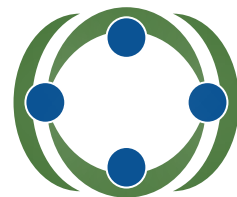




# Regular Public Meeting

**December 2023**



**community health  
center board**

*Multnomah County*

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# AGENDA



**community health  
center board**

*Multnomah County*



**Public Meeting Agenda  
December 11, 2023  
6:00-8:00 PM  
Virtual Zoom**

*Health Center Mission: Bringing services to individuals, families, and communities that improve health and wellness while advancing health equity and eliminating health disparities.*

**Board Members:**

**Harold Odhiambo** – Chair

**Darrell Wade** - Treasurer

**Susana Mendoza** - Board Member

**Tamia Deary** – Vice Chair

**Kerry Hoeschen** – Member-at-Large

**Alina Stircu** - Board Member

**Pedro Sandoval Prieto** – Secretary

**Brandi Velasquez** – Member-at-Large

**Jenna Green** - Interim Executive Director (Ex Officio)

**Our Meeting Process Focuses on the Governance of the Health Center**

- Meetings are open to the public
- There is no public comment period
- Guests are welcome to observe/listen
- All guests will be muted upon entering the Zoom

*Please email questions/comments to **the CHCB Liaison at CHCB.Liaison@multco.us**. Responses will be addressed within 48 hours after the meeting*

Time	Topic/Presenter	Process/Desired Outcome
6:00-6:05 (5 min)	<b>Call to Order / Welcome</b> Harold Odhiambo, CHCB Chair	Call to order Review processes
6:05-6:10 (5 min)	<b>Minutes Review- VOTE REQUIRED</b> October 19th Special Public Meeting Minutes November Public Meeting Minutes	Board reviews and votes
6:10-6:20 (10 min)	<b>ODHS Afghan Services Grant - VOTE REQUIRED</b> Amaury Sarmiento, Regional Manager, Senior	Board reviews and votes
6:20-6:30 (10 min)	<b>COVID Bridge Services Grant - VOTE REQUIRED</b> Debbie Powers, Deputy Director, Clinical Operations and Integration	Board reviews and votes
6:30-6:40 (10 min)	<b>CareOregon Community Supports Grant - Eligibility Assistance Program - VOTE REQUIRED</b> Jeff Perry, Chief Financial Officer	Board reviews and votes
6:40 - 6:45 (5 min)	<b>Legal Support Official Vote - VOTE REQUIRED</b> Harold Odhiambo, CHCB Chair	Board reviews and votes
6:45 - 6:50 (5 min)	<b>Strategic Oral Health Equity Project (SOHEP) Grant from CareOregon: Phase 2 - VOTE REQUIRED</b> Azma Ahmed, Dental Director	Board reviews and votes



<b>6:50- 6:55 (5 min)</b>	<b>Executive Officer Elections</b> Jenna Green, Interim Executive Director	Board reviews nominations
<b>6:55-7:05</b>	<b>10 Minute Break</b>	
<b>7:05-7:15 (10 min)</b>	<b>Monthly Financial Reporting Package</b> Jeff Perry, Chief Financial Officer	Board receives updates and provides feedback
<b>7:15-7:25 (10 min)</b>	<b>Committee Updates</b> Quality Committee: Tamia Deary, Quality Chair Bylaws Committee: Tamia Deary, Bylaws Chair Finance Committee: Darrell Wade, Finance Chair Executive Committee: Harold Odhiambo, Board Chair	Board receives updates
<b>7:25-7:35 (10 min)</b>	<b>Executive Director's Strategic Updates</b> Jenna Green, Interim Executive Director	Board receives updates
<b>7:35-7:45 (10 min)</b>	<b>Announce Executive Officer Election Results</b> Nominating Committee Member	Board receives updates
<b>7:45-8:00 (15 min)</b>	<b>Labor Relations Updates</b> Jenna Green, Interim Executive Director <b><i>Bargaining and Negotiation Updates (Closed Executive Session)</i></b>	Board receives updates in an executive session and has discussion
<b>8:00pm</b>	<b>Meeting Adjourns</b>	Thank you for your participation



# PUBLIC MEETING MINUTES



**community health  
center board**

*Multnomah County*





**CHCB Public Meeting Minutes  
 October 19, 2023  
 6:00-7:30 PM  
 Zoom Meeting**

*Health Center Mission: Bringing services to individuals, families, and communities that improve health and wellness while advancing health equity and eliminating health disparities.*

**Board Members:**

**Harold Odhiambo – Chair**

**Tamia Deary - Vice-Chair**

**Pedro Sandoval Prieto – Secretary**

**Darrell Wade – Treasurer**

**Brandi Velaquez - Member-at-Large**

**Kerry Hoeschen – Member-at-Large**

**Susana Mendoza - Board Member**

**Alina Stircu- Board Member**

**DJ Rhodes - Executive Director (Ex Officio)- ABSENT**

**Board Members Excused/Absent: Alina Stircu, Pedro Sandoval, Kerry Hoeschen**

Topic/Presenter	Discussion / Recommendations	Action	Responsible Party	Follow-up Date
<b>Call to Order / Welcome</b> Harold Odhiambo, CHCB Chair	Meeting begins 6:12 PM  We <u>do have a quorum</u> with 5 members present.  Spanish Interpreters: Maria and Rosie (Zoom)  Kerry was present via phone call  The Board reviewed the Succession Planning Policy that was approved in November 2021. The purpose of this policy is to be used in preparing for changes in Executive Leadership, whether planned or unplanned until permanent or temporary leadership is identified.			
<b>Executive Session</b> <i>(Closed Session)</i>	The Board voted to move into Executive Session and moved to the confidential session at 6:22 PM  The Board returned to the Public meeting at 6:42 PM	<b>Motion for CHCB member to go into Closed</b>		



<p><b>CHCB Board Members to discuss in a confidential separate Zoom</b></p>		<p><b>Session: Tamia</b> <b>Second:</b> <b>Darrell</b> <b>Yays: 5</b> <b>Nays:</b> <b>Abstain:</b> <b>Decision:</b> <b>Approved</b></p>		
<p><b>Interim Executive Director Appointment - VOTE REQUIRED</b></p>	<p>Harold recommended that the board move forward in alignment with the Community Health Center Success Plan Policy and appoint an interim director. Board members not in attendance have been informed about the vote.</p> <p>Board members moved to appoint Jenna Green as the interim Executive Director. Board members thanked Jenna for stepping into the interim role.</p> <p><i>Kerry had communicated approval with Harold before the meeting, but was not present to vote on this motion.</i></p> <p><i>Harold noted Pedro also previously approved his response.</i></p>	<p><b>Motion to Appoint Interim Executive Director Selection : Bee</b> <b>Second:</b> <b>Darrell</b> <b>Yays: 5</b> <b>Nays:</b> <b>Abstain:</b> <b>Decision:</b> <b>Approved</b></p>		
<p><b>Meeting Adjourns</b></p>	<p>Meeting adjourns 6:51 PM</p>			<p>Next public meeting scheduled on 11/13/23</p>

Signed: \_\_\_\_\_ Date: \_\_\_\_\_  
Pedro Sandoval Prieto, Secretary

Signed: \_\_\_\_\_ Date: \_\_\_\_\_





Harold Odhiambo, Board Chair

Transcribed on November 20th via recording by name/email:  
Crystal Cook  
crystal.cook@multco.us



**CHCB Public Meeting Minutes  
November 13, 2023  
6:00-8:00 PM (via Zoom)**

*Health Center Mission: Bringing services to individuals, families, and communities that improve health and wellness while advancing health equity and eliminating health disparities.*

**Board Members:**

**Harold Odhiambo – Chair**

**Tamia Deary - Vice-Chair**

**Pedro Sandoval Prieto – Secretary**

**Darrell Wade – Treasurer**

**Brandi Velaquez - Member-at-Large**

**Kerry Hoeschen – Member-at-Large**

**Susan Mendoza - Board Member**

**Alina Stircu- Board Member**

**Jenna Green - Interim Executive Director (Ex Officio)**

**Board Members Excused/Absent:**

Topic/Presenter	Discussion / Recommendations	Action	Responsible Party	Follow-up Date
<b>Call to Order / Welcome</b> Harold Odhiambo, CHCB Chair	Meeting begins 6:00 PM  We <u>do have a quorum</u> with 7 members present.  Spanish Interpreters: Victor and Rosie (Zoom)			
<b>Minutes Review -VOTE REQUIRED</b> Review Public Meeting minutes	Susana was not present during motion to approve the October 9th public meeting minutes.  Alina abstained.  All others voted to approve.	<b>Motion to approve October 9th public meeting minutes: Kerry</b> <b>Second: Bee</b> <b>Yays: 6</b> <b>Nays: 0</b> <b>Abstain: 1</b> <b>Decision: Approved</b>		



<p><b>COD/MCHD Strategic Oral Health Equity Project: Update</b> Azma Ahmed, Dental Director</p>	<p>High level overview of project was given in October to the board</p> <p>Today highlights some successes and stories from this project including:</p> <ul style="list-style-type: none"> <li>● Dental CHWs and Patient Navigator succeeded in supporting reduction of now shows for dental care</li> <li>● Met CareOregon Dental Meaningful Language Access measure</li> </ul> <p>Questions:</p> <ul style="list-style-type: none"> <li>● What has been the impact in this first stage/year? What has been the feedback that you have gotten about this project? <ul style="list-style-type: none"> <li>○ Most of the year has been dedicated to workforce development/ hiring team members and getting dashboards set up to track this project. Expect to build on this with designing interventions in the next phase.</li> </ul> </li> <li>● How often will you be providing updates on this project? <ul style="list-style-type: none"> <li>○ This is up to the board and how often you want to hear updates. Will talk to the Executive Committee and determine a plan for a report out</li> </ul> </li> <li>● What population are you focusing on with this project? <ul style="list-style-type: none"> <li>○ Right now the focus populations are those that identify as Black/African American ages 6-14 and those living with diabetes that identify as Black/African American, Latinx</li> </ul> </li> </ul>			
<p><b>Pharmacy Hours Change</b> Michele Koder, Pharmacy Director</p>	<p>Operating hours at our North Portland Health Center have changed beginning today, 11/13/23.</p> <p>Previous hours were 8:30am-6:30pm</p>			



	<p>We have been seeing the shift of prescription volume in certain regions and this change is made to accommodate that shift</p> <p>Questions/Comments:</p> <ul style="list-style-type: none"> <li>• Thank you for changing these hours as it is sometimes hard to make it to pick up prescriptions during the operating hours</li> </ul>			
<p><b>Mid County Dental Reflooring Update</b> Christian Thomson, Dental Program Manager</p>	<p>Questions/Comments:</p> <ul style="list-style-type: none"> <li>• Looking forward to updates on this project once it is finished</li> </ul>			
<p><b>FY23 Financial Closeout Report</b> Jeff Perry, Chief Financial Officer</p>				
<p><b>Q1 Financial Report</b> Jeff Perry, Chief Financial Officer</p>				
<p><b>Executive Officer Nomination &amp; Elections</b> Maya Jabar-Muhammed, Executive Support Manager</p>	<p>(3) positions available for 2024-2025 term due to mandatory term limits: Chair, Secretary, Member-at-Large</p> <p>If you want to run for one of these open positions, please let Maya know by Wednesday, November 20th</p> <p>Questions/Comments:</p>			
<p><b>PCC Project Update</b> Adrienne Daniels, Deputy</p>	<p>Project remains on track and continues to engage with core</p>			



<p>Director &amp; Strategy Officer</p>	<p>stakeholders</p> <p>Questions/Comments:</p> <ul style="list-style-type: none"> <li>● Thank you for the update, this looks like a great project</li> <li>● Earlier in the project, there were questions about the potential for childcare and want to follow up on that <ul style="list-style-type: none"> <li>○ Will check in with PCC on this program</li> </ul> </li> </ul>			
<p><b>NWRPCA/CHAMPS Conference Update</b> Harold Odhiambo, CHCB Chair Tamia Deary, Vice Chair</p>				
<p><b>Committee Updates</b> -Quality Committee: Tamia Deary, Quality Chair -Executive Committee: Harold Odhiambo, Board Chair -Finance committee: Darrell Wade, Finance Chair</p>	<p><b>Quality Committee:</b></p> <ul style="list-style-type: none"> <li>● No updates this month as we had to reschedule the Nov meeting and will be meeting on 11/21</li> </ul> <p><b>Executive Committee:</b></p> <ul style="list-style-type: none"> <li>● No updates</li> </ul> <p><b>Finance Committee:</b></p> <ul style="list-style-type: none"> <li>● Met on 11/2 and received updates from Jeff on Financials</li> </ul> <p><b>Bylaw Committee:</b></p> <ul style="list-style-type: none"> <li>● No updates this month</li> </ul> <p>We have (2) prospective board members on the call tonight and want to acknowledge them and thank them for their time this evening - Meshaua Powe and John Schlosser</p>			



<p><b>Executive Director's Strategic Updates</b> Jenna Green, Interim Executive Director</p>	<p>Client Advisory Committee updates and progress</p> <ul style="list-style-type: none"> <li>• Health Center-wide committee</li> <li>• HSC Ryan White Client Advisory Committee</li> <li>• Membership is currently low and are actively working to recruit new members</li> </ul> <p>World Aids Day is Friday Dec 1</p> <p>Dental bargaining updates: negotiations have been ongoing since March 2023. The county is committed to reaching an agreement and the formal notice of a strike has not been issued to date.</p> <p>Questions/Comments:</p> <ul style="list-style-type: none"> <li>• Thank you for the updates and to Jenna</li> <li>• Please note, the Client Advisory Committee identifies as the Client Advisory Council</li> </ul>			
<p><b>Meeting Adjourns</b></p>	<p>Meeting adjourns 7:57 PM</p>			<p>Next public meeting scheduled on 12/11/23</p>

Signed: \_\_\_\_\_ Date: \_\_\_\_\_  
Pedro Sandoval Prieto, Secretary

Signed: \_\_\_\_\_ Date: \_\_\_\_\_  
Harold Odhiambo, Board Chair

Scribe name/email:  
Shawna Williams  
shawna.williams@multco.us



# SUMMARIES



**community health  
center board**

*Multnomah County*



## Community Health Center Board (CHCB) Authority and Responsibility

As the governing board of the Multnomah County Health Center, the CHCB is responsible for revising and approving changes in the health centers scope; availability of services, site locations, and hours of operations; and operating budget. Reviewing and approving the submission of continuation, supplemental, and competitive grant applications is part of this review and approval process.

An approval to submit a grant application will allow for budget revisions during the application development process within and between approved budget categories up to 25 percent without CHCB approval. All budget revisions that exceed the cumulative 25% budget revision cap will be presented to the CHCB for a vote prior to grant submission. Upon Notice of Award, the budget approved by the funder will be presented to the CHCB for a final approval.

<b>Grant Title</b>	ODHS Afghan Services Grant		
<b>This funding will support:</b> <i>Please add an "X" in the category that applies.</i>			
<b>Current Operations</b>	<b>Expanded Services or Capacity</b>	<b>New Services</b>	
		<b>X</b>	
<b>Date of Presentation:</b>	12/11/2023	<b>Program / Area:</b>	Primary Care - Mid County
<b>Presenters:</b>	Amaury Sarmiento		
<b>Project Title and Brief Description:</b>			
<p><b>Title: ODHS Afghan Services</b></p> <p>Refugee Case Management Pilot: Mid County is home to our Refugee medical screening program and sees nearly all refugees settled in Oregon—more than 1,000 new residents from more than 40 countries each year. A large number of these refugees in recent years are and continue to be from Afghanistan.</p> <p>In recent years we have seen an influx of Refugee/Asylees/Parolees and asylum seeking community members from Afghanistan who have experienced severe trauma and have been resettled here with very</p>			



limited services from resettlement organizations (3 months). Individuals seeking asylum outside of the Oregon Department of Human Services do not get resettlement assistance.

The U.S. health system is complex and we at Mid County Health Center have noticed that individuals from Afghanistan have struggled to understand our health system and have struggled to attend medical appointments. We believe that adding a Case Manager to support these individuals will lead to better health outcomes and social determinants of health (SDOH)

MCHD plans to apply to this grant opportunity from the ODHS to provide case management services and help fill this gap. Mid-County Health Center will use these funds to hire a Refugee Health Case Manager to help guide patients through the complex healthcare system and to work through and support their complex needs and situations, as these individuals have experienced trauma. The case manager will help patients make appointments with specialists and behavioral/mental health professionals; help with transportation, including sometimes accompanying them to appointments; help patients sign up for resources and complete paperwork; and help with billpay and insurance concerns. Funding will also support associated reporting time by the Refugee Program Specialist.

**What need is this addressing?:**

Refugees, as well as asylum-seekers, non-english speaking clients, and established immigrants, have significantly more barriers to navigating the complex health care system than clients who are not in these specific populations. New refugees are given only three months of case management support by outside agencies, and Mid-County Health Center currently only has five community health workers for about 9,700 patients. Asylum-seekers do not have any case management support at all. Mid-County Health Center’s community health workers are only available for urgent referrals such as higher level crisis management and connecting patients to social services in the community. This leaves providers and overstretched teams to try and help with health navigation needs and case management.

**What is the expected impact of this project? (#of patients, visits, staff, health outcomes, etc.)**

We estimate providing case management services to 15-25 unduplicated individuals per month, totaling 135-225 individuals between January 1, 2024 and September 30, 2024.

**What is the total amount requested: \$**

*Please see attached budget*

\$101,382

**Expected Award Date and project/funding period:**

We expect to receive the notice of award in December 2023 for the project period 1/1/24 - 9/30/24.

**Briefly describe the outcome of a “YES” vote by the Board:***(Please be sure to also note any financial outcomes)*

If awarded funds, the Mid-County clinic will be able to hire a culturally specific case manager to new community members from Afghanistan for the purpose of improving health outcomes. This will expand the clinic’s wrap-around support offered to Afghan patients establishing medical homes at Mid-County.

**Briefly describe the outcome of a “NO” vote or inaction by the Board:***(Please be sure to also note any financial outcomes)*

Mid-County will not be able to hire a culturally specific case manager for Afghan services. Without these funds, services will not be expanded.

**Related Change in Scopes Requests:***(only applicable in cases in which project will represent a change in the scope of health center services, sites, hours or target population)*

n/a

**Proposed Budget (when applicable)**

Project Name: ODHS Afghan Services		: 1/1/24 - 9/30/24	
	Budgeted Amount	Comments (Note any supplemental or matching funds)	Total Budget
<b>A. Personnel, Salaries and Fringe</b>			
<b>Case Manager 2 - KSA</b>	\$83,290	0	\$83,290
1.0 FTE budgeted for 9 months; This position will provide culturally specific case management for Afghan refugee patients.			
<b>Program Specialist - KSA</b>	\$5,665	0	\$5,665
.05 FTE budgeted for 9 months; This position will screen patients for Afghan services case management eligibility and assist with program reporting.			
<b>Total Salaries, Wages and Fringe</b>	<b>\$88,955</b>	<b>0</b>	<b>\$88,955</b>
<b>B. Supplies</b>			



Description of supplies	0	0	0
<b>Total Supplies</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>C. Contract Costs</b>			
Contract description	0	0	0
<b>Total Contractual</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>D. Other Costs</b>			
Description of training and other costs	0	0	0
<b>Total Other</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Direct Costs (A+B+C+D)</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Indirect Costs</b>			
<i>The FY24 Multnomah County Cost Allocation Plan has set the Health Department's indirect rate at 13.97% of Personnel Expenses (Salary and Fringe Benefits). The rate includes 3.58% for Central Services and 10.39% for Departmental. The Cost Allocation Plan is federally-approved.</i>			
<b>Total Indirect Costs (13.97%)</b>	<b>\$12,427</b>		<b>\$ 12,427</b>
<b>Total Project Costs (Direct + Indirect)</b>	<b>\$101,382</b>		<b>\$101,382</b>

\*Not a revenue generating project.



# Grant Approval Request Summary

## Community Health Center Board (CHCB) Authority and Responsibility

As the governing board of the Multnomah County Health Center, the CHCB is responsible for revising and approving changes in the health centers scope; availability of services, site locations, and hours of operations; and operating budget. Reviewing and approving the submission of continuation, supplemental, and competitive grant applications is part of this review and approval process.

An approval to submit a grant application will allow for budget revisions during the application development process within and between approved budget categories up to 25 percent without CHCB approval. All budget revisions that exceed the cumulative 25% budget revision cap will be presented to the CHCB for a vote prior to grant submission. Upon Notice of Award, the budget approved by the funder will be presented to the CHCB for a final approval.

<b>Grant Title</b>	COVID Bridge Services Grant		
<b>This funding will support:</b> <i>Please add an "X" in the category that applies.</i>			
<b>Current Operations</b>	<b>Expanded Services or Capacity</b>	<b>New Services</b>	
x			
<b>Date of Presentation:</b>	12/11/2023	<b>Program / Area:</b>	Primary Care
<b>Presenters:</b>	Debbie Powers		
<b>Project Title and Brief Description:</b>			
<p><b>Title: COVID Bridge Services</b> This one-time funding supports health centers to continue essential COVID-19-related services and mitigate adverse impacts of COVID-19 on underserved populations as vaccines and therapeutics move to the commercial market. This funding was part of American Rescue Plan Funds received by the MCHD Health Center Program for these services. Funding may support: testing, vaccination, therapeutics, Enabling/patient support services (such as outreach, education, enrollment assistance, transportation, translation, and care coordination) to support COVID-19-related services, Community COVID-19 vaccination</p>			



events, Personnel who support COVID-19-related services and care delivery, including personnel costs necessary to develop, support, or expand collaborations, including collaborations with state/jurisdiction immunization programs, Supplies that support COVID-19-related services and care delivery.

**What need is this addressing?:**

The continued impacts of COVID- on HCP and HCP eligible populations in Multnomah County.

**What is the expected impact of this project? (#of patients, visits, staff, health outcomes, etc.)**

Continue to provide COVID-19 related services to health center patients and support community events.

**What is the total amount requested: \$**

*Please see attached budget*

\$85,020

**Expected Award Date and project/funding period:**

9/1/2023-12/31/2024

**Briefly describe the outcome of a “YES” vote by the Board:**

*(Please be sure to also note any financial outcomes)*

The Health Center Program will continue to provide COVID-19 related services as described above through 12/31/2024.

**Briefly describe the outcome of a “NO” vote or inaction by the Board:**

*(Please be sure to also note any financial outcomes)*

The Health Center Program would not be able to use these bridge funds focused on COVID-19 related services.

**Related Change in Scopes Requests:**

*(only applicable in cases in which project will represent a change in the scope of health center services, sites, hours or target population)*

N/A

**Proposed Budget (when applicable)**

Project Name:		Start/End Date:	
	Budgeted Amount	Comments (Note any supplemental or matching funds)	Total Budget
<b>A. Personnel, Salaries and Fringe</b>			
<b>Position: Community Health Specialist 2</b>	\$9,639		\$9,639
Position Description: To provide COVID-19 related outreach enabling services, including My-Chart support.			
<b>Total Salaries, Wages and Fringe</b>	<b>\$9,639</b>		<b>\$9,639</b>
<b>B. Supplies</b>			
Description of supplies: Medical Supplies - test kits, Gloves, masks, sanitizer, sharps	\$34,160		\$34,160
<b>Total Supplies</b>	<b>\$34,160</b>		<b>\$34,160</b>
<b>C. Contract Costs</b>			
Contract description: Contracts for professional staffing - Medical Assistants (250 hrs @\$50.5), Community Health Nurse (250 hrs @ \$67.5), Office Assistant 2 (250 hrs @ \$41.5)	\$39,875		\$39,875
<b>Total Contractual</b>	<b>\$39,875</b>		<b>\$39,875</b>
<b>D. Other Costs</b>			
Description of training and other costs			
<b>Total Other</b>			
<b>Total Direct Costs (A+B+C+D)</b>	<b>\$83,674</b>		<b>\$83,674</b>
<b>Indirect Costs:</b>			
<i>The FY24 Multnomah County Cost Allocation Plan has set the Health Department's indirect rate at 13.97% of Personnel Expenses (Salary and Fringe Benefits). The rate includes 3.58% for Central Services and 10.39% for Departmental. The Cost Allocation Plan is federally-approved.</i>			
<b>Total Indirect Costs (13.97% of A)</b>	<b>\$1,346</b>		<b>\$1,346</b>





<b>Total Project Costs (Direct + Indirect)</b>	<b>\$85,020</b>		<b>\$85,020</b>
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*\*This is a non-revenue generating program*

# Grant Approval Request Summary

## Community Health Center Board (CHCB) Authority and Responsibility

As the governing board of the Multnomah County Health Center, the CHCB is responsible for revising and approving changes in the health centers scope; availability of services, site locations, and hours of operations; and operating budget. Reviewing and approving the submission of continuation, supplemental, and competitive grant applications is part of this review and approval process.

An approval to submit a grant application will allow for budget revisions during the application development process within and between approved budget categories up to 25 percent without CHCB approval. All budget revisions that exceed the cumulative 25% budget revision cap will be presented to the CHCB for a vote prior to grant submission. Upon Notice of Award, the budget approved by the funder will be presented to the CHCB for a final approval.

<b>Grant Title</b>	CareOregon Community Supports Grant - Eligibility Assistance Program		
<b>This funding will support:</b> <i>Please add an "X" in the category that applies.</i>			
<b>Current Operations</b>	<b>Expanded Services or Capacity</b>	<b>New Services</b>	
	X		
<b>Date of Presentation:</b>	12/11/2023	<b>Program / Area:</b>	Primary Care/PAC
<b>Presenters:</b>	Jeff Perry		
<b>Project Title and Brief Description:</b>			
<p><b>Title: CareOregon Eligibility Assistance Program</b> The eligibility assistance program has 19 certified assistors who located in clinics to provide patients easy access to education and enrollment services for insurance and other public benefits. A key role is to provide information that assists patients in receiving all benefits they are eligible for. Call center, front desk, and medical staff make appointments with certified assistors for patients either before or after visits to ensure patients receive the assistance they need. Certified assistors provide outreach at community events to assists with questions, education, and applications related to redetermination, services, and coverage.</p>			



**What need is this addressing?:**

We will be using these funds for additional needs related to eligibility assistance outreach: equipment used for outreach (hotspots and iPads for language interpretation); staff overtime; language services; flyers/signage with MCHD and ES contact numbers; pens/flashlights/soap with MCHD contact information; etc.).

**What is the expected impact of this project? (#of patients, visits, staff, health outcomes, etc.)**

As stated above this will enhance eligibility assistance outreach, including supplies and accessibility. Typically, 20,000 eligibility assists in a calendar year. It dipped a bit during COVID when Medicaid re-application was suspended, 20,000 assists are predicted to return to baseline numbers post COVID.

**What is the total amount requested: \$**

*Please see attached budget*

\$80,000

**Expected Award Date and project/funding period:**

**Briefly describe the outcome of a “YES” vote by the Board:**

*(Please be sure to also note any financial outcomes)*

The Health Center Program would increase accessibility and access to eligibility assistance

**Briefly describe the outcome of a “NO” vote or inaction by the Board:**

*(Please be sure to also note any financial outcomes)*

The Health Center Program would not be able to increase access and accessibility to eligibility services

**Related Change in Scopes Requests:**

*(only applicable in cases in which project will represent a change in the scope of health center services, sites, hours or target population)*

N/A

**Proposed Budget (when applicable)**



Project Name: CareOregon Support - Eligibility		Start/End Date:	
	Budgeted Amount	Comments (Note any supplemental or matching funds)	Total Budget
<b>A. Personnel, Salaries and Fringe</b>			
<b>Position: Community Health Specialist 2</b>			
Position Description:			
<b>Total Salaries, Wages and Fringe</b>			
<b>Description of supplies:</b>			
<b>Total Supplies</b>			
<b>C. Contract Costs</b>			
Contract description:			
<b>Total Contractual</b>			
<b>D. Other Costs</b>			
Description of training and other costs			
<b>Total Other</b>			
<b>Total Direct Costs (A+B+C+D)</b>			
<b>Indirect Costs:</b>			
<i>The FY24 Multnomah County Cost Allocation Plan has set the Health Department's indirect rate at 13.97% of Personnel Expenses (Salary and Fringe Benefits). The rate includes 3.58% for Central Services and 10.39% for Departmental. The Cost Allocation Plan is federally-approved.</i>			
<b>Total Indirect Costs (13.97% of A)</b>			
<b>Total Project Costs (Direct + Indirect)</b>			

\*This program is non-revenue generating so this table has been deleted.

# Board Presentation Summary

<b>Presentation Title</b>	<b>ICS Dental Oral Health Equity Project Grant from CareOregon</b>			
<b>Type of Presentation: Please add an “X” in the categories that apply.</b>				
<b>Inform Only</b>	<b>Annual / Scheduled Process</b>	<b>New Proposal</b>	<b>Review &amp; Input</b>	<b>Inform &amp; Vote</b>
			X	x
<b>Date of Presentation:</b>	12/11/23	<b>Program / Area:</b>	Health Department Integrated Clinical Services - Dental	
<b>Presenters:</b>	Azma Ahmed			
<b>Project Title and Brief Description:</b>				
<p>Strategic Oral Health Equity Project</p> <p>Update on Phase 1 progress and successes. Description of Phase 2 business plan and budget. Request vote to approve funding of Phase 2.</p> <p>The Strategic Oral Health Equity Project, initiated in response to decreased engagement in dental care during the COVID-19 pandemic, aims to enhance oral healthcare outcomes, access, and engagement, especially among identified marginalized populations.</p>				
<b>Describe the current situation:</b>				
<p>Project is funded for Phase 1 and CareOregon investment will be renewed for Phase 2, a second and third year.</p> <p>A Phase 2 Business Plan draft has been submitted to CareOregon for review and will be finalized at the end of December. Project outreach and education staff have been hired. Dental Community Health Workers are successful in outreach to identified focus populations. Focus Groups have been established to engage Dental clients. An active Expanded Function Dental Assistant training and recruitment plan to achieve EFDAs, who reflect the patient population we serve, is in progress. This EFDA program will also increase our capacity to serve the focus populations.</p>				



**Why is this project, process, system being implemented now?**

The Covid-19 pandemic resulted in many patients disengaging from their dental care. This Project has been implemented to address dental health inequities and improve care for identified marginalized populations.

Reflecting a national shortage of medical and dental assistants, the County currently has many unfilled Enhanced Function Dental Assistant positions, causing strain on staff and limited capacity to provide care. The Project also funds the training and hiring of additional Enhanced Function Dental Assistants, which will equate to additional capacity to serve these focus populations in our community in the future.

**Briefly describe the history of the project so far (Please indicate any actions taken to address needs and cultures of diverse clients or steps taken to ensure fair representation in review and planning):**

Many patients disengaged from dental care during The Covid-19 pandemic. Only approximately half of the assigned dental patient members remained engaged in dental care. Continually high no show rates, combined with ongoing staffing shortages resulted in a dire financial and quality outcomes picture.

With these issues identified, CareOregon made a strategic investment to ensure MCHD has the resources to make forward strides to improve the number of dental clients engaging in care and to increase the capacity to provide that care.

The Project’s staff and Dental Community Health Workers will seek to:

- Increase patients age 0-14 receiving preventive services by 3% over 2022.
- Increase engagement in any dental service by 3% over 2022.
- Implement strategies to improve dental re-care rates. This includes social media posts, postcards mailed and calls made to specific lists of patients, offering incentives for completed care appointments, promotion of dental health at community events, and working to reduce barriers to care.

The Strategic Oral Health Equity Project promotes social and racial justice. Actions taken to address needs and cultures of diverse clients and steps taken to ensure fair representation in review and planning:

- This project seeks to improve oral health disparities within the population our clinics serve.
- Generally speaking, children from marginalized communities tend to have poorer oral health indicators, so data has been collected to identify the populations we most urgently need to reach. One of our identified improvement areas is to engage more AA/Black children ages 6-14 in dental care, and specific strategies are underway to achieve this.
- Adults tend to seek dental care at a much lower rate - this initiative seeks to improve that. We saw a particular drop in care in AA/Black patients living with diabetes, and we have prioritized reaching out to those clients as well.



- This project includes community-based participation to help shape interventions to improve oral health outcomes.
- This project has incorporated meaningful language access as a measurable metric.
- The EFDA (Expanded Function Dental Assistants) recruitment is focused to encourage candidates from the patient populations our clinics serve.

**List any limits or parameters for the Board’s scope of influence and decision-making:**

N/A

**Briefly describe the outcome of a “YES” vote by the Board  
(Please be sure to also note any financial outcomes):**

Strategic Oral Health Equity Project Phase 2 will be funded by CareOregon. Phase 2 Budget is approximately \$3.75 million dollars over FY 2025 and FY 2026. Five (5) 1.0 FTE positions and two (2) .5 FTE allocations will continue to be funded during FY 2025-2026. And eighteen (18) 1.0 FTE dental assistant positions will be hired and funded over FY 2025-2026, greatly reducing the burden on staff in our Dental Clinics.

**Briefly describe the outcome of a “NO” vote or inaction by the Board  
(Please be sure to also note any financial outcomes):**

Strategic Oral Health Equity Project Phase 2 will not be funded by CareOregon. Five (5) 1.0 FTE positions and two (2) .5 FTE allocations will end at the close of FY 2024. No dental assistant positions will be funded and our Dental Clinics will continue short-staffed and unable to meet the needs of our patient population.

**Which specific stakeholders or representative groups have been involved so far?**

- CareOregon Administration
- MCHD ICS Dental Leadership
- MCHD EFDA Staff as well as other MCHD Dental Clinic Supervisors and Staff
- Client Focus Group held at Rockwood Clinic to engage patient involvement

**Who are the area or subject matter experts for this project?  
(Please provide a brief description of qualifications)**

SME, Project Sponsor:  
Azma Ahmed, Dental Director azma.ahmed@multco.us  
Decision maker, consulted, informed, accountable, POC consideration

Project Manager:  
Jennifer Jako, Project Manager, jennifer.jako@multco.us





SME Aron Goffin (interim), Senior Specialist, aron.goffin@multco.us  
Responsible for moving work forward, identifying risks, dependencies, issues

SME Project Team Member  
Daniel Martinez Tovar, Senior Manager, daniel.martinez.tovar@multco.us  
Lead on workforce improvement, decision maker, consulted, informed, accountable, POC consideration

SME, Dental Ops  
Christian Thomson, Dental Program Manager, christian.thomson@multco.us  
Decision maker, consulted, informed, responsible

SME, CSI/Epic  
Trisha Penner, Business Process Consultant, trisha.s.penner@multco.us  
Lead on Epic resources, responsible

SME, BI/Data/Reporting  
Jonathan Salfen  
Lead on data and reporting, responsible

SME, dental patients:  
Dental Client Focus Group  
Lived experience, knowledge of barriers to accessing care, BIPOC considerations

**What have been the recommendations so far?**

The main takeaway from stakeholders is that our Clinic capacity needs to be increased to improve access to care for all identified focus populations needing to re-engage with or continue dental care at our Clinics. This Project provides a pathway to increase capacity through the training and hiring of EFDA staff to fill open positions, as well as other strategies.

The Dental Outreach Team is working to re-engage the community in ways we have not had the capacity to do before and we are already seeing results: appointments scheduled and completed AND metric numbers improving.

**How was this material, project, process, or system selected from all the possible options?**

With reduction in patients accessing dental care services during quarantine, MCHD and CareOregon identified inequities in patient care rates and staffing shortages which determined the direction of the project goals.

Board Notes:



# SUPPORTING DOCUMENTS



**community health  
center board**

*Multnomah County*



**STEVEN L. BURGON**  
206.447.2254  
sburgon@omwlaw.com

December 4, 2023

**VIA EMAIL – haomultnomah@gmail.com**

Harold Odhiambo, Chair Community Health Center Board

Re: Amended Engagement Agreement

Dear Harold:

Thank you for engaging our firm to represent the Community Health Center Board (“CHCB”). The purpose of this letter is to confirm our representation and to describe how our services will be provided. This letter updates and amends the earlier Engagement Agreement letter you and I signed on September 15, 2023. As amended, this agreement authorizes Ogden Murphy Wallace, PLLC (“OMW”) to assist the CHCB in understanding the legal responsibilities, in addition to the rights and risks, of operating as the governing board of a Federally Qualified Health Center (FQHC) under a public entity model as well as to assist in organizing Welcome Health as an Oregon nonprofit corporation and related issues. It is understood by both the CHCB and by OMW that OMW is not being retained to represent Multnomah County in any way but is retained solely to represent the CHCB and Welcome Health as described herein.

I will be ultimately responsible here at the firm for legal matters and your contact for billing issues or other issues related to this contract. Maddie Haller will be the primary contact for legal matters we are working on for you at any given time, but you should always feel free to contact me directly or any of the other attorneys that may work on your matter.

**Terms of Engagement**

In our representation of clients, we think it is critical that our clients and the firm share the same understanding of the attorney-client relationship. To that end, enclosed is a copy of our Standard Terms of Engagement. This engagement letter and the enclosed Standard Terms of Engagement set forth our agreement with CHCB. Please review them carefully and if you agree to both documents, please sign the enclosed copy of this letter where indicated and return it to us. Please let us know if you have any questions or comments regarding our relationship. If you have any questions, I am happy to work through them with you.

**Legal Fees**

The CHCB will be billed for our services on an hourly basis. Or firm bills in tenths of an hour. Associate attorney billing rates vary from \$295.00 to \$390.00 per hour. Member billing rates range from \$405.00 to \$695.00 per hour.

Attorney	Billing Rate
Steve Burgon	\$565.00 per hour
Maddie Haller	\$350.00 per hour
Emily Romanenko	\$340.00 per hour
Adriana Lein	\$305.00 per hour

### **Advance Fee Deposit to Commence Representation**

Our firm's policy is to require an advance fee deposit before we begin representation. We have waived the requirement of an advance fee deposit in this matter but reserve the right to require payment of an advance fee deposit at any time upon written notice.

### **Supervising Attorney and Assistance**

As supervising attorney, I will be responsible for seeing that the work is carried out in an efficient and economical manner. I will be assisted by other attorneys and legal assistants in our office. They are all bound to you by the same duties of loyalty and confidentiality that bind me.

### **Scope of Services**

Based upon our discussion of your business matters, you agreed that that legal advice provided under this agreement may include, but is not limited to the following:

The development of Bylaws and other governance documents for Welcome Health and otherwise organizing Welcome Health so as to comply with state law and with federal requirements of a community health center board operating under a public entity model; advising on Welcome Health's ability to and mechanisms to fundraise for CHCB; educating and advising CHCB as to the CHCB's authority in approving and supporting initiatives and projects related to the scope of the health center program or in support of the health center patient population; assisting with the evaluation the risks, limits, and opportunities of using the "Welcome Health" branding either exclusively for fundraising purposes or in collaboration with Multnomah County services at the community health center clinics; identifying state or federal reporting requirements for incorporated tax-exempt nonprofit organizations; and related risk management strategies.

### **Other Matters**

The provisions of this letter and the attached Standard Terms of Engagement shall apply to any other work or matter for which the CHCB engages us, including on behalf of any corporation, limited liability company or partnership in which the CHCB has an interest, except to the extent contingent fees or flat

fees are otherwise agreed. Notwithstanding the termination rights described in the Standard Terms of Engagement, you expressed concern that the CHCB not be left without legal counsel due to a decision by Ogden Murphy Wallace, PLLC to terminate this agreement without cause and requested thirty (30) days' notice of any termination by OMW without cause. We will therefore give you at least thirty (30) days' notice if we decide to terminate this Engagement Agreement for a reason other than delinquent payments, requests from the CHCB to participate in activities we believe to be either unethical or illegal, or other change in circumstances that gives OMW cause to terminate this Engagement Agreement.

We appreciate your expression of confidence in Ogden Murphy Wallace, P.L.L.C. and assure you that we will do our best to provide you with high quality legal services. If you have any questions or concerns during the course of our relationship, we encourage you to raise them with our Managing Member, Geoff Bridgman, or me. We look forward to working with you.

**Agreed and Acknowledged**

Again, we are excited to have this opportunity to work with you. Please call or e-mail me if you have any questions or comments.

Very truly yours,

**OGDEN MURPHY WALLACE, P.L.L.C.**

Steven L. Burgon

SLB:knh

THE FOREGOING LETTER AND THE ENCLOSED STANDARD TERMS OF ENGAGEMENT ARE UNDERSTOOD AND AGREED:

---

Harold Odhiambo, Chair

---

Date

**OGDEN MURPHY WALLACE, P.L.L.C.**

**STANDARD TERMS OF ENGAGEMENT**

**General Rates**

The usual basis for determining our fees is the time expended by attorneys, paralegals, and legal assistants of the firm. The rates for our services presently range from \$280.00 to \$695.00 per hour and are subject to change from time to time. Our current rate schedule is always available upon request. Whenever it is appropriate, we will use associate attorneys, law clerks or legal assistants in our office.

**Other Factors in Rates**

Although time expended and costs incurred are usually the sole basis for determining our fees, by mutual agreement, billings to you for legal services may, in some instances, be based on a more comprehensive evaluation of the reasonable value of the firm's services. The firm is committed to charging reasonable fees for its services. In certain situations, factors other than the amount of time required will have a significant bearing on the reasonable value of the services performed. Such factors include: the novelty and complexity of the questions involved; the skill required to provide proper legal representation; familiarity with the specific areas of law involved; the preclusion of other engagements caused by your work; the magnitude of the matter; the results achieved; customary fees for similar legal services; time limitations imposed by you or by circumstances; and the extent to which office forms and procedures have produced a high quality product efficiently. There may be some activity that we can do on a contingent or other basis; however, we will handle matters on a contingency or other basis only when and to the extent specifically agreed in writing in advance of the work.

In circumstances where our fees will be based on or include factors other than our normal hourly charges and costs, we will notify you promptly and prior to proceeding. Any basic document fee that we may charge you has been and will be set in light of these various factors.

**Billing Fees and Costs**

We will bill you on a regular basis, normally each month, for all the time spent on your project and for other costs incurred relating to our work or on your behalf. The activities for which our time will be billed will conference time, whether in person or on the telephone; document preparation and revision; negotiations; correspondence; staff or attorney supervision; factual and legal research and analysis; travel on your behalf; and other matters directly pertinent to and related to your business and/or litigation matters handled by our firm. Typical of the costs for which you will be billed include filing fees;

delivery fees; computer assisted legal research; copying; imaging; telephone conference charges; charges of outside experts and consultants; and travel.

#### **Payment; Interest**

You agree to make payment within thirty (30) days of receipt of our invoices (NET 30 from receipt of invoice). Outstanding balances that are not paid within thirty (30) days of receipt will accrue interest at the rate of one percent monthly from the date of invoice until paid.

We impose a surcharge on credit cards only. The surcharge is not greater than our costs of acceptance. We impose an effective rate charge of 3% (three percent) on the transaction amounts on Visa, MC, Discover, and AMEX payments. We do not surcharge Gift Cards, Pre-Paid cards, or Visa, MC, Discover, and AMEX debit cards.

#### **Advance Fee Deposit**

New clients are usually requested to provide an advance fee deposit to the firm. If an advance fee deposit is required, it will be placed in a trust account as described below. Paying an advance fee deposit does not relieve the client's obligation to pay monthly invoices. Trust funds will be applied to an invoice and credited to the firm 10 days after the date of the invoice unless we hear from you. The firm reserves the right to require an additional advance fee deposit before commencing further work. At the conclusion of our legal representation or at such time as the deposit is unnecessary, any remaining balance or an appropriate part of any remaining balance will be returned to you.

#### **Trust Deposits**

All trust deposits from you will be held in a client trust account. By court rule in Washington, funds deposited to a trust account are subject to IOLTA (Interest on Lawyers Trust Account) participation in a pooled trust account. The exception is when the deposit is large enough to earn interest in excess of bank and administrative costs, and you request that it be held in a separate account, in which case the interest earned will be added to the deposit for your benefit and will be taxable income to you. IOLTA funds are used to support law-related charitable and educational activities.

#### **Termination**

You may terminate our representation at any time, with or without cause, by notifying us. Upon such action, all fees and expenses incurred before the termination are due to the firm. If such termination occurs, your original papers will be returned to you promptly upon receipt of payment for outstanding fees and costs. If you wish to have a paper or electronic copy of your file at the conclusion of our representation, we will provide it to you at the current copy rate per page then in effect.

#### **Estimates**

You may, from time to time, ask us for estimates of our fees and expenses either in whole or in part. We are hesitant to give estimates because of their potential inaccuracy. However, if you require it, and if we



do provide you with such estimates, they will be based upon our professional judgment, but always with a clear understanding that it is not a maximum or fixed fee quotation. We cannot guarantee that the actual fees and expenses will be at or below the estimates because of factors outside the control of the firm.

### **Confidentiality and Electronic Communications**

Ogden Murphy Wallace is committed to maintaining the security of our system and the communications with our clients. Unless you otherwise instruct us in writing, we intend to use various communications devices in the normal course (which may include wired or wireless devices, e-mail, cellular telephones, voice over Internet, texting, and electronic data/document web sites) to communicate with and send or make available documents to you and others. Though encryption is a security tool that we utilize, not all communications are encrypted. By signing this letter, you consent to the usage of a variety of communication methods even if such methods are not encrypted.

It is important for us to maintain open communication with each other throughout the engagement. We will regularly keep you informed of the status of the matter and will promptly notify you of any major case developments. We will consult with you whenever appropriate.

You agree to communicate with and provide us with complete and accurate information as needed to further the case. Further, you will timely notify us of any changes in the structure of your organization, changes to the personal information or residence of any individuals related to this matter, or any extended periods of time when you will be unavailable.

### **Services as Registered Agent**

If you have asked us to serve as your business's registered agent, please note that this type of work is a "law-related service," which under the Rules of Professional Conduct is not prohibited as unauthorized practice of law when provided by a nonlawyer. The protections of the client-lawyer relationship do not exist in that circumstance. If we receive service of a lawsuit against you or your business in our capacity as registered agent, we will not be providing a defense to you or your business in that matter unless we specifically agree to do so.

### **Dispute Resolution**

If you disagree with the amount of our fee, please take up the question with your principal attorney contact or with the firm's managing member. Typically, such disagreements are resolved to the satisfaction of both sides with little inconvenience or formality. Any disputes relating to these Terms of Engagement or the accompanying engagement letter (collectively this "agreement") or the amount of legal fees related thereto, will be submitted to arbitration through the American Arbitration Association (the "AAA"), according to its then-effective rules, and to Ogden Murphy Wallace, P.L.L.C. and you agree to be bound by the results of such arbitration. Please be aware that by agreeing to arbitration, you are waiving the right to a trial by jury and your right to appeal. Although the arbitrator will be authorized to award any damages or relief that a court of law having jurisdiction over the dispute could award, the

arbitrator will be bound by the AAA rules and not by state or federal court rules, and discovery will be limited to what is allowed under the AAA rules. The grounds for appeal of an arbitration award are limited as compared to a court judgment or jury verdict. Arbitration fees and expenses shall be borne equally by the parties. In the event of non-payment such that we must pursue collection of your account, you agree to pay the costs of collecting the debt, including court costs and fees, and a reasonable attorney's fee.

#### **Withdrawal**

We reserve the right to withdraw from representing you if, for any reason, our fees are not timely paid in accordance with this agreement, or for any other appropriate reason, as determined by the firm in accordance with applicable law and the Rules of Professional Conduct.

#### **Client Documents**

During the engagement, we will maintain certain documents relevant to this representation. At the conclusion of this engagement, we will retain your original documents for a period of ten years unless you request that they be returned to you. If you have not requested possession of the file or any of its contents at the end of ten years, the file may be destroyed in accordance with our record retention program.

We may store some or all of your electronic files on a variety of platforms, including third-party cloud-based servers. You specifically consent to the use of these services for document storage and management, and to the conversion of all paper documents in your file to electronic form. You recognize that technology is ever evolving and that electronic communications cannot be fully protected from unauthorized interception. You acknowledge that our email system may be unencrypted, and you covenant and agree to proactively notify us in writing if you require that any of your deliverables or emails be sent to you with encryption. We caution you not to send or access any email or other electronic message to or from us, respectively, via any public or semi-public network, or network or devices owned or controlled by any third party. Nonetheless, for efficiency purposes, you authorize us to transmit information, including information of a confidential nature, to you (or your designated representative) by email to any address which you may provide to us for such purposes, including responding to the sending address of any such message that we may receive from you. In addition, you authorize our use of third-party cloud, back-up, client management, timekeeping, and file-sharing services, including, but not limited to, ShareFile, Dropbox, DocuSign, Carpe Diem, Mimecast, and SurePoint, in the course of our representation. You acknowledge that we may be bound by certain third party terms and conditions related to the use of such services and that our use of such services is not without risks (and you agree to assume such risks).

Please note that if we represent you in a matter in litigation, you have an obligation to preserve all documents that may be relevant to this matter.

#### **Disclaimer**

You acknowledge that we have made no guarantees regarding the disposition, outcome, or results of your legal or business matters, and all expressions we have made relevant thereto are only our opinions as lawyers based upon the information available to us at the time. Our beginning work on your behalf

will constitute your acceptance of this agreement unless we receive a written objection from you within ten (10) days of the date of the accompanying engagement letter.

### **Independent Advice**

Since the Engagement Agreement is legally binding and affects your legal rights, you may wish to seek the advice of independent counsel prior to executing it.

### **Conclusion**

Thank you for retaining our firm. We look forward to working with you.