



Age Wise
Board of Directors
Meeting
May 17, 2023
Time: 1:00pm

Agenda

- | | | |
|------|--------------------------------------|--------------------|
| I. | Call to Order | Dr. Sandy Robinson |
| II. | Review of Minutes | Dr. Sandy Robinson |
| III. | CEO Report | Linda Levin |
| IV. | Committee Reports | |
| | A. Finance Committee | Stuart Gaines |
| V. | Subsidiary Reports | |
| | A. Medicaid Management Services Inc. | Stuart Gaines |
| | B. AAA ElderSource | Dr. Sandy Robinson |
| | C. Wise Owl | Fran Pepis |
| | D. ElderSource Institute | Mike Jorgensen |
| VI. | Open Discussion | |
| VII. | Adjourn | |

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.

MINUTES

Age Wise

Board of Directors Conference Call

March 15, 2023 at 1:00 PM

Via Zoom

PRESENT

Melissa Gilreath, Secretary
Dr. Sandy Robinson, Vice President (In Person)
Ed Salek, Treasurer
Walette Stanford (In Person)
Fran Pepis (In Person)
Stuart Gaines
Brenda Ezell (In Person)
Mike Jorgensen

ABSENT

Elizabeth Gunn, President-Exc

STAFF PRESENT:

Linda Levin, Chief Executive Officer of ElderSource
Jessica Del Rio, Executive Administrative Assistant

CALL TO ORDER:

Vice President Dr. Sandy Robinson called the meeting to order at 3:42 PM

ROLL CALL:

Jessica Del Rio, Executive Administrative Assistant, called the roll. A quorum was present.

REVIEW OF MINUTES:

Fran Pepis moved to approve the minutes of November 16, 2022. Walette Stanford seconded the motion. The motion passed without opposition.

CEO Report

The written *Chief Executive Officer's Report* for March 2023 was made available to Board members in advance of their meeting through the Board portal. Questions concerning the report may be addressed to Ms. Linda Levin, Chief Executive Officer, by telephone at (904) 391-6610 or by email at linda.levin@myeldersource.org.

Linda Levin, Chief Executive Officer, highlighted her CEO report and encouraged the Board to review the report. Linda highlighted the following:

- New Leadership at the AAA
- New Leadership at MMS
- Building Updates
- New Grants

- Staffing
- Other Matters of Concerns
- Succession Planning
- Strategic Planning

Linda talked about the new leadership at the AAA and MMS.

She noted that we are almost fully evolved into the cloud and so far, production has improved with changes.

Linda highlighted the following matters of concern:

- DOEA has changed their monitoring practices.
 - Annual monitoring
 - Monthly requests for documentation
- DOEA has changed their contracting practices.
 - Added internal compliance position.

Linda updated the Board on the Strategic Plan. She stated that work has started, and we are going slow and steady. We've started with the increasing recognition of the work of the different companies (e.g., Certificate of Completion for ElderSource Institute, services of ElderSource, naming and branding of MMS). We also started putting together the Housing Task Force which I hope to convene in April or May. The others (transportation and social enterprise) will come later.

Linda noted that we have a succession plan policy and procedure. I've asked HR to review it, see if it needs streamlining and help with implementing.

New Name and Logo

Linda stated that based on the strategic plan it was noted to change the name of ElderSource, Inc. to avoid confusion between our companies. Linda presented the two possible name changes and logos. After discussion the Board agreed to use the Age Wise name and logo.

Committee Reports

Parent Finance Committee

Trina Nullet presented the Parent Finance end-of-year report. She highlighted the report and stated that our net surplus deficit is \$124,681.77 vs our budgeted amount of \$527.75. Overall there are no concerns.

Motion: Fran Pepis moved to approve the Finance report ending December 31, 2022. Brenda Ezell seconded the motion. The motion passed without opposition.

Strategic Planning Committee

Brenda Ezell presented the Strategic Planning Committee report. She asked the Board if

there are any members who are interested in joining our Housing Task Force to contact Brenda or Linda Levin.

Subsidiary Reports

ElderSource Institute

Linda Levin presented the ElderSource Institute report. She stated that the certificate of completion on the Foundations to Aging with UNF is underway. Communication is marketing the program as well as other updates to the websites. We will need to start positioning ourselves to be in the network for MMS to contract us.

Staff will review the budget to build up EI and add staff to manage the work.

Medicaid Management Services, Inc. (MMS)

Linda Levin presented the MMS report. She stated they hired their Director of Operations and Executive Director. They are in negotiations and talks with multiple health plans. They are looking for an IT platform to help manage contracts with plans and clients. They are also working with Communications on rebranding, that is expected sometime in May.

AAA ElderSource

Dr. Sandy Robinson presented the AAA ElderSource report. She stated that we recently approved the Strategic Plan and approved our CEO's performance appraisal. We have a new Board member Cynthia Griffin; she is a VP of Government Pharmacy programs at Florida Blue. We have our monitoring going on in the month of May.

Wise Owl

Fran Pepis presented the Wise Owl Properties report. She stated that we reviewed the strategic plan. We are working on Board recruitment, and she stated that we are working on putting together a Housing Task Force.

Fran noted that we are working on renting out the two back-office suites for extra income. We should have a tenant by the third quarter.

OTHER BUSINESS

The Board discussed having an all-Boards dinner. Staff will work on scheduling.

ADJOURNMENT:

Having no further business, the meeting was adjourned at 3:55 PM.
Jessica Del Rio, Executive Expediter, prepared the minutes.

Approved by: _____
Melissa Gilreath, Secretary

Date: _____



CEO's Report

May 2023

"Great difficulties may be surmounted by patience and perseverance." -Abigail Adams

ELDERSOURCE

ElderSource continues to work on staffing issues. While positions have been getting filled, we still have positions vacant in finance and other staff in positions are still new and learning. DOEA has been challenging to work with this year as well, themselves having workforce issues of vacancies and new staff with a learning curve. Their approach to work with the area agencies on aging has been more challenging as well, leaving staff to depend on colleagues around the state, all who are in similar situations.

We have been notified that the Department's Inspector General will be doing a review of the grants we received from ACL and the Department to develop MMS into the Network Lead Entity/Community Care Hub, including the hiring of the consultant for which the Department provided funding.

MEDICAID MANAGEMENT SERVICES

The new Executive Director and Director of Operations have been hard at it, meeting with directors of area agencies on aging and centers for independent living as well as talking with plans and hospitals. They've also been working on their re-branding, website development and on finding an IT platform. In the meantime, the Department of Elder Affairs' Secretary has instructed the other area agencies on aging to not enter into negotiating contracts with MMS while they do their review.

At least one plan is finalizing contract negotiations for a pilot into two regions for caregiver support services.

ELDERSOURCE INSTITUTE

ElderSource Institute continues work on the Certificate of Completion in Foundation to Aging. Their website is being updated to allow registration options such as single course, full suite of courses, single student, multiple students from one company, etc.

Staff are working to determine pricing of the caregiver support services that will be offered in the pilot with MMS.

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 community.

INCLUSION

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



WISE OWL PROPERTIES

The Housing Task Force in the new Strategic Plan had it's first meeting in April. Members have taken on responsibility to help gather information. The next meeting is being scheduled. The Task Force agreed to meet monthly. We set six months as a goal for the Task Force to complete it's research for staff to assess and formulate a recommendation present to the Board.

"It's hard to beat a person who never gives up.." ~ Babe Ruth

GUIDING PRINCIPLES

We Value:

Those we serve

Diversity, Equity, and
Inclusion

Excellent and
responsive service

Honesty, integrity,
respect, and
professional behavior

Results and
accountability

Proactive, innovative
and visionary efforts

Community
collaboration

The knowledge,
loyalty, commitment
and unselfish team
spirit of staff,
volunteers, and
providers

Our role as the
leader in the aging
network

Our role as an
instrument of positive
change



Minutes

Age Wise (Parent) Board of Directors
Finance Committee Meeting
April 28, 2023, at 12:00 PM

Via Zoom

PRESENT

Ed Salek
Fran Pepis
Melissa Gilbreath

ABSENT

Stuart Gaines

STAFF PRESENT

Linda Levin, Chief Executive Officer
Trina Nullet, Chief Financial Officer
Sherry Holmes, Administrative Assistant

CALL TO ORDER

Fran Pepis, chair called the meeting to order at 12:05 PM

ROLL CALL

Sherry Holmes, Administrative Assistant, called the roll. A quorum was present.

REVIEW OF MINUTES

Ed Salek moved to approve the minutes from the February 24, 2023, Committee meeting. The motion for approval was unanimous.

REVIEW OF FINANCIALS

January 2023

Trina Nullet, CFO presented the financials for the date ending January 31, 2023. She introduced a new format for displaying the financials. Trina noted that we are ahead of our fund-raising goals and a little bit under on personnel expenses due to the allocation of four staffers. Total cash is \$124,349 at the end of this period. Trina stated that we are within budget.

Motion

Ed Salek moved to approve the financials for January 2023. Fran Pepis seconded the motion. The motion passed without opposition.

Open Discussion

There was no discussion on the budget.

NEW BUSINESS

Trina shared the Audit Engagement Proposal from the auditors with the committee. The committee decided that the cost was steep and that there should be room for negotiation. Linda Levin, CEO noted that a decision needs to be made today so that the Board can approve this decision and we can engage the auditors.

Motion

A motion to accept the 2022 fees of \$40,500 plus the additional fees for AAA contingent on the fact that for 2023 and moving forward we look towards soliciting bids from other CPA firms to see if this is

competitive pricing and comparable services was made by Fran and seconded by Ed Salek.

The motion passed without opposition.

ADJOURNMENT

Having no further business, the meeting was adjourned at 12:27 PM.

Sherry Holmes, Administrative Assistant, prepared the minutes.

Approved by: _____
Melissa Gilreath, Secretary

Date: _____

ElderSource, Inc. dba Age Wise
Statement of Revenue Expenditures
From 1/1/2023 to 1/31/2023

	January '23 Actual	January '23 Budget	January '23 Variance	Annual Budget
Beginning Cash Balance	134,607	134,607	-	134,607
Fundraising & Board Contributions	7,746	3,042	4,704	36,500
Total Increase in Cash	142,353	137,649	4,704	171,107
Operating Expenditures				
Personnel Expenses	15,707	22,637	6,930	271,639
Payroll Processing	89	59	(30)	711
Telephone & Internet	4	167	163	2,000
Printing & Supplies	-	250	250	3,000
Audit Fees	-	125	125	1,500
Rent	-	993	993	11,918
Consulting Fees & IT Support	2,128	3,225	1,097	38,700
Taxes & Licenses	76	8	(68)	100
Executive Director Allocation	-	417	417	5,000
Board Expenses	-	250	250	3,000
Other Non-DOEA Expenses	-	250	250	3,000
Total Decrease in Cash	18,004	28,381	10,377	340,568
Net Increase (Decrease) in Cash	124,349	109,268	15,081	(169,461)
Plus: Transfer In from Affiliates				300,000
Net Increase (Decrease) in Cash After Transfers	124,349	109,268	15,081	130,539



Carr, Riggs & Ingram, LLC
7411 Fullerton Street
Suite 300
Jacksonville, FL 32256

904.356.6023
904.353.5836 (fax)
CRlcpa.com

April 6, 2023

Board of Directors
ElderSource, Inc. and Subsidiaries
Attn: Ms. Trina Nullet, CFO
10688 Old St. Augustine Road
Jacksonville, FL 32257

We are pleased to confirm our understanding of the services we are to provide for ElderSource, Inc. and Subsidiaries (the "Organization") for the years ended December 31, 2022, 2023 and 2024.

Audit Scope and Objectives

We will audit the consolidated financial statements of ElderSource, Inc. and Subsidiaries, which comprise the consolidated statement(s) of financial position as of December 31, 2022, 2023 and 2024, the related consolidated statements of activities, functional expenses, and cash flows for the years then ended, and the disclosures (collectively, the "consolidated financial statements"). Also, the following supplementary information accompanying the consolidated financial statements will be subjected to the auditing procedures applied in our audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America (GAAS), and we will provide an opinion on it in relation to the consolidated financial statements as a whole in a report combined with our auditor's report on the consolidated financial statements:

1) Consolidated Schedule of Expenses

The objectives of our audit are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and issue an auditor's report that includes our opinion about whether your consolidated financial statements are fairly presented, in all material respects, in conformity with accounting principles generally accepted in the United States of America. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. Misstatements, including omissions, can arise from fraud or error and are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment of a reasonable user made based on the financial statements.

Auditors' Responsibilities for the Audit of the Financial Statements

We will conduct our audit in accordance with GAAS and will include tests of your accounting records and other procedures we consider necessary to enable us to express such an opinion. As part of an audit in accordance with GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit.

We will evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management. We will also evaluate the overall presentation of the financial statements, including the disclosures, and determine whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We will plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements

are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the Organization or to acts by management or employees acting on behalf of the Organization.

Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, there is an unavoidable risk that some material misstatements may not be detected by us, even though the audit is properly planned and performed in accordance with GAAS. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements. However, we will inform the appropriate level of management of any material errors, fraudulent financial reporting, or misappropriation of assets that comes to our attention. We will also inform the appropriate level of management of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

We will obtain an understanding of the Organization and its environment, including internal control relevant to the audit, sufficient to identify and assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and to design and perform audit procedures responsive to those risks and obtain evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of internal control. An audit is not designed to provide assurance on internal control or to identify deficiencies in internal control. Accordingly, we will express no such opinion. However, during the audit, we will communicate to you and those charged with governance internal control related matters that are required to be communicated under professional standards.

We have identified the improper revenue recognition and management override of controls as significant risks of material misstatement as part of our audit planning.

We will also conclude, based on the audit evidence obtained, whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Organization's ability to continue as a going concern for a reasonable period of time.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, tests of the physical existence of inventories, and direct confirmation of receivables and certain assets and liabilities by correspondence with selected individuals, funding sources, creditors, and financial institutions. We will also request written representations from your attorneys as part of the engagement. We may, from time to time and depending on the circumstances, use third-party service providers in serving your account. We may share confidential information about you with these service providers but remain committed to maintaining the confidentiality and security of your information. Accordingly, we maintain internal policies, procedures, and safeguards to protect the confidentiality of your personal information. In addition, we will secure confidentiality agreements with all service providers to maintain the confidentiality of your information and we will take reasonable precautions to determine that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others. In the event that we are unable to secure an appropriate confidentiality agreement, you will be asked to provide your consent prior to the sharing of your confidential information with the third-party service provider. Furthermore, we will remain responsible for the work provided by any such third-party service providers. Our audit of the financial statements does not relieve you of your responsibilities.

Other Services

We will prepare the Organization's federal and state information returns for the years ended December 31, 2022, 2023 and 2024, as outlined in our separate engagement letter. We will also prepare the consolidated financial statements of the Organization in conformity with accounting principles generally accepted in the United States of America based on information provided by you. You have also engaged us to audit the consolidated financial statements of Northeast Florida Area Agency on Aging, Inc. d/b/a ElderSource for

the years ended December 31, 2022, 2023 and 2024, communicated in a separate engagement letter dated April 6, 2023.

We will perform the services in accordance with applicable professional standards, including the Statements on Standards for Tax Services issued by the American Institute of Certified Public Accountants. The other services are limited to the financial statement and tax services previously defined. We, in our sole professional judgment, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities. We will advise management with regard to tax positions taken in the preparation of the information return, but management must make all decisions with regard to those matters.

You agree to assume all management responsibilities for the tax services, financial statement preparation services, and any other nonattest services we provide; oversee the services by designating an individual, preferably from senior management, with suitable skill, knowledge, or experience; evaluate the adequacy and results of the services; and accept responsibility for them.

Responsibilities of Management for the Consolidated Financial Statements

Our audit will be conducted on the basis that you acknowledge and understand your responsibility for designing, implementing, and maintaining internal controls relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error, including monitoring ongoing activities; for the selection and application of accounting principles; and for the preparation and fair presentation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. You are also responsible for making drafts of the consolidated financial statements, all financial records, and related information available to us and for the accuracy and completeness of that information (including information from outside of the general and subsidiary ledgers). You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the consolidated financial statements, such as records, documentation, identification of all related parties and all related-party relationships and transactions, and other matters; (2) additional information that we may request for the purpose of the audit; and (3) unrestricted access to persons within the Organization from whom we determine it necessary to obtain audit evidence. At the conclusion of our audit, we will require certain written representations from you about the consolidated financial statements and related matters. Your responsibilities include adjusting the consolidated financial statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the consolidated financial statements taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the Organization involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the consolidated financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the Organization received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring that the Organization complies with applicable laws and regulations. You are responsible for the preparation of the supplementary information in conformity with accounting principles generally accepted in the United States of America. You agree to include our report on the supplementary information in any document that contains, and indicates that we have reported on, the supplementary information. You also agree to include the audited consolidated financial statements with any presentation of the supplementary information that includes our report thereon.

Dispute Resolution

In the event of a dispute between the parties which arises out of or relates to this contract or engagement letter, the breach thereof or the services provided or to be provided hereunder, if the dispute cannot be settled through negotiation, the parties agree that before initiating arbitration, litigation or other dispute

resolution procedure, they will first try, in good faith, to resolve the dispute through non-binding mediation. All parties agree that an alternative form of dispute resolution shall not be undertaken by either party until the expiration of fifteen (15) calendar days following notice being provided to the other party indicating that the dispute cannot be settled through mediation. The mediation will be administered by the American Arbitration Association under its *Dispute Resolution Rules for Professional Accounting and Related Services Disputes*. The costs of any mediation proceedings shall be shared equally by all parties.

LIMITATION OF LIABILITY

EXCEPT AS PROVIDED IN THIS AGREEMENT, CRI SHALL NOT BE LIABLE FOR INCIDENTAL, CONSEQUENTIAL, EXEMPLARY, SPECIAL, PUNITIVE OR ANCILLARY DAMAGES OF ANY KIND ALLEGED AS A RESULT OF ANY CAUSE OF ACTION ARISING FROM OR IN ANY WAY RELATED TO THIS AGREEMENT, WHETHER FOR BREACH OF CONTRACT, TORT OR OTHERWISE. UNLESS OTHERWISE STATED IN THIS AGREEMENT, BOTH CRI AND YOU AGREE THAT THE TOTAL CUMULATIVE LIABILITY OF CRI (INCLUDING ITS EMPLOYEES, DIRECTORS, OFFICERS OR AGENTS), SHALL NOT EXCEED THE AMOUNT OF FEES EARNED BY CRI RELATED TO THIS ENGAGEMENT DURING THE TWELVE MONTHS PRECEDING THE EVENT GIVING RISE TO THE CLAIM, AS SUCH AMOUNT SHALL SERVE AS A REASONABLE PROSPECTIVE ESTIMATE OF ANY DAMAGES WHICH YOU MAY SUFFER THROUGH ANY BREACH BY CRI OF THE TERMS OF THIS AGREEMENT, AS SUCH DAMAGES MAY BE SPECULATIVE OR IMPOSSIBLE TO CALCULATE. IF THERE ARE UNPAID FEES OWED TO CRI, THIS CUMULATIVE LIABILITY WILL BE REDUCED BY THE VALUE OF THE UNPAID FEES WITH NO ADDITIONAL INTEREST OR CHARGES, AS CRI RETAINS THE RIGHT TO OFFSET ANY SUMS CLAIMED AS DUE AND OWED BY YOU, BY ANY SUMS TO WHICH IT IS LEGALLY ENTITLED. THIS LIMITATION SHALL APPLY WHETHER OR NOT FURTHER DAMAGES ARE FORESEEABLE, OR WHETHER EITHER PARTY (OR ITS EMPLOYEES, AGENTS, OFFICERS OR DIRECTORS) HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES.

Governing Law; Venue

This agreement and performance hereunder shall be governed by the laws of the State of Alabama, without reference to any conflict of laws rules or principles. Any action or proceeding arising out of or in any way relating to this agreement must be brought in a state court having jurisdiction in Coffee County, Alabama, and each party irrevocably submits to the jurisdiction and venue of any such court in any such action or proceeding and agrees to waive any defenses or objections to venue and jurisdiction within Coffee County, Alabama, including *forum non conveniens*.

Statute of Limitations

The parties agree that there shall be a one-year statute of limitation (from the delivery of the service or termination of the contract) for the filing of any requests for arbitration, lawsuit, or proceeding related to this agreement. If such a claim is filed more than one year, or the minimum durational period having been determined as permissible by applicable statutory law or by a court of competent jurisdiction, subsequent to the delivery of the service or termination of the contract, whichever occurs first in time, then it shall be precluded by this provision, regardless of whether or not the claim has accrued at that time.

Disclosure

We may, from time to time and depending on the circumstances, use third-party service providers in serving your account including service providers located outside of the United States. We may share confidential information about you with these service providers, but remain committed to maintaining the confidentiality and security of your information. Accordingly, we maintain internal policies, procedures, and safeguards to protect the confidentiality of your personal information. In addition, we will secure confidentiality agreements with all service providers to maintain the confidentiality of your information and we will take reasonable precautions to determine that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others. Furthermore, we will remain responsible for the work provided by any such third-party service providers. By signing this letter, you consent to allow us to disclose your financial information, if applicable, or other information to our service providers located abroad. If you

want to limit the amount of information that may be disclosed to any third-party service provider, please notify us in writing as an attachment to this letter.

Electronic Data Communication and Storage and Use of Third Party Service Provider

In the interest of facilitating our services to your company, we may send data over the Internet, securely store electronic data via computer software applications hosted remotely on the Internet, or allow access to data through third-party vendors' secured portals or clouds. Electronic data that is confidential to your company may be transmitted or stored using these methods. We may use third-party service providers to store or transmit this data, such as, but not limited to, providers of tax return preparation software. In using these data communication and storage methods, our firm employs measures designed to maintain data security. We use reasonable efforts to keep such communications and data access secure in accordance with our obligations under applicable laws and professional standards. We also require our third-party vendors to do the same.

You recognize and accept that we have no control over, and shall not be responsible for, the unauthorized interception or breach of any communications or data once it has been sent or has been subject to unauthorized access, notwithstanding all reasonable security measures employed by us or our third-party vendors. You consent to our use of these electronic devices and applications and submission of confidential client information to third-party service providers during this engagement.

To enhance our services to you, we will use a combination of remote access, secure file transfer, virtual private network or other collaborative, virtual workspace or other online tools or environments. Access through any combination of these tools allows for on-demand and/or real-time collaboration across geographic boundaries and time zones and allows CRI and you to share data, engagement information, knowledge, and deliverables in a protected environment. In order to use certain of these tools and in addition to execution of this acknowledgement and engagement letter, you may be required to execute a separate client acknowledgement or agreement and agree to be bound by the terms, conditions and limitations of such agreement. You agree that CRI has no responsibility for the activities of its third-party vendors supplying these tools and agree to indemnify and hold CRI harmless with respect to any and all claims arising from or related to the operation of these tools. While we may back up your files to facilitate our services, you are solely responsible for the backup of your files and records; therefore, we recommend that you also maintain your own backup files of these records. In the event you suffer a loss of any files or records due to accident, inadvertent mistake, or Act of God, copies of which you have provided to us pursuant to this agreement, we shall not be responsible or obligated to provide you a copy of any such file or record which we may retain in our possession.

Engagement Administration, Fees, and Other

We understand that your employees will prepare all cash, accounts receivable, and other confirmations we request and will locate any documents selected by us for testing.

Amy Miller, CPA is the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign it.

Our fees for this service will be as follows:

	CRI FEES		
Service	2022	2023	2024
Perform external audit services on the Consolidated Financial Statements of ElderSource, Inc. and Subsidiaries	\$40,500	\$47,250	\$51,750

The above fees are in addition to the fees charged for the audit of Northeast Florida Area Agency on Aging, Inc. d/b/a ElderSource, which has been communicated in a separate engagement letter dated April 6, 2023.

The fees are based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the engagement. If significant additional time is necessary, we will keep you informed of any problems we encounter and our fees will be adjusted accordingly. Our invoices for these fees will be rendered each month or bi-monthly as work progresses and are payable on presentation. In accordance with our firm policies, work may be suspended if your account becomes 30 days or more overdue and will not be resumed until your account is paid in full. If we elect to terminate our services for nonpayment, our engagement will be deemed to have been completed upon written notification of termination, even if we have completed our report. You will be obligated to compensate us for the time expended and to reimburse us for all out-of-pocket expenditures through date of termination.

Reporting

We will issue a written report upon completion of our audit of the Organization's consolidated financial statements. Our report will be addressed to the Board of Directors of ElderSource, Inc. and Subsidiaries. Circumstances may arise in which our report may differ from its expected form and content based on the results of our audit. Depending on the nature of these circumstances, it may be necessary for us to modify our opinion, add a separate section, or add an emphasis-of-matter or other-matter paragraph to our auditor's report, or if necessary, withdraw from this engagement. If our opinion is other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed an opinion, we may decline to express an opinion or withdraw from this engagement.

We appreciate the opportunity to be of service to you and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the attached copy and return it to us.

Very truly yours,

Carr, Riggs & Ingram, L.L.C.

Carr, Riggs & Ingram, LLC
Certified Public Accountants

RESPONSE:

This letter correctly sets forth the understanding of **ElderSource, Inc. and Subsidiaries**.

Management signature: _____

Title: _____

Date: _____

Governance signature: _____

Title: _____

Date: _____

ElderSource Institute (EI) Board Meeting
10688 Old St. Augustine Rd.
April 19, 2023, at 4:00 PM
Via Zoom

Present

Alan Fraser-Treasurer
Dr. Ashley Jennings-Vice President
Dr. Bill Ternent-Secretary
Stuart Gaines- Past President
Mike Jorgensen- President

Staff Present

Linda Levin, Chief Executive Officer
Trina Nullet, Chief Financial Officer
Andrea Spencer, VP of Communications
Jessica Del Rio, Executive Expeditor

Meeting Called to Order

The meeting was called to order at 12:07 PM by Mike Jorgensen

Review of Minutes

Dr. Bill Ternent moved to approve the minutes from January 27, 2023, with an adjustment on Dr. Ashley Jennings name. Dr. Ashley Jennings seconded the motion. The motion passed without opposition.

Updates on the Certificate of Completion

Linda Levin gave an update on the Certificate of Completion. She stated that we have a total of 28 registered learners and 12 of those learners have completed the program. These numbers are efforts without marketing. Linda also noted that we are working through the trouble shooting issues before launching our marketing efforts.

Review of Financials

Trina Nullet reviewed the Financials ending February 28, 2023. She stated that total operating revenue is \$70,726.26. She noted that we have \$2080 revenue in training.

Trina stated that the only other activity on the statement was \$1200 paid for the 990 forms for ElderSource Institute.

After the discussion, there were no questions.

Motion:

Stuart Gaines moved to approve the Financials ending February 28, 2023 as presented. Alan Fraser seconded the motion. The motion passed without opposition.

Marketing

Andrea Spencer gave an update on marketing efforts. She stated that we are updating the shopping cart on the website. The updates will include the option for companies to buy a course or the program for their employees. We are creating a separate account through Stripe for all the transactions.

Andrea noted that marketing efforts will start in our seven counties and grow out. UNF will also market this program through their network.

Andrea shared the new logo for the Foundation to Aging Certificate Program. She also presented the new brochure for the program.

Open Discussion

Linda stated that as part of our Strategic Plan, our goal is to grow ElderSource Institute. Which includes getting the contracts, staffing, and policy and procedures.

Medicaid Management Services is looking to have a pilot kick off in June, contracted with ElderSource Institute and Gainesville AAA for Caregiver Support Services.

Linda noted that keeping direct services at ElderSource Institute is vital.

Meeting Adjourned at 4:45 PM.

Minutes prepared by Jessica Del Rio, Executive Expediter.

Medicaid Management Services, Inc. (MMS)
10688 Old St. Augustine Rd.
March 16th, 2023, at 12:00 PM

Present

Ross Berry, President
Monica Stynchula, Vice President
Linda Simmons, Treasurer
Elizabeth Gunn

Absent

Samantha Prokop
Hanadi Hamadi, Secretary

Staff Present

Veronica Catoe, Executive Director
Kyle Sanchez, Director of Operations
Trina Nullet, Chief Financial Officer
Abrianna Schmidt, Administrative Assistant

Meeting Called to Order

The meeting was called to order at 12:03 PM by Ross Berry.

Approval of Minutes

Monica Stynchula moved to approve the February 2023 minutes as presented. Stu Gaines seconded the motion. The motion passed without opposition.

Financial Report

There was no financial report this month. Trina Nullet stated that her and Veronica are discussing the budget and the layout of reports.

Executive Director's Report

Veronica Catoe and Kyle Sanchez highlighted the following updates presented in the operational report:

- **ACL Grant**
 - The ACL Grant is scheduled to end in August. The continuation may be delayed until 2024 to release another type of grant. We will be looking for other ways to remain financially sound.
 - The biannual report is due March 30, 2022.
- **Staffing**
 - Director of Operations, Kyle Sanchez, has officially started working with us as of March 1st.

- Updates have been made to the Administrative Assistant job description to match the responsibilities needed for MMS, Inc.
 - Veronica presented an organizational chart that has been updated from the Guidehouse recommendation.
- **Name/ Brand**
 - The request for proposal (RFP) has been released to 6 companies for re-branding. There has been a meeting with one company so far and awaiting a response.
- **Operational Documents**
 - Our next step is to get our Community-Based Organizations (CBOs) to sign a contract to deliver services. The template is being reviewed.
 - Policies and procedures are being developed to ensure the understanding of operations.
- **Partnerships**
- **Medicaid Health Plans**
 - **Sunshine**
 - We are discussing process flows and verifying priority services.
 - Sunshine has reached out to discuss services to those under 18 and will be discussed among the board.
 - **Molina**
 - We met and talked with Molina about what areas they wanted to be involved in. They are interested in fall prevention and Alzheimer's Support- Savvy. There is also a gap in services to those under 60 that they would be interested in.
 - They are looking for a partner that could provide technical support for seniors and caregiver support.
 - **Humana**
 - We have not yet had a conversation about partnerships.
 - **Simply**
 - Simply will be working with T-Care and we have developed two options going forward:
 - Opportunity 1: potential for a grant to jumpstart the relationship while working out contracting services.
 - Opportunity 2: pre-screener done with us and Simply would pay for the screener
- **Medicare Advantage**
- **Other:**
 - Hospital Association
 - There have been conversations with the Hospital Association regarding how AAAs can support hospitals and the role of the HUB
- **Provider Relations**

- We are waiting for 3 NDAs from PSA 8, 9, & 10. Meetings are being scheduled with those PSAs for further discussion.
 - Advisory Committee
 - Charlotte Mather-Taylor is considered to be a member of the committee.
- **Software**
 - The team has continued to meet and have demos with software companies.
 - An RFP is pending release before the end of March.
- **Presentations**
 - Kyle has presented with Tonia Harris from Northeast Florida AHEC.
 - Center for Independent Living has invited Veronica to speak in their May meeting to re-introduce them.
 - Presentation invitation to speak with the Florida AAA Directors in June.
 - Presentation that Kyle submitted in collaboration with Centene in August.
- **Project Opportunity**
 - Kellogg has reached out to inform us their cohort of students is smaller than anticipated so there are no students assigned to us. They are putting us as a field study option for students this semester or next semester to work on our project.

Open Discussion

A call will be scheduled with board members before next month's board meeting to have further discussion regarding the expansion of services.

Adjournment

The meeting was adjourned at 12:58 PM by Ross Berry.

Minutes prepared by Abrianna (Bri) Schmidt, Administrative Assistant.