



**RESOLUTION CONCERNING THE MEDICARE SHARED SAVINGS PROGRAM
ADOPTED AT MAY 18, 2023 MEETING OF THE
BOARD OF MANAGERS OF THE
OREGON NETWORK OF COMMUNITY HEALTH CENTERS, LLC.**

WHEREAS, the Oregon Network of Community Health Centers, LLC (the Company) entered into and completed the first exploration phase of a three-phase contract with the Starling Advisors, Inc (the Consultant) to determine the feasibility of participating in the Medicare Shared Savings Program (MSSP) and forming an Accountable Care Organization,

WHEREAS, the Company has determined that there is sufficient potential value in moving forward to the second phase of registration and application to the MSSP,

WHEREAS, the Company can contract with the Consultant to guide the company through this second phase, and will hold another vote at the end of this phase before proceeding to the third and final phase.

RESOLVED, the Company agrees to move on to Phase Two: Registration and Application to the MSSP.

Date: June 3, 2023

OREGON NETWORK OF COMMUNITY HEALTH CENTERS, LLC

By

Nic Powers, Network Board Chair



**RESOLUTION CONCERNING SHARED LIABILITY OF INCURRED DEBT
ADOPTED AT MAY 18, 2023 MEETING OF THE
BOARD OF MANAGERS OF THE
OREGON NETWORK OF COMMUNITY HEALTH CENTERS, LLC.**

WHEREAS, the Oregon Network of Community Health Centers, LLC (the “Company”) seeks to enter into a three-year service agreement for a population health data platform with Arcadia (the “Vendor”), having sufficient funds for implementation and an estimated 18 months of operation but uncertain funding for the remaining 18 months, thereby incurring debt;

WHEREAS the Company has demonstrated multiple funding sources, and a return on investment sufficient to liquidate or significantly reduce the potential incurred debt,

WHEREAS the participant Health Centers of the Company are the principal beneficiaries of the population health data platform for which the debt may be incurred

RESOLVED, the participant Health Centers of the Company, each represented in governance of the Company by a Board Manager, shall collectively and individually accept liability for any incurred debt to the Vendor from the third year of operation of the population health platform. No part of that debt shall be the responsibility of the Oregon Primary Care Association, the parent organization.

Date: June 3, 2023

OREGON NETWORK OF COMMUNITY HEALTH CENTERS, LLC

By

Nic Powers, Network Board Chair



**RESOLUTION ADOPTED AT THE MAY 19, 2023 MEETING OF THE
BOARD OF DIRECTORS OF
OREGON PRIMARY CARE ASSOCIATION, INC.**

WHEREAS, the Oregon Primary Care Association, an Oregon nonprofit public benefit corporation (the “Corporation”), is the sole Member of the Oregon Network of Community Health Centers, LLC (the “Company”);

WHEREAS, the Company seeks to create a subsidiary Limited Liability Corporation (LLC) to participate in the Medicare Shared Savings Program as an Accountable Care Organization
WHEREAS, the Company, upon seeking legal guidance has confirmed it has financial governance structures sufficient to support a subsidiary LLC for these purposes;

RESOLVED, the Corporation approves the Company creating a subsidiary LLC to participate in the Medicare Shared Savings Program.

Date: May 19, 2023

OREGON PRIMARY CARE ASSOCIATION, INC.

By _____

William North, OPCA Board President



**RESOLUTION ADOPTED AT THE MAY 19, 2023 MEETING OF THE
BOARD OF DIRECTORS OF
OREGON PRIMARY CARE ASSOCIATION, INC.**

WHEREAS, the Oregon Primary Care Association, an Oregon nonprofit public benefit corporation (the “Corporation”), is the sole Member of the Oregon Network of Community Health Centers, LLC (the “Company”);

WHEREAS, the Company seeks to enter into a three-year service agreement for a population health data platform with Arcadia (the “Vendor”), having sufficient funds for implementation and an estimated 18 months of operation but uncertain funding for the remaining 18 months, thereby incurring debt;

WHEREAS, the Company, governed by its health center Board of Managers, has agreed to accept all liability collectively and individually for any incurred debt to the Vendor from the operation of the population health platform and has demonstrated adequate potential to liquidate that debt

RESOLVED, the Corporation approves the Company entering into the service agreement with the Vendor.

Date: May 19, 2023

OREGON PRIMARY CARE ASSOCIATION, INC.

By _____
William North, OPCA Board President