



SOLVERA HEALTH

**Solvera Healthcare Center, Inc.  
Board of Directors Meeting – August 18, 2021  
Minutes**

**Present:** Patrick Caplis, Phil Caplis, Jody Bunker, Sarai Marchan, Mary Weyeneth, Eric Heard, Doug Shaw

**Absent:** Mike Miller

Patrick Caplis welcomed everyone all for attending this Board Meeting for Solvera Healthcare Center, Inc. (SHC)

Patrick reviewed the minutes from the July 21, 2021, meeting. With their being no questions, a motion was made by Doug to approve the Minutes as presented, seconded by Mary and the motion was unanimously approved.

Patrick indicated that Mayor Rita Ali had taken a tour of the clinic, was very impressed and said it exceeded her expectations. He indicated all the exam room furniture is in, lobby furniture, consultation room furniture and nursing pods have yet to be delivered. Until that is delivered and installed electrical cannot be completed. The bone densitometry system will be installed on 8/19 and the Xray system completed after that. There will be staff training on the 8/23. An air purifying system (Active Pure Technology System) will be installed. Once everything is installed there will be a deep cleaning of the facility and it will be ready for use. Dr. Max Shakourian and Dr. Masa Langroodi will not be joining SHC in 2020 as previously discussed as they are moving back to Toronto for various reasons. Patrick said he did not believe there would be any problems with finding providers and staff for the clinic.

The Carbondale office was briefly discussed.

Patrick asked if there were any questions or comments from the Budget that was previously provided to all Board Members. There were none.

Patrick introduced Alison Kempthorne as a potential new member of the Board of SHC. A motion to add Alison to the Board of Directors was made by Doug, seconded by Jody and the motion was unanimously approved.

Patrick passed out the Legal Structure for review.

Complete Healthcare Managers, LLC is a Management Services Organization (MSO) created to maintain compliance with Illinois Corporate Practice of Medicine Act. The State of Illinois requires a physician to own a medical practice. The MSO is designed to be the non-clinical and administrative part of SHC (i.e., coding, billing, collections, etc.). 100% of the receivables and debt is assigned to the MSO who pays the medical providers and employees. This entity will bill for Medicare Part B which includes doctor's fees, x-rays, lab tests, etc. There are very specific legal guidelines as to how the MSO structure is built.

#### Solvera Health of Illinois, PLLC

This is a professional medical services organization owned 100% by Dr. Schock created to maintain compliance with Illinois Corporate Practice of Medicine Act. This was created as a for-profit entity for services provided and billed to Medicare Part B and formed for multi-specialty groups (i.e., PT, Neurology, Cardiology). Those specialists would be employed by this entity rather than the non-profit entity.

#### Solvera Healthcare Center, Inc.

This was formed as a non-profit 501c3 for FQHC compliance. Solvera Healthcare Center is an FQHC and must be non-profit and owned by a Board of Directors. 501c3 are exempt from sales tax and real estate taxes. This entity will bill for clinical services submitted to Medicare Part A for reimbursement. These would be inpatient services for hospitals, skilled nursing facilities, home health care, etc.

#### Golden Times Insurance, LLC

This is an Illinois Insurance Company formed to offer Medicare Advantage plans. The structure and management are yet to be determined.

#### Solvera Pharmacy

This is 100% owned and operated by Solvera Healthcare Center, Inc. This is managed by PharmD On Demand which uses the 340b drug program. This program gives the pharmacy special buying capabilities as drugs can be purchased directly through the manufacturer although the cost of drug prices is confidential and not provided to anyone outside the organization. With a 340b program the FQHC gets special benefits as they may deal with a population that potentially cannot pay for their drugs. A co-pay could be waived as this is operated on an as you can pay basis. There will be a sliding fee scale based on income. The 340b health insurance companies will reimburse at the normal reimbursement rate for their drugs. There are certain criteria that must be followed.

OSF walked through SHC and there was discussion about their specialists' network in Peoria and SHC received a large number of specialty contacts if needed. Patrick indicated the time spent with OSF was very advantageous.

Patrick reviewed part of the very lengthy and detailed Financial Policies & Procedures document provided to all. In particular he mentioned the sliding fee discount program (starting on page 64) that is most important for how the clinic will charge or waive fees for services and suggested everyone review that. He also mentioned that everyone should pay special attention

to the FQ and audits. After review by all board members, there will be time for open discussion about the Financial Policies & Procedures at the next board meeting. This will be the last policy and procedure that needs approved.

The next meeting will be September 15 @ 5:00pm at Geo's.

With no further discussion, a motion to adjourn was made by Doug, seconded by Eric and the meeting was adjourned.

Respectfully submitted,

*Jody Bunker*  
Secretary