25th. Patients will be notified in advance.

Motion to approved the addition of December 26th, 2025 as an employee holiday by Ms. Robinson, 2nd by Mrs. Valdez.

AYES: 5

NAYS: 0

ABSTAIN: 0

ALL IN FAVOR; UNANIMOUS



ITEM 7: Discussion and possible action regarding review of MCHD Strategic Plan.

A draft of the strategic plan developed by Todd Linden was presented to the Board of Directors for review. One of the top priorities identified was the recruitment of specialist providers. Ms. Robinson requested that the MCHD Board of Directors be involved in the development of the strategic plan, including establishing goals, identifying responsible parties, and setting timelines. A workshop for MCHD strategic planning will be scheduled tentatively.

No action taken.

ITEM 8: Discussion and possible action regarding review of MCHD Grievance procedures.

Employees expressed concerns regarding the timeline for addressing grievances to Ms. Robinson. Ms. Robinson recommended improving the response timeframe, suggesting that administration meet with employees and address concerns within 5–10 days. Employees should also have the option to bring unresolved concerns directly to the Board of Directors. If an issue is not resolved or the employee does not accept the outcome, the grievance may then be formally presented to the Board.

Mrs. Valdez recommended implementing an action plan to address grievances, and Dr. Bernal suggested creating a committee that includes a board member to review grievances when necessary. Legal counsel recommended that the Board authorize counsel to work with administration to develop a draft grievance procedure and present it to the Board of Directors for review.

Motion to authorize legal counsel to develop a draft grievance procedures with administration and present to the board of directors for approval by Ms. Robinson, 2nd by Mrs. Valdez.

AYES: 5

NAYS: 0

ABSTAIN: 0

ALL IN FAVOR; UNANIMOUS

Motion to move to executive session at 6:33pm.

Item 9: Executive Session pursuant to sections 551.071 and 551.074, Texas Government Code: Consultation with attorney and discussion of personnel matters; review and evaluation of CEO, Nestor Bonilla's job performance, Possible action in open session regarding same, which may include job description and salary adjustments.



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Motion to move to open session 6:50pm.

Motion to adjourn at 6:50pm.

AYES: 5

NAYS: 0

ABSTAIN: 0

ALL IN FAVOR; UNANIMOUS

Chairman – Adolfo Olivares

Vice Chairman – Stephany Valdez