

Medicaid Management Service, Inc.

February 24, 2022

5:00 PM

Agenda

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|-------|-------------------------------------|---------------------------------|
| I. | Welcome | Stuart Gaines, President |
| II. | Approval of Minutes (1/11/2022) | Stuart Gaines, President |
| III. | Executive Directors Report | Mark Teller, Executive Director |
| IV. | MMS, Inc. Articles of Incorporation | Mark Teller, Executive Director |
| V. | Board Recruitment | |
| VI. | Other Business | |
| VII. | Open Discussion | |
| VIII. | Adjourn | Stuart Gaines, President |

Vision: Older adults and adults with disabilities are valued and have the resources they need to live with dignity and security in an age- and ability-friendly community.

Mission: ElderSource empowers people to live and age with independence and dignity in their homes and their communities.

Inclusion Statement: ElderSource values all people – including but not limited to all nationalities, socio-economic backgrounds, abilities, races, genders, religious perspectives, sexual orientations and gender identities – in everything we do. We welcome the unique insights and perspectives of all persons in our quest to fulfill our mission.

Medicaid Management Services, Inc. (MMS)
10688 Old St. Augustine Rd.
January 11, 2022, at 4:00 PM

Present

Stuart Gaines, Chair- Via Zoom
Veronica Catoe- via Zoom
Mike Jorgensen- via Zoom
Patrick Daly- via Zoom

Absent

Julia Pratt- Exc

Staff Present:

Mark Tellier, Executive Director
James Lee, Chief Financial Officer at ElderSource
Jessica Del Rio, Executive Administrative Assistant

Meeting Called to Order:

The meeting was called to order at 4:06 PM by Stuart Gaines

Update on ACL Grant/Contracts with Guidehouse

Mark Tellier provided an update to the Board of Directors on the ACL Grant/Contract with Guidehouse. He reviewed the following summary of activities through November 2021:

- ADOE Grant Contract executed 11/12/21
- Conducted onsite kickoff with ElderSource & Guidehouse team on 11/15/21
- Established meeting cadence and project governance
- Reviewed key documents submitted by ElderSource
 - ADBI Readiness Assessments
 - BAMM
 - Corporate Structure
 - Job descriptions (3)
 - Strategic plans (2)
 - Financial documents (3)
- Began data gathering for data system options
- Updated work plan and project timeline
- Delivered formal document request
- Barriers Identified
 - None during this report period
- Challenges Addressed
 - None during this reporting period
- Impact on Future Work
 - The project continues to progress

- Month 1 and Month 2 Invoices and Deliverable Reports submitted timely to the Florida Dept. of Elder Affairs (DOEA)

Financial Report:

James Lee, CFO presented the Financial reports ending September 30, 2021, and October 31, 2021, to the Board. He stated that overall the budget would increase once it is approved. He noted that previously we did not have personnel expenses in 2021, but going forward into 2022 we will.

James stated that we currently have \$108,745 in revenue budgeted for 2021, and we have exceeded our budget.

Motion

Mike Jorgensen moved to approve the financial reports for September 30, 2021 and October 31, 2021 as presented. Patrick Daly seconded the motion. The motion was approved without opposition.

Nonprofit Status

James stated that MMS is currently under a Nonprofit status. The reason we are currently under a nonprofit status is that all of our revenue goes directly to our programs and services.

James stated that we would speak with our auditors about keeping our Nonprofit status or going into a for-profit status due to our concerns with MMS continuing to bring in revenue.

The Board agreed to continue with our nonprofit status and monitor the growth of MMS.

Expense Fund for Executive Director

The Board discussed the expense fund for the Executive Director. James stated that we budgeted \$1500 quarterly for the Executive Directors' discretionary funds. The Executive Directors' discretionary funds will be used for networking and business meetings.

Motion

Mike Jorgenson moved to approve the budgeted \$1,500 for a credit card for the Executive Directors' discretionary use.

Board Recruitment

Stuart reviewed the applications for Samantha Prokop and Ross Berry. Stuart noted that Samantha previously served on our ElderSource Institute Board, and she is an

attorney who specializes in healthcare law. Stuart stated that Ross has a strong background in healthcare and business development.

Mark noted that after the interview with Ross, he felt that Ross would complement our Board.

To address Veronica Catoe's question on bylaws, staff will follow up with the Board on the maximum total of Board members.

The Board recommended that at least one of the Board members meet with new applicants from now on.

Motion:

Mike Jorgensen moved to approve the Board application for Samantha Prokop and Ross Berry. Veronica Catoe seconded the motion. Motion approved without opposition.

Meeting Adjourned at 4:54 PM

Minutes prepared by Jessica Del Rio, Executive Administrative Assistant.

Executive Director's Report:

MMS Board of Directors

Submitted by Mark Tellier

2/24/22

I. Grant Update: Work completed to date by Guidehouse Consultants on the development of a Network Lead Entity and Community Integrated Health Network (CIHN)

Feb, 10, 2022; Month 4: "Network Lead Readiness Assessment - assessment to identify readiness to assume the role of NLE and CIHN through a review of organizational documentation related to NLE development." **Note:** next month begins the Business Development cycle with more activity.

Summary of Guidehouse Activities through January 2022

- Provided initial document review and analysis
- Developing key informant interview questions for key NLE figures
- Completed interviews with data system representatives
- Prepared presentation to F4A meeting on 2-2-22
- Finalized subcontracts with USAging
- Updated work plan and project milestones to maintain progress through Q1 2022
- Began conversations to expand scope of CIHN to include other organizations (e.g., FL Developmental Disabilities Council)
- Project Visibility:
 - Guidehouse engaged in conversations with FL DOEA Commissioner
 - Coordinating public relations communications between client and Guidehouse
- Submitted abstracts for the following conferences: 3
- Shared various resources to inform NLE of current market trends
- Project completion percentage: 15%

II. Florida Area Agencies on Aging (F4A) Meeting & Follow-up

Tallahassee, Florida; February 2, 2022: **Linda Levin, CEO** led a productive discussion between Executives heading up Florida's Area Agencies on Aging and ElderSource-MMS. Prominent in the discussion-presentation were Guidehouse Consulting team members and ElderSource Leadership Team members: **James Lee, CFO; Tameka Gaines Holly, COO;** and **Mark Tellier, MMS Executive Director.** The discussion lasted 90 minutes and was well received. Next steps: Email communication was initiated with a mailing to AAA Executives, who will form our network membership.

III. MMS Advisory Committee

An advisory committee comprised of six executives of the AAA community and leading service providers has been formed and a kick-off meeting scheduled. A formal "MMS Network Lead Entity – Community Integrated Health Network Advisory Committee Member Agreement" has been drafted for the first meeting. It contains membership roles and responsibilities. Future reports to this Board will follow.



MMS
Budget vs. Actual Monthly
For the Month Ending November 30, 2021

DESCRIPTION	BUDGET	ACTUAL	JE PENDING	Encumber	BALANCE	PROJECTED Actual YTD	IDEAL RATE 92%
Operating Revenue							
Income	\$108,745.00	\$124,320.00			(\$15,575.00)	\$135,621.82	114%
DOEA Revenue	\$280,600.00				\$280,600.00	\$0.00	
NLE Grant	\$118,619.76				\$118,619.76	\$0.00	
ACL Infrastructure	\$125,000.00	\$125,000.00			\$0.00	\$125,000.00	
Training	\$6,000.00				\$6,000.00	\$0.00	0%
					\$0.00	\$0.00	0%
Total Operating Revenue	\$638,964.76	\$249,320.00	\$0.00	\$0.00	\$389,644.76	\$260,621.82	#DIV/0!
Revenue Total	\$638,964.76	\$249,320.00	\$0.00	\$0.00	\$389,644.76	\$260,621.82	#DIV/0!
Operating Expense							
PERSONNEL							
Salaries	\$75,000.00	\$5,769.00			\$69,231.00	\$6,293.45	8%
Employee Benefits	\$14,964.66				\$14,964.66	\$0.00	0%
Payroll Taxes	\$6,099.44	\$520.00			\$5,579.44	\$567.27	9%
Payroll Fees	\$407.50	\$33.00			\$374.50	\$36.00	8%
TOTAL PERSONNEL COSTS	\$96,471.60	\$6,322.00	\$0.00	\$0.00	\$90,149.60	\$6,896.73	7%
OPERATIONS							
Subcontractors	\$44,325.00	\$53,825.00			(\$9,500.00)	\$58,718.18	121%
Phone	\$500.00				\$500.00	\$0.00	
Travel & Conferences	\$4,301.00				\$4,301.00	\$0.00	0%
Office Supplies	\$4,075.00				\$4,075.00	\$0.00	0%
Printing & Supplies	\$250.00				\$250.00	\$0.00	0%
Computer Equipment	\$1,500.00				\$1,500.00	\$0.00	0%
Consulting & Professional Fees	\$2,762.50	\$61.00			\$2,701.50	\$66.55	2%
Audit Fees	\$1,500.00				\$1,500.00	\$0.00	0%
Legal Fees	\$1,500.00				\$1,500.00	\$0.00	0%
Taxes & Licenses	\$122.50				\$122.50	\$0.00	0%
Property & Liability Insurance	\$646.00				\$646.00	\$0.00	0%
TOTAL OPERATIONS	\$61,482.00	\$53,886.00	\$0.00	\$0.00	\$7,596.00	\$58,784.73	88%
Total Operating Exp	\$157,953.60	\$60,208.00	\$0.00	\$0.00	\$97,745.60	\$65,681.45	38%
NET SURPLUS/DEFICIT	\$481,011.16	\$189,112.00	\$0.00	\$0.00	\$291,899.16	\$194,940.36	
YTD Intercompany Transfers							
YTD Net Total		\$189,112.00					

**Electronic Articles of Incorporation
For**

N19000001681
FILED
February 11, 2019
Sec. Of State
dlokeefe

MEDICAID MANAGEMENT SERVICES, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MEDICAID MANAGEMENT SERVICES, INC.

Article II

The principal place of business address:

10688 OLD ST. AUGUSTINE RD.
JACKSONVILLE, FL. US 32257

The mailing address of the corporation is:

10688 OLD ST. AUGUSTINE RD.
JACKSONVILLE, FL. US 32257

Article III

The specific purpose for which this corporation is organized is:

THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AND SPECIFICALLY TO CERTIFY PATIENTS FOR MEDICAID.

Article IV

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

Article V

The name and Florida street address of the registered agent is:

ABEL BEAN LAW P.A.
50 N. LAURA STREET
SUITE 2500
JACKSONVILLE, FL. 32202

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: MICHAEL A. ABEL

Article VI

The name and address of the incorporator is:

ABEL BEAN LAW P.A.
50 N. LAURA STREET
SUITE 2500
JACKSONVILLE, FL 32202

Electronic Signature of Incorporator: MICHAEL A. ABEL

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DONALD D ROBERTS
245 RIVERSIDE AVE, SUITE 120
JACKSONVILLE, FL. 32202 US

Title: VP
JANICE DONALDSON
12000 ALUMNI DRIVE
JACKSVONVILLE, FL. 32224 US

Title: SEC
STU GAINES
80 SURFVIEW DR. #501
PALM COAST, FL. 32137 US

Title: T
PATRICK DALY
14304 PARKSIDE RIDGE WAY
LITHIA, FL. 33547 US

Title: DIR
VERONICA CATOE
3700 CAPITAL CIRCLE SE #1320
TALLAHASSEE, FL. 32311 US

Article VIII

The effective date for this corporation shall be:

02/15/2019