

Introduction

At the time of this writing, Health By Design is well into its fourth decade of existence. With the passage of time, much of the history of any business is likely to be lost, as employees come and go and business operations change. This has certainly been the case with Health By Design.

It seemed appropriate, therefore, to attempt at this time to update the Health By Design story, so that those who begin to work in the Health By Design system now and in the future can have some idea of our roots and the sacrifices made by many to allow our fine business to prosper. Hopefully, those in future decades will enjoy reading of the early struggles of our company and will be able to avoid some of the mistakes made in the past.

Health By Design has been an exciting adventure, and I'm sure that many who read this history will be amazed at how our God has taken the broken pieces of our work and knitted them together into something of beauty and promise. The story is not too different from some of the adventures of the Old Testament in the Bible. There is intrigue, deception, ignorance, and pride, combined with hard work, sacrifice, and discipline in this historical narrative. I would urge everyone who reads this history to see the hand of God in the making of our company. He has blessed us richly and likely will continue to do so if we remember that He is the author of our business and all that happens to it. Only as we "Seek first the Kingdom of God and all of his righteousness" will be added future success to our endeavors. I trust that all of those who read this history will memorize that verse (Matthew 6:33) as they confront the challenges of their own lives. Blessings to all who read.

--Dr. David Player, November 2015

For over 30 years, Health By Design has helped people live healthier lives with its unique model of health care. Those familiar with Health By Design know the countless success stories in the lives of its patients through the various programs it offers. However, the story of Health By Design and how it came to be a company of excellence and a model for the future of health care is one that includes a series of fits and starts, trial and error, happy accidents, successes and failures, and is a testimony to God's ability to take someone's small attempts, bring "beauty from ashes," and to truly work all things together for the good of those who love God and are called according to His purpose." (Romans 8:28)

The story of Health By Design begins in 1979. Dr. David Player, having just been discharged from the United States Air Force, joined fellow nephrologist Dr. Gordon Bilbrey, and together they formed a company called Renal Associates – a thriving practice which tended to the needs of hundreds of patients with kidney failure. That year, Dr. Bilbrey attended the annual medical meeting of National Medical Care, during which he learned about Dr. Victor Vertes, a fellow nephrologist, and his success with obesity patients using a program called the "protein sparing modified fasting diet," which he coupled with a good behavioral program. Dr. Vertes was excited about the success of this program and felt it was a good model for use around the country.

As a result of this meeting, Dr. Bilbrey returned excited about the possibility of Renal Associates in San Antonio becoming one of the nephrology programs with a profitable obesity program to supplement its basic nephrology business. The Renal Associates partners at that time were somewhat skeptical about the whole idea of running an obesity program, but they trusted Dr. Bilbrey to make a good business decision for the practice and elected to go along with the idea. Thus, in the fall of 1979, Renal Associates partners, which included Dr. Bilbrey, Dr. Paraic Mulgrew, Dr. Cleve Collins, and Dr. Player, became the founding fathers of what was to be called the Obesity and Risk Factor Program of San Antonio, and the very earliest seeds of Health By Design were planted.

In 1979 there were essentially no legitimate medically-based weight loss programs available to patients in San Antonio and the surrounding communities. At the time, most "obesity doctors" were considered by the larger medical community to be charlatans, prescribing amphetamine appetite suppressants, thyroid hormone preparations, diuretics, and other drugs to their patients in an effort to help them lose weight. Dr. Bilbrey, Dr. Player, and the other associates felt that Dr. Vertes' program offered an opportunity to bring academic excellence to the arena of adult weight loss

programs. As noted previously, the basic elements of Dr. Vertes' program were what were known as a protein-sparing modified fasting program, coupled with a good behavioral modification program. In Dr. Vertes' model, the behavioral modification program was to be taught by clinical psychologists, and the medical aspects of the program were to be monitored by the nephrologists who owned the program.

The Obesity and Risk Factor program began operations in early 1980, and several key employees were hired by Dr. Bilbrey to manage the program. The behavioral modification program was to be managed by Dr. Richard Kardys, a local psychologist who had some experience with managing patients with obesity. Dr. Bilbrey, Dr. Mulgrew, and Dr. Player were to supply the medical expertise to take care of patients who would be eating only about 500 calories of diet supplements per day. Joyce Felan, a registered nurse, was to be the nurse in charge of the daily activities of the program. To assist Joyce, a young woman by the name of Joan Smith was hired to provide needed administrative support.

The Obesity and Risk Factor Reduction program was marketed through local news agencies and on TV stations, and Renal Associates soon had a thriving weight loss business. The basic organization of the program was as follows: each patient was to eat between 400 and 500 calories of diet supplement daily, with an average daily dietary protein intake of about 50 grams. Blood studies were drawn every two weeks on all patients, and every patient was seen by a physician weekly. The patients participated in educational and behavioral meetings with Dr. Kardys, and were weighed, measured, and had vital signs checked by Joan Smith and Joyce Felan. Each patient enrolled and paid for a program of sixteen weeks, with payment due in advance of services provided.

The program was very expensive, costing each patient around \$2000 for the sixteen week program. Some patients were very successful, and lost large amounts of weight each week. The marketed weight loss was about 4 to 5 pounds per week for men and 3 to 4 pounds per week for women, and many patients achieved these goals. However, they did so with a variety of negative symptoms including dizziness, lightheadedness, muscle fatigue, constipation, and occasionally, extreme hunger.

The physicians encouraged the patients to push on despite these symptoms because of the projected weight loss and potential for secondary physiologic and biochemical benefits. Nevertheless, many patients simply were incapable of eating 400 to 500 calories per day and dropped from the program. Renal Associates was, however, very successful in marketing the program, and, at one time during 1981, the program had over one hundred active participants meeting weekly in two separate offices.

Making time to see patients in the obesity program while performing all of the activities expected of busy nephrologists, who were also managing dialysis patients in and out of the hospital, was a challenge for the doctors, and, by 1984, all of the Renal Associates nephrologists were becoming somewhat disenchanted with the weight loss program and were beginning to look for other physicians who might be interested in

managing the program. This would allow them to get back to practicing nephrology, which was more in line with their education and training. However, they had a considerable degree of allegiance to Joyce Felan and her staff, and also had to fulfill the requirements of the contractual agreement with National Medical Care for management of the obesity program. As a result, Renal Associates began to actively pursue finding family practice or internal medicine physicians who might be interested in taking over the medical management of the program.

By early 1985, Annette Singer, a dynamic teacher (and a gifted vocal artist and actress), had taken over the behavioral aspects of the obesity program. By this time, the behavioral program for the obesity clinic consisted of a number of group classes of 15-20 people who came to the clinic each week to see the physician, and who then migrated down the hall to meet with Annette. With such a busy workload, the nephrologists were increasingly anxious to find someone to replace their medical role in the program.

In late 1984 or early 1985, an important event occurred that would have a lasting effect upon the obesity program. While at a medical luncheon in downtown San Antonio, Dr. Bilbrey met a young internist named Jerry Vandel. He had developed an executive examination and education program at the YMCA, a program which he named Health By Design. Dr. Vandel was board certified in internal medicine, and was especially interested in athletics and fitness as they related to health and wellness. His Health By Design program was done partly in a private office and partly at the YMCA. His exam included an underwater hydrostatic weighing to estimate body composition, a treadmill study to look at aerobic fitness, and an EKG to detect findings suggestive of cardiac pathology. Dr. Vandel also had a dietician, Karen Persyn, who did dietary assessments and nutrition education for all of his exam patients.

Dr. Bilbrey was immediately enamored with Dr. Vandel and his program, and felt that the name "Health By Design" was catchy and appealing to the public. He began negotiations with Dr. Vandel, with the ultimate intent of combining Dr. Vandel's program with Renal Associates' obesity program to create a new business—to be called, of course, Health By Design. This also excited the nephrologists; having a new doctor available to take care of the obesity patients would allow them to get back to what they were trained to do.

Over the next several months, a new corporation known as Health by Design of Texas was established. The main provisions of the negotiations were that Dr. Vandel would be the medical director of the new venture, and five of the nephrologists, including Dr. Player, would be his "partners"—working only when Dr. Vandel was on vacation. Dr. Vandel contributed his treadmill and underwater hydrostatic weighing apparatus (A Whitmore Volumeter), and each of the nephrologists contributed \$10,000 in cash to support the new venture. Joyce Felan, Joan Smith, and Annette Singer provided the administrative and nursing support for Dr. Vandel, and Karen Persyn

provided her expertise in dietary counseling. Dr. Vandel provided medical support for the new enterprise.

Dr. Vandel's executive exam was very comprehensive and included vision and hearing assessments, pulmonary measurements, and fitness testing with a Flexometer and a bench press, in addition to the treadmill study and the underwater weighing. The patient's actual exam was followed several weeks later with a review conference and education experience for the executives.

After only six months of this arrangement, Dr. Vandel broke the news to Dr. Bilbrey that he had elected to move to a new practice in Austin, Texas and that he would be giving up his position as director of Health by Design. This was a major blow to the Renal Associates nephrologists who were, by now, comfortable in having no further responsibilities in management of obesity clinic patients. Suddenly, there were five nephrologists who knew nothing about executive exams and little about obesity management, but who had each contributed \$10,000 into Health By Design. They were now thrust into a choice: to either shut the doors of Health By Design, or to find someone else to run it very quickly.

Dr. Player recounts this time as a "turning point" for him, and one that would inadvertently set the course of his life, and Health By Design, for years to come: "I, personally, was not very happy at the thought of losing my \$10,000 so quickly. So, for no other reason—as I look back on it—I told my partners that I would be willing to learn how to do the executive examinations and continue to take care of the obesity clinic patients until we could find other physicians who would be interested in such a program. Little did I know at the time, of course, that this would be a critical decision in my life and would change forever how I spent my days in medicine."

Dr. Player, then, agreed to continue to take care of dialysis patients, work in the hospital intensive care unit, and take night call with the rest of the members of the group, while committing part of each day to an executive exam or two and seeing any obesity patient problems that arose. "At the time that I did my first executive exam using Dr. Vandel's equipment and educational model," Dr. Player recalls, "I had never completed a treadmill exercise study on any patient, and had never weighed a patient underwater or even thought about body composition and its management. I also had not given much thought to how best to manage patients with obesity. My knowledge in the latter area was largely based upon my limited experience in monitoring patients who were eating 400-500 calories of diet supplements per day and generally not feeling particularly well. Nevertheless, I embarked upon this new experience with confidence that I would likely not be doing it for very long, and that some new physician would shortly appear to relieve me of my duties."

Shortly after Dr. Vandel's departure for Austin, Dr. Player received a call one morning from Annette Singer, who was not in San Antonio for her morning clinic, but was instead in Phoenix. She explained that she had gotten married over the weekend

and would not be coming back to San Antonio. Dr. Player suddenly realized that he had 15 overweight women sitting in a classroom down the hall, and that they were all waiting for Annette to show up and give them their weekly education session. After seeing all of them in the clinic area that morning and reviewing their lab data and other clinical measurements, he quickly went down the hall to the classroom and explained what had happened. The ladies were very understanding, but they had paid for their program and were expecting their educational content for the day. Dr. Player improvised with a hastily put-together lecture on diuretics, kidney function and body composition, and he was surprised to find that they liked the lecture so much that they told him that they expected to see him back in the classroom the following week. Thus began Dr. Player's journey towards educating himself on the needs of obesity patients. It was, once again, a Divinely appointed circumstance that God would use to craft Health By Design into what it is today.

In the midst of Dr. Player's heavy workload, though, God provided help. Remembering his friend, Dr. Gilbert Kates, a local psychologist who had briefly been involved in the obesity program's behavioral support and who was, at the time, already traveling around Texas measuring body composition in various businesses, Dr. Player asked to join him as lecturer for the Health By Design obesity program. For the next two years, the two doctors tag-teamed teaching on weight loss and behavior.

As the needs at Health By Design grew, Dr. Player rose to the occasion, and became increasingly enamored by the educational opportunities that presented themselves during the executive examination process. He was learning more and more about the wellness process and what was needed for people to live more healthy lives. He also saw a void that needed to be filled in health care: very few physicians were able to spend quality education time with their patients. At the same time, medicine was in the process of changing, and cost control measures were being undertaken by the business community to deal with runaway healthcare costs.

Dr. Player realized, then, that there were really only three ways to save money within the healthcare system. The first of these was already underway, and was known generally as "managed care"—cutting back on what physicians and hospitals were paid for their services. The second method was to deny care based upon age, race, disease state, or ability to pay—not a very appealing possibility. In analyzing the state of health care, Dr. Player had a revelation: that the third means of controlling health care costs, it seemed, was to not allow people to get so sick and need to spend so much money within the healthcare system. This made the most sense to him, and it was apparent that Health By Design, in its infancy, was a better way of attempting to reduce healthcare costs by educating people in the basic disciplines that would reduce the likelihood of chronic illness. Dr. Player recalls, "For me, who was taking care of hundreds of type two diabetics with kidney failure, it was clear that almost none of my patients would have been on dialysis due to diabetes if they had not been substantially

overweight during their younger or middle years of life. So, while I was hoping that we could find someone to replace me as the director of Health by Design, I was also, deep in my heart, beginning to see the importance of a program like Health by Design in the education of the community—and, most specifically, in the area of management of body composition and obesity and its complications.”

Health By Design was growing, with Joyce Felan continuing as the nurse in charge of all basic clinical activities and Joan Smith as administrative assistant. Dr. Kates and Dr. Player provided the behavioral support and educational lectures for the patients, and Dr. Player continued to see each patient in the clinic setting once per week to review laboratory studies and general clinical status of each patient. The executive exams were typed up for the patients by Connie Felan (Joyce’s sister-in-law) and Carolyn Houston, who was a senior administrative assistant hired to oversee the expanding operation of the executive exam program.

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It is impossible to tell the story of Health By Design without chronicling the concurrent personal journey of Dr. David Player and his success, struggles, and God's ability to cause "all things to work together for good," which is exactly what He did in using Dr. Player and his life circumstances to make Health By Design into what it is today.

In those early, busy days of Health By Design, Dr. Player's personal life was busy and thriving as well. In addition to Health By Design and all of the challenges and educational opportunities that it presented, his nephrology practice kept him quite busy, and in addition to seeing dialysis patients in and out of the hospital, he was busy traveling to Uvalde to see patients in Renal Associates' dialysis clinic.

At home, things were the picture of the American Dream for the young doctor and his wife, Beth. The business of raising four children, attending school functions, joining churches and clubs, and a host of other activities became the daily life of their family. When Dr. Player met Dr. Bilbrey, he and his wife had just decided to build a beautiful new home on George Road in Northwest San Antonio, and Dr. Player and Beth would often visit the Bilbrey home to play tennis on their tennis court and to swim in their indoor pool. When Dr. Player left the USAF for private practice and Drs. Player and Bilbrey formed a partnership in Renal Associates, Dr. Player, excited about the money that he was going to make working with Dr. Bilbrey, began to think about the possibility of buying some land and building a home.

Dr. Player recalls, "I had been dreaming about building a beautiful home for some time. I had only a few thousand dollars in the bank, and building a home would be way out of my means financially. I knew, however, that I would be making 5 times as much money working for Dr. Bilbrey as I ever did in the USAF, and I began to think that my dreams might become a reality at some point. I was especially intrigued by a 'for sale' sign down the road from Dr. Bilbrey's home. It advertised 6.97 acres for sale—with no price on the sign. I looked at the sign for several months, and also at one on the land next to it that said, 'Five Acres for Sale'—again with no price on the sign. Little did I know what would happen because I looked at those signs too long."

One day, on a whim, Dr. Player decided to call and ask the price of the land on that first sign advertising the 6.97 acres of land. Dr. Player, who was inexperienced in the art of negotiating the buying of land, humorously recalls that phone call:

"I told the seller that my name was Dr. Player and that I was interested in his land on George Road. The man responded, 'Yes Doctor, and what were you willing to offer for my land?' Having only \$800 dollars in the bank at the time, and a mortgage on my

house at the time, I didn't really know what to say. I knew that I had to come up with some kind of nonsense answer, so I told him that I was thinking of offering him \$25,000. He laughed at my offer and told me that it was ridiculous, and I was, as expected, embarrassed that I had made the call in the first place. He went on to say that he was expecting at least three times that much for that beautiful piece of land on George Road. I told him that I was sorry to have bothered him and apologized for the call.

"And then, the most amazing thing happened. He asked, 'Would the \$25,000 dollars be in cash?' I really didn't know what he meant by that question, and I was afraid to say yes, because I knew that I had only \$800 to my name at that moment. Nevertheless, something made me say, 'Yes, it would be cash.'"

As it turned out, the man was a developer in San Antonio. What Dr. Player didn't know was that he was in a Chapter 13 bankruptcy proceeding, necessitating that he report to a bankruptcy board any offers that were made for any of his properties. He told Dr. Player that his offer of \$25,000 was ridiculous, but that he would present Dr. Player's offer to his "board" --- unbeknownst to Dr. Player that the board was the bankruptcy court. An hour later, the man called back and said that the land was his for \$25,000.

Dr. Player was suddenly faced with the fact that he had just offered to buy land with money he didn't have. He called a friend who was a local business owner, who referred him to his banker. The banker told him that, since he was a doctor and had a good job promised, there was no reason why they couldn't loan the money at prime interest rate. "Suddenly," says Dr. Player, "I was going to be the owner of seven acres down the street from my new partner!"

Then, the banker, who lived near the property in question and was familiar with the land, threw Dr. Player a curveball. "Isn't there another piece of land available right next to the seven acres with a for sale sign on it?" he asked. Dr. Player affirmed that there was, indeed, another five acres for sale next door to the land that he had just agreed to finance. The banker said, "Why don't you call up the owners and offer them \$50,000 dollars for that five acres as well."

Throughout this process, Dr. Player had neglected one small detail – informing his wife, Beth, about his decision. Dr. Player says, "You can imagine my wife's response when I got home that night and told her that I had just bought us seven acres of land on George Road! My wife was a farm girl from Iowa, where you don't buy the tractor if you don't have the money. She wasn't too enamored with our borrowing the money, but she trusted me to do the right thing, and knew that we were moving to a new economic situation in the near future, so she reluctantly went along with the deal. Then I told her about the banker's offer to also finance the neighboring five acres. I don't remember exactly what she said, but I think that she said that we should be careful about borrowing so much when we didn't have it. I was so excited and full of myself at the time

that I probably didn't listen very well to her thoughtful words of warning. The time would come, of course, when I would learn that she was right."

Nevertheless, the next day, Dr. Player called the owner of the neighboring five acres and offered him \$50,000 for the tract. After his initial refusal of the offer, the owner called Dr. Player several months later and accepted. Dr. Player was excited and called Beth to tell her the news (she was not nearly as excited as he). By the next week, the Players were the owners of twelve acres on George Road, owing the bank \$75,000.

The chances of the Players owning that land in 1978 was somewhere between slim and none because of the Players' fragile financial situation. Dr. Player admits his early mistakes in accumulating debt, and God would have much to teach him over the years about the pitfalls of owing money to people. For the time being, though, He allowed the borrowing to go on, only to redeem it for His glory later. This was only the beginning of what was to be a fascinating experience, and one that ultimately had significant influence on Health By Design.

Over the course of the next several years, Dr. Player and Beth accumulated more and more land to add to their twelve acres on George Road. First came the addition of another 1.3 acres, purchased from the neighbors, with whom the Players had developed a friendship. Within the year, the neighbors, who were planning to move out of the area, offered their house and the 2.39 acres on which it sat to the Players, which they soon purchased. Before they knew it, the Players were the owners of 15.69 acres and a red brick house on George Road. Dr. Player wasn't sure of God's plans at the time, but his dreams for building a large home on the acreage they had amassed were spinning in his head.

As the Players began to plan their new home, a walk through the property one day revealed that a housing development was to be built adjacent to their property. To "minimize the impact of the subdivision on our land," as Dr. Player explains it, the Players proceeded to purchase nine lots adjacent to their land, continuing to rack up debt, but happy to have all the land they could want at that time.

The Players decided to build a small home on one of the smaller lots they had recently purchased, while, in the meantime, began construction on their new 7000 square foot home on the original twelve acres. The "big house," as they called it, would include a racquetball court, a tennis court, and a swimming pool. By this time, their debt was sizeable, totaling nearly \$900,000, but life was good for the Player family.

Soon after moving into the "big house," the Players acquired another twelve acres of floodplain in a trade from a developer who needed to use a portion of their land as a sewer easement. The floodplain land was beautiful, with huge trees and lovely natural paths used by the deer and other animals. Dr. Player recalls, "I couldn't believe how God was expanding this wonderful piece of land that he had given us for a home. All I knew was that we had another piece of land in the 100 year floodplain that would be a beautiful place for people to walk, jog, camp out or do other recreational

activities—and it hadn't cost me a dime. What a deal!" Little did he know that his piece of beautiful land would ultimately save the entire property in a unique way that allows Health By Design to exist in a place of great beauty today. From Dr. Player's perspective, the family had all of the land that they needed—for whatever God had in mind.

It's appropriate at this point to chronicle one further financial venture that paved the way for construction of the building that is currently the corporate headquarters for Health By Design. Sometime in 1986, Dr. Player was standing on the back porch of his George Road home with Jack Myers, a longtime friend who was the director of Youth For Christ ministries in San Antonio. Jack looked up the hill at what was the 1.3 acres the Players had purchased from the neighbors a few years before, and said, "Dave, that hillside looks like the perfect place for a Christian Youth Center. I could put 500 kids a day into such a building. Do you think that you could get some money together and build such a building?" Dr. Player thought about it for a few minutes, and caught the vision. What better investment could there be than to host students – just like his own children – eating pizza, playing basketball and volleyball, and being 12disciple in the Christian faith by Jack and his friends. Dr. Player was going through a time of spiritual change in his own life and was learning the importance of giving his time, finances, and energy in ways that brought people close to the Kingdom of God. Jack's idea sounded like it fit in with those principles.

Within two weeks, Dr. Player arranged for a loan for \$200,000 to build a metal building to house a new ministry that would be called "Cornerstone Centers, Incorporated." It was to be a not-for-profit corporation, and Dr. Player assembled a board of godly men to run the ministry. Within six months, the backyard of the Player house on George Road had its own 9000 square foot ministry building in place. It was an exciting new venture, but, already bearing the burden of over a million dollars of debt, Dr. Player still had to figure out how the mortgage on the building was going to be paid. The building project itself languished almost immediately as well, due to the general contractor going bankrupt during the construction of the Cornerstone Building. This resulted in Dr. Player having to pay for almost everything in the building twice—electrical, plumbing, air conditioning, and asphalt for the parking lot. This meant was that money that Dr. Player had planned to give to the ministry to get the ministry off the ground and help Jack Myers minister to kids was spent instead on getting the building construction finished.

The building contained a gymnasium and two large L-shaped rooms around the gym with men's and women's restrooms on both floors. It was ready to go, but there was no seed money to begin ministry, and shortly after its completion, Jack Myers was diagnosed with pancreatic cancer, leaving the building to sit mostly empty, and leaving Dr. Player nothing to show for it but further personal debt.

On the business side, things were progressing well for Dr. Player, and he was finding more and more significance in the work he was doing with Health By Design. By the time the Cornerstone Building was operational in the late 1980s, Dr. Player was in charge of managing Health By Design for the partners at Renal Associates. He was increasingly becoming attracted to the concept of public health education through the executive exam process, and knew intuitively that one of the key problems in the health equation was the maintenance of ideal body weight. Because Health By Design used a Whitmore volumeter to measure its patients underwater as part of their executive exam, he was compelled to learn the difference between body weight and body composition.

The understanding of composition led to a better understanding of the relationships between physical activity, physical fitness, and good body composition. This naturally led to the need for a better understanding of nutrition and its relationship to composition, as well as fitness. They all seemed to be separate entities, but dovetailed together in many ways also. The obesity patient programs were an ideal setting in which to develop lectures and laboratories that taught people about nutrition, fitness, and composition.

Dr. Player elected to work with Dr. Gil Kaats, a local psychologist, to put together lecture series that would make these topics come alive for the obesity patients. At the same time, he knew that most of the executives from Dr. Vandel's program needed some of the same knowledge as they reviewed their results from the executive exam measurements. Dr. Player began to see that the two groups of patients from the obesity program and the executive exam program had many of the same health problems.

Obesity, for those who were very overweight, simply magnified these problems. Many of the executive exam program patients were struggling with their weight and composition, although they were not enrolled in an obesity program at Health By Design. Dr. Player struggled with wanting all of his exam patients to have an opportunity to know and understand the same concepts that were being taught in the obesity lecture series. The problem was, of course, that 30-45 minutes with an executive several weeks after an executive exam wasn't nearly enough time to transfer all of the information necessary to understand the management of body composition.

Dr. Player was excited about the educational possibilities for the public in these two programs, but didn't know how to get the knowledge to enough of the public to make a difference. As noted previously, he had come to the conclusion by that time that the best way to reduce healthcare costs (which was, by this time, becoming a hot topic for most businesses with healthcare benefit plans) was to have educated employees who lived healthfully, and therefore didn't become so ill so soon.

Dr. Player began to develop a marketing plan for the Health By Design program. His nephrology partners, already weary of the program and its demands, were not particularly excited about it, but they tolerated his ideas, and were happy when the

financial reports showed that Health By Design was contributing something to the “bottom line” each month.

A key event occurred in late 1985 that not only gave Health By Design some much-needed financial momentum, but also paved the way for the company’s future model. Dr. Player completed an executive exam on an officer who was working in the human resources department at USAA. The USAA officer’s treadmill study at HBD was very abnormal, and Dr. Player sent him to a cardiologist immediately after his exam. The officer underwent a cardiac catheterization, and a few days later was taken to surgery for a multiple vein coronary bypass. Dr. Player was excited that Health By Design had likely saved a life of a USAA officer.

Within a few days, the chief of human resources at USAA called Dr. Player for a meeting and told Dr. Player that he had at least 100 USAA officers who needed to come to Health By Design for an exam. This was the break that Dr. Player had been waiting for, and he felt that his Renal Associates Partners would be excited about the projected increased revenues.

Health By Design examinations in those days cost the public about \$375 each. This didn’t seem very much for the quality of the experience that was being offered, and the price was well below that of the Cooper Clinic in Dallas, which was the only other executive exam program in existence at the time. Dr. Player had debated whether or not to raise the price, but ultimately felt that the USAA contract would allow him to further expand operations, and that raising the price would prevent them from getting more business. Maintaining a very low price for the exam was to cause much grief over the years as Health By Design struggled financially. In 1987, however, the \$375 price tag for the exam seemed appropriate, so they opted to hold the line at that level.

The exam for USAA during that next year was similar to Dr. Vandel’s original executive exam, except now it included fitness counseling and education as a formal part of the post-examination education program for all of the executives. Karen Persyn continued performing a formal review of three days of food records for all of the exam patients, and Dr. Player asked his friend, Don Eddy, who had recently retired after a number of years as the head basketball coach at UTSA, to become a fitness coach for all of the Health By Design patients. Don began doing a review of the physical fitness of all of the patients, and counseled the patients for about twenty minutes. The first thirty minutes of the conference were spent by Dr. Player, who reviewed results of underwater weighing and blood studies. For the USAA executives, it was a thorough and valuable experience, and certainly a bargain at \$375.

As the months rolled along, however, the Health By Design team found that fewer and fewer patients wanted to take the time to talk to the dietician and the coach. Instead, they preferred to spend more time discussing their cholesterol or the results of their underwater testing. After a year or so, Dr. Player elected to discontinue Karen’s dietary consult and teaching as well as the coach’s conference. Karen adapted by

changing her three day food review to a food frequency questionnaire—similar to the one that is still used today for HBD exam patients. Don remained available to do consultations on individuals who wanted specific knowledge regarding fitness and activity, but he began to concentrate more on development of youth basketball skills camps in San Antonio and surrounding communities.

Dr. Player, Don, and Karen continued together in a business arrangement for some time, and even attempted to develop a formal fitness business in the Cornerstone Building on George Road. Don dotted the landscape with small signs containing scripture verses, organized fitness teachers, and began to teach fitness to groups and individuals. Dr. Player admits that they were a little “before their time” in including a fitness consult in the follow up conference of a Health By Design exam, however. It was a good idea, but ultimately they had to adapt to what the patients wanted, which was more of a medical focus and less fitness and diet counseling.

As Dr. Player and the team continued to pioneer the Health By Design programs, they learned by trial and error what worked and what didn't. Karen Persyn began to develop new nutrition education programs for the patients involved in the obesity program. In the process, she and Dr. Player came up with the idea of “food laboratories” that would add practical nutrition teaching programs for the obesity patients. These lab experiences began to be added to the obesity program sometime in 1987, and added much richness to the program. These were short exercises, taking less than 20 minutes, in which obesity patients learned to analyze what was in a food or group of several foods, to weigh on their own scales the amount of food that was present, and then to accurately estimate the grams of protein and total calories that were present in the food. With Karen's help, the obesity patients began to greatly expand their knowledge of food. These food labs continue to be part of what Health By Design offers at the present time.

After the signing of a contract to perform executive examinations for officers of USAA, Dr. Player began to see the potential for success for Health By Design. He began actively marketing the executive exam to other companies, but found it difficult and slow-going, due to the fact that human resource departments were often the “gatekeepers” to the officers of the companies. It was frustrating at times, because he recognized the importance of educating employees in preventative health, which would create healthier employees. Healthier employees would ultimately lower healthcare costs of the companies. Still, seeing his work as important and necessary, and bolstered by the success at USAA, he continued approaching business with his message.

Meanwhile, the work at USAA was expanding. Dr. Player soon began to work regularly with the chief nurse, Evelyn Byers, who was passionate about the health of all USAA employees, and who was on the cutting edge of health screening and awareness for her company. Evelyn initiated approval of a Health By Design exam for all USAA employees over age 50, which increased the number of exams by a large volume. By

1986, she and Dr. Player were discussing expanding the number to include an exam for her employees over 40 years old -- a “wellness assessment” consisting of lab studies, a lung function study, a bench press, and flexibility testing—to be followed by an education session done by Dr. Player at USAA. This was, of course, the predecessor to Health By Design’s current wellness education programs.

In early 1987, Health By Design went onsite at USAA and did Health Risk Appraisals with blood draws, as well as blood pressure and BMI measurements, on over 3000 USAA employees of all ages and ranks. When the results of these were available, Dr. Player gave onsite lectures about health, with the results of the Health Risk Appraisal in hand for each employee. USAA also recorded the lectures, and then used them at their facilities all over the country as a health education tool.

Despite the success at USAA and Dr. Player’s excitement about the growth of Health By Design, there were rumblings among the Renal Associates partners. Health By Design was still not making enough money to cover Dr. Player’s salary at Renal Associates. Feeling that Dr. Player was wasting valuable time working with Health By Design, the partners began to talk about closing Health By Design down if they couldn’t find a general practice physician to replace Dr. Player. On the other hand, Dr. Player was excited about what Health By Design could do for San Antonio—and for the whole country, for that matter—and couldn’t believe that they would be so short-sighted in this regard that they would eliminate the business. Tensions were growing, and several heated meetings ensued between the partners about the future of Health By Design. Dr. Player realized that if Health By Design was to survive, it was up to him alone to make it a success.

However, Dr. Player’s spiritual life had been changing over the years, and he increasingly felt that God was giving him an opportunity to do something that really mattered in the health of his community, and perhaps other communities. He elected to trust God to help him make the executive exam program, obesity program, and wellness programs the best that they could possibly be, with the hope that someone – or some company – would catch onto the vision of Health By Design. With newfound resolve, he begged his partners to give him more time to grow the business, and they agreed in early 1986 to give him until the end of 1987 to put the business in the black.

The next two years would be spent in intensive efforts at marketing the Health By Design products to businesses and individuals. During 1985 and 1986, while still practicing nearly full time nephrology and driving to the Uvalde dialysis clinic and several similar clinics in San Antonio each week, Dr. Player set about to be the main marketing director of Health By Design. He was giving two or three lectures per week to obesity patients, and was gradually learning the most important information that overweight people need to know to manage their composition. Karen Persyn was invaluable, despite her diminished role in the executive exam program. She continued working on the food lab product, while Joyce Felan and Joan Smith kept the obesity

program running administratively. Dr. Player typically did one or two executive exams each morning, finding time in the afternoons to do summary conferences for those returning after their exam. His evenings were often spent lecturing at various businesses, hoping to attract officers to the executive exam or to have the opportunity to begin lesser exams and wellness assessments similar to those being developed by USAA.

His efforts, albeit exhausting and, at times, painstaking, began to pay off as contracts were established with the FBI, HEB, Pace Foods, the DEA, the Secret Service, NEISD, and the Diamond Shamrock Corporation. In 1987, Dr. Player was offered a “foot-in-the-door” opportunity with Southwest Research Institute, doing basic exams on one hundred employees, leading to a relationship with that company that would last for the next 26 years.

There was little doubt that many companies and their employees needed what Health By Design had to offer, whether it be executive examinations, wellness assessments (or mini-assessments, as they were called in those days), or nutrition and obesity programs. Dr. Player dreamed of adding a fitness training program to the other products but had no place to do such a program in the medical center.

The fact that he had a 9000 square foot building that was being underused on George Road came to mind, and he began praying for God’s wisdom as to whether Health By Design needed to relocate out of the medical center to a place that could allow the development of fitness programs to add to the executive examinations and wellness programs. As the deadline imposed by his partners approached, it became increasingly apparent that it was necessary to move Health By Design and all of its programs out of the medical center and out into the community.

Dr. Player discussed the idea with Dr. Bilbrey. Dr. Bilbrey was, by that time, of the firm belief that Health By Design could never be what Dr. Player wanted it to be, and didn’t like the idea of losing control of Health By Design or of its moving to occupy land near the Player home. The idea of moving a non-productive business to another part of town in the hopes that it would be more profitable was not very appealing to him. The other partners were equally turned off by the idea, and began insisting that they move forward with the sale or shutdown of Health By Design.

After much prayer on Dr. Player’s part, an opportunity to move to a new building presented itself. The Acropolis Building was located within a stone’s throw of the Player land – and the Cornerstone Building – and Dr. Player felt that this was the location he had been waiting for. He presented the idea to Dr. Bilbrey, who reluctantly assented, but added that Dr. Player should begin to make plans to exit Renal Associates and take over Health By Design as his own project. Dr. Bilbrey suggested a strategy: that Dr. Player find a business partner to help finance Health By Design, and, in turn, Dr. Bilbrey would arrange for the Renal Associates partners to trade their Health By Design stock in exchange for Dr. Player’s leaving the practice.

The prospect was at once exciting and terrifying for Dr. Player. The freedom to take Health By Design in the direction he wanted was exhilarating. However, the idea of walking away from his salary with nearly a million dollars in personal debt was not an ideal situation.

Nevertheless, in 1987, Health By Design made its move to the Acropolis Building, and business began to take off. The number of patients entering the obesity programs began to increase, with an average of forty new patients per month entering the programs. Dr. Kaats and Dr. Player developed formal lectures to be given to all of the patients enrolled in the programs. Each patient was seen each week, first by a physician, and then by a health educator, who helped the patients complete the food laboratories that had been developed by Karen Persyn. The patients then went to a large conference room for a lecture, with Dr. Kaats dealing with behavioral and psychologic topics, and Dr. Player focusing on medical issues.

The executive exam program was also beginning to take off, and Dr. Player invited other physicians that he knew to take on some of the exam workload. In addition, with the growing business, as well as the departure of Joyce Felan, the need arose to hire more staff. Carolyn Houston, the wife of a Vulcan Industries executive and a skilled administrator, took over Joyce Felan's role. New nursing support was brought in, the first hire an excellent young nurse named Peggy Sarno. Peggy brought with her a few other nurses who had worked with her to round out the team, and with the necessary support in place, they were able to complete the exams in an expedient and enjoyable manner for patients and staff alike.

The team of educators, led by Dr. Kaats, was also growing, and by this time, Dr. Player's wife, Beth, had joined the staff. Beth, a skilled teacher, was quite adept at building a rapport with patients from any walk of life, and proved to be a valuable asset to the now five-member team.

With all of this growth, Dr. Player was confident that Health By Design, which had not yet separated from Renal Associates, would become sustainable, and that increased revenues would cause his partners to reconsider their decision to abandon the business.

God, however, had another plan, and the years that followed would be the most difficult, and yet the most necessary, in molding Health By Design into what it is today.

3

Early in 1988, Beth Player's nephew, who was pastoring a large church near Chicago, told Dr. Player about a man named Michael Douglass, who was the president of his elder board and was very influential in the Chicago area in various business ventures. Mr. Douglass, he explained, was a very wealthy stock broker in Chicago, but he was also very overweight and had illnesses related to his obesity. Dr. Player's nephew asked if Health By Design had a program that would allow Mr. Douglass to lose weight and become more healthy. Health By Design at that time had no "residency program" in place, but Dr. Player agreed to consult with Mr. Douglass and try to set up a personalized obesity and fitness program for him in San Antonio.

The next week, Mr. Douglass flew to San Antonio in his private jet, and drove a rented Mercedes convertible to the Player home. Dr. Player and Beth provided him a private bedroom in their home, and Dr. Kaats went to work to set up a program custom designed for Mr. Douglass. By this time, Health By Design had opened a fitness center within the office space in the Acropolis Building. Around that same time, Dr. Robert Hockey, who was the Chairman of the Physical Education Department at Trinity University, had begun working with Health By Design using his own patented fitness program consisting of flexibility, strength, and aerobic fitness testing and training. This was ready-made for Mr. Douglass when he arrived in San Antonio, and each day, he had a private fitness lesson with one of the staff, and, occasionally, with Dr. Hockey himself. Over the next six weeks, while living in the Players' home, he exercised, ate diet supplements, and was under the watchful care of the Health By Design team. In the end, Mr. Douglass lost over 80 pounds, dramatically improving his body composition and fitness. He was off his blood pressure and diabetes medications, and he felt like a new man.

As he boarded his LearJet on the way home to Chicago, he told Dr. Player, "If you ever need a financier to take Health by Design to new levels all over the country, please call me. I'd love to be involved."

This was music to the ears of Dr. Player, who was under pressure from his partners at Renal Associates to make Health By Design a success, and who was actively looking for a business deal such as this. Dr. Player quickly told Mr. Douglass that if he wanted to pursue it, he would talk to his Renal Associates partners about selling Health By Design so that the two of them could form a new partnership. Although Dr. Player did not know Mr. Douglass well at that point, he knew that he was a Christian man, chairman of the elder board of a large church, and that he likely had the kind of money that would be necessary to keep Dr. Player's debt financed and still have

enough left to develop and finance the growth of Health By Design. It seemed like a win-win, and Dr. Player was excited.

The months that followed were spent in all of the legal affairs that were necessary to make the “Douglass Deal”—as it came to be called—come to pass. The Renal Associates portion of the deal was relatively easy. Dr. Player would give up all of his stock in Renal Associates to the five partners, and, in exchange, they would give up all of their stock in Health By Design of Texas, of which Dr. Player would be the recipient, and with which he could do as he chose.

The Douglass part of the transaction was much more complicated, because it involved ownership of the land on George Road, Dr. Kaats, and commitments from Mr. Douglass. To handle this part of the transaction, Dr. Player called upon his brother, a senior attorney in practice near Chicago. Dr. Player’s brother was uneasy about the transaction, but did his due diligence to vet Mr. Douglass. Finding nothing unscrupulous, he told Dr. Player that he would represent his end of the deal.

The essentials were that Mr. Douglass was to receive 46% of the stock in Health By Design of Texas, Dr. Kaats was to receive 5% of the stock in the company, and Dr. Player was to receive the other 49% as principal owner of the company. For this, Mr. Douglass would pay Dr. Player \$700,000 in cash and would help obtain a low interest loan from one of his banks in Chicago to refinance the debt on all of Dr. Player’s real estate holdings on George Road. Drs. Kaats and Player would manage the day to day affairs for the company, and Mr. Douglass would be responsible for marketing the company to friends and associates around the nation. Dr. Player would take the first \$300,000 of the money from Mr. Douglass and pay down the debt from \$1.2 Million to \$900,000, and Mr. Douglass would obtain a new loan in Chicago for the remaining \$900,000. It appeared to be a good deal, and Dr. Player’s lawyers gave their blessing to the transaction.

In late October 1988, Mr. Douglass requested to come down and give a luncheon for all Health By Design employees to place his blessing upon the new venture. During the luncheon, he prayed for the employees and for the success of the business, and shared his plans to take Health By Design to every corner of the globe. Later that day, Dr. Player explained that he would officially be leaving his nephrology practice soon, and that he was deeply grateful for Mr. Douglass’s confidence in him and his work with Health By Design. They shook hands that day as new partners in a great adventure, hopeful that they were on their way to greatness.

In mid-November of 1988, Dr. Player met with his partners at Renal Associates one last time to resign his position. After wishing him well, Dr. Bilbrey signed over his and the other partner’s stock. Shortly thereafter, Dr. Player sent 46% of the stock certificates to Mr. Douglass in Chicago, and, as agreed, received a check for \$300,000 from Mr. Douglass’ bank. Dr. Player immediately took the check to his bank, as instructed, and paid down his indebtedness to just over \$900,000.

A short time later, however, Dr. Player received an unexpected phone call from Mr. Douglass's attorney, saying that Mr. Douglass was under investigation by the FTC for some "irregularities," and that the Health By Design deal would have to be put on hold temporarily. Dr. Player was flabbergasted. In a panic, he explained to the attorney that, having just left his nephrology practice, he had no other income besides what Mr. Douglass had committed, and if the deal fell apart, he would be ruined. The attorney was sympathetic, but assured him that they were doing everything possible to move things forward.

This would be the last contact Dr. Player had with Mr. Douglass or his attorney. The following day, Dr. Player's brother sent him a headline from the Chicago Tribune that read, "Stock and Options Tycoon Indicted for Securities Fraud." The Tribune article went on to say that the fraud with Mr. Douglass had been in the millions of dollars, and that thousands of individuals around the country had been affected by the fraud. His brother told him that he would try to find out what was happening, but that if there was any way for Dr. Player to get his job back at Renal Associates, he should try to do so.

What followed was months of legal trouble for Dr. Player that involved his being investigated by the FBI for his involvement with Mr. Douglass (of which Dr. Player was ultimately cleared of any wrongdoing), and legal wrangling between a firm in Chicago responsible for collecting Mr. Douglass's assets, demanding that Dr. Player return the check for \$300,000 that he received, after which they would return the stock certificates Dr. Player had sent to Mr. Douglass. It was, of course, impossible for Dr. Player to meet their demands, having given the money to his bank to pay down the debt. As a result of his now devastating financial situation, Dr. Player was ultimately forced to form a new entity known as David M. Player M.D. dba "Health By Design," and to let the former corporation, Health By Design of Texas, die a slow death, with half of its stock in his desk drawer and the other nearly half of the stock in a desk in Chicago.

And so, David M. Player M.D. dba. Health By Design went on operating as if nothing had happened. Mr. Douglass went to prison, and Dr. Player was left with a small company that had lost money that month for the first time. In order to cut overhead, one or more health educators had to be let go. Nevertheless, the obesity program continued to flourish, and the executives from USAA and other companies continued being seen for their exams. Trouble was on the horizon for the company, however, with resources quickly disappearing in the face of huge interest payments on Dr. Player's real estate loans. Dr. Player knew that he likely would run out of money in less than a year without a new partner to replace Mr. Douglass, but no one was particularly interested in such an investment. Thankfully, Dr. Bilbrey had agreed to allow him to cover a few renal patients, netting around \$5000 per month in income, but this did not come close to covering what was needed to pay even the interest on his \$900,000 loan.

In the midst of personal crisis, God continued to provide for Health By Design by sending invaluable people to help advance the company. The first was an obesity patient named Holly Beckley-Bailey, who had seen firsthand the value of the program and was eager to help. She was in the process of working on her master's degree in Video Arts at Trinity University, and told Dr. Player that the lectures offered at Health By Design needed to be made available on video so that they could reach a wider audience. As a result, Drs. Player and Kaats spent the next two years filming their lectures. At the same time, Dr. Player was writing down what was being taught in narrative form. These materials would become the basis for Health By Design education programs, which are still in use today.

Another key individual who came to Health By Design during that time was a fitness trainer named Cheryl Benoit. Dr. Player, desiring to further develop the fitness side of Health By Design, as well as to make better use of the Cornerstone building, placed an ad in the newspaper for someone qualified to take the fitness education program to the next level. Several people applied for the job, but Cheryl Benoit stood out by far the most qualified for the task. She had her master's degree in exercise physiology from Texas Tech University and had considerable experience already in running fitness training programs. While Dr. Bob Hockey had taught the team at Health By Design the theory behind fitness programs, Cheryl took the bull by the horns and began to make it work. Over the next several years, she would be responsible for the management of Health By Design's Fitness Division, which would ultimately consist of more than twenty aerobics instructors and private trainers teaching classes for the elderly, for children, and for countless adults, some of whom came from the obesity programs or executive exams, and some of whom came off the street to get fit.

Cheryl's greatest value to Health By Design, however, was not in the area of fitness. As God would have it, Cheryl had a physician friend named James Ogletree, and she thought he would be a good fit for Health By Design to help with executive exams. She had known him for years, and recommended him as an excellent teacher for the Health By Design programs.

It just so happened that, at that time, Dr. Ogletree was in transition in his own life. After finishing a family practice residency, he had entered private practice with Dr. Jim Martin, a prominent San Antonio physician who, many years later, would be the President of the American Academy of Family Practice and also the Founder of the Family Practice Residency at Santa Rosa Hospital. Together, Drs. Martin and Ogletree had a fast-growing practice -- so much so that there was no longer sufficient office space for both of them to carry on with their current patient population. Dr. Ogletree had decided to look for another office location, but had not yet found the right location.

Dr. Player met Dr. Ogletree, and liked him immediately. He asked Dr. Ogletree to consider moving into the Acropolis Building and helping out with executive exams, and within a couple of months, Dr. Ogletree had leased space and moved his private

practice to the building. He quickly learned to do executive exams using the Health By Design model, and soon he was working a couple of mornings a week at Health By Design.

Despite the growing success of Health By Design, it became apparent by late in 1989 that Dr. Player would soon be out of money. His personal debt and lack of income resulting from the failed business deal with Mr. Douglass was a blow that was impossible from which to recover, and soon the Players were forced to file Chapter Seven bankruptcy. All of the land that the Players owned, including the land on which the Cornerstone building sat, would be sold by the bank. The Players were told that Health By Design could continue its current fitness operations at the building until it was sold along with the rest of the property. In addition, the Players, realizing that their “big house” in which they lived was landlocked by the rest of the property, elected to move into a small apartment so that the house and land could be sold as one.

Dr. Player and Beth had become closely affiliated with Young Life, a Christian youth organization which their children had become involved in during their school years. When the Players moved out of the “big house,” they offered it to the local Young Life director as a housing option for people involved in the Young Life ministry, and for the next ten years, the Player house became just that, with nearly twenty young men living in the house, swimming in the pool, and playing racquetball and tennis on the courts -- and spending their days talking to students about Jesus. The Players were thrilled that God had repurposed the home that they loved for His Kingdom.

The house would go on over the years to house such notables as Barney Randol and his wife Cheryl (Health By Design’s current President), Joe Gorder and his wife Lacie (current CEO of the Valero Energy Corporation), and Tim Lyles and his wife and six children (Tim is current chief legal counsel for Dr. Jim Leininger’s enterprises). All told, over 50 different couples, singles, and dogs and cats would eventually go on to live in the Player house. Of this time, Dr. Player writes, “Our financial predicament of the late 1980s was a blessing to many, and God was glorified, and He provided more than adequate living for Beth and me. We are grateful for all that God has done in that home over the years and look forward to what He has in mind yet in the future for it.”

The events that followed over the course of the next several years further revealed God’s faithfulness to make “all things work together for good.” Numerous attempts were made to sell off the land, but each time, despite the best efforts of the very aggressive and experienced real estate agent, the deal fell through, allowing Health By Design to continue operations in the Cornerstone Building. Each pending sale seemed to be “blocked” by the hand of Providence. The first prospective buyer, a Jewish organization that wanted to use the land -- and particularly the Cornerstone Building -- to house a community center, backed out after a 15-inch rain covered the entire property in water the evening before the papers were to be signed. The next buyer was a Christian school that was especially interested in the 13 acres of floodplain.

The deal fell through when the court decided to give the floodplain back to Dr. Player, who, in turn, offered to sell it to the buyer for \$100,000. This turned out to be a “deal-killer,” and the buyers backed out.

Other complications arose that prevented the bulk of the Player land, as well as the “big house” and Cornerstone Building, from being sold. When the Players emerged from bankruptcy in 1990, the property remained unsold, and the Players were free to make a living once again without fear of their assets being seized. However, one month after completing their bankruptcy, Dr. Player received a letter from the IRS stating that an oil partnership he had become involved with in the early 1980s had been deemed fraudulent by the court. As a result, his bill to the IRS for back taxes, penalties, and interest totaled well over half a million dollars.

Dr. Player’s only asset, his home, which had been protected under the Texas Homestead Act during his bankruptcy, was now to be seized by the IRS. However, what appeared to be a devastating development would actually turn out to be the process by which God would return their land to the Player family, as well as to push Health By Design into its next level of success.

The first way in which God’s hand was evident was the fact that Health By Design was, because of the deal with Mr. Douglass that had gone sour, no longer a corporation. Because of this, the IRS was not able to seize the business and its assets. Health By Design was able to continue on as if nothing were happening. The IRS could seize Dr. Player’s personal income, however, and so in order to continue conducting business, two corporations were established in his children’s names -- one that sold health supplements, and the other that marketed the Health By Design education materials. These corporations were both quite profitable and enabled Health By Design to continue to grow.

The second “hand of God” came when the IRS attempted to sell the “big house.” As it turned out, the house and land had been improperly surveyed years before. When re-surveyed properly, it was discovered that one property line went through the fireplace in the front, and through the tennis court and the swimming pool in the back. In other words, the bankruptcy court owned half of the swimming pool, the tennis court, and half of the living room of the home. The septic tank for the home was also on land that the bank now owned, as was the well that provided water for the home.

As a result, when the IRS agents attempted to auction the home on the courthouse steps on three separate occasions, they had to admit that they were selling a home that had no pool, tennis court, septic system, or water source. God had rendered the home totally unsellable. Each time the big house was offered for sale by the IRS, several of the Young Life men who lived in the house went down to the sale at the courthouse to “ask questions” about the house to the agents who were trying to sell it: “We hear that that are some problems with this house, and that it doesn’t have sewer or a well. Is that true?” This immediately drove away the potential buyers. Eventually,

after a few years, the IRS gave up attempting to sell the house, and it remained in the Players' possession.

And, after two years of trying to sell the surrounding property, the bankruptcy agent in charge of the remaining land grew weary of the process. Dr. Player's father stepped in and bought the portion of the land on which he had been living. Next, Dr. Player's brother purchased the Cornerstone building and the surrounding six acres. The remaining portion of the land sat unsold for several more years, until Dr. Player and Beth were able to purchase it back from the bank.

It had become apparent by that time that the land on George Road was to remain with the Players' family; indeed, that God had, time and again, blocked the sale of the property. As a result, Health By Design was able to rent the Cornerstone Building from Dr. Player's brother and his partners. Health By Design was now able to conduct its fitness program without worrying about having to vacate at any moment.

Soon after, it was decided that Health By Design could no longer afford to continue to rent space in the Acropolis Building, and that the business could do all of its programs in the Cornerstone Building, now that the ownership of the property was settled. Renovations would have to be made, however, and so Dr. Player and his father constructed three offices at one end of the gymnasium and several other offices, as well as a room for the Whitmore Volumeter, at the other end of the hall. Everything else was ready to go. The gymnasium would not accommodate the fitness programs to the scale they had been done before, but now, Health By Design had a low-cost building in which to carry on with the obesity and executive exam programs. Then, Dr. Player and Beth, having grown tired of living in a 700 square foot apartment, renovated the upstairs portion of the Cornerstone Building as a living space, and were able to move back onto the property they so dearly loved. Things were, slowly but surely, looking up.

By mid-1992, Health By Design was doing well with its executive exam programs and obesity programs. The latter had moved from a group program to an individual program, in which Health Educators assisted patients with counseling and one-on-one visits, and the patients received their education from the textbook and the videos that had been created by at Trinity University. The patients did very well in this model. Many people who needed to lose only 10-15 pounds of body fat came to the program, and it became a model for not only the very obese, but also for those who simply needed to get a handle on how to manage their body composition and lose a few pounds.

The executive exam program was also thriving, with both Dr. Ogletree and Dr. Player performing the exams. Dr. Ogletree was running a small family practice in the Acropolis Building, but it was but it was becoming clear that the typical model for family practice was not very sustainable. As his practice grew, Dr. Ogletree realized that it would be very difficult to maintain a healthy family life and practice at the same time, and that the old model for primary care delivery was not very effective. He was very interested in sports medicine, which had always been his love, and he began to develop

a relationship with Dr. Jesse De Lee, an outstanding local orthopedic surgeon, who was very interested in athletic injuries. Dr. De Lee and his partners had a relationship with the Nix Hospital, and needed a physician to man an associated occupational health clinic and to assist them in their sports medicine activities. In short, they offered Dr. Ogletree an opportunity to come and work with them in a practice that was much more oriented toward sports medicine. Dr. Ogletree and his wife Kathy prayed about the decision, and he ultimately decided to close down his private practice and to leave Health By Design to become a sports medicine consultant for Dr. DeLee and his partners.

By that time, Dr. Player and Dr. Ogletree had developed a good relationship, and Dr. Ogletree was doing well with the executive exams and support of the obesity program patients. It was difficult to see him go, because Dr. Player knew that Health By Design's executive exam program would not be able to continue seeing the number of patients that had become available with the stepped-up marketing activity they had done.

Dr. Player was, once more, the only doctor seeing executive exam patients, but once again, God provided several key players who would greatly enhance the Health By Design operations. The first, a Physician's Assistant named Karen Burchell, was a key help to Dr. Player, as he was still traveling to see Renal Associates dialysis patients in Uvalde and New Braunfels. Karen learned how to ask the right questions and to review lab studies, filling in the "gaps" where needed, and was also a great encourager to the obesity patients. She wasn't required to lecture or do any major teaching because of the presence of the video series, textbook material, and food laboratories, but she did a marvelous job of encouraging patients and assuring the medical base of the entire program.

With the help of Beth Player, Karen Burchell, Carolyn Houston, Peggy Sarno, Minerva Bernal, and Joan Smith, the work of Health by Design managed to get done during those years. There were, of course, other nurses, lab technicians, and junior information technology employees who were also involved in making the program effective.

Another key hire during this time was an information technology specialist named Dale Schweers. Dale worked at USAA and other businesses, but had worked briefly at Health By Design in the mid 1980s, and after leaving, continued to help out when computer issues arose. His greatest contribution was putting the executive exam reports on a floppy disk. This way, data could be accessed by the patients when they needed information or had an emergency situation in which the attending physician needed to know historical data on the patient. Health By Design was the first program anywhere to incorporate this technology, and Dale Schweers was responsible for making this distinctive feature of the executive exam program possible.

During those years in the early 1990s, Peggy Sarno and Joan Smith managed most of the nursing responsibilities of the company, and Beth Player was the main health educator for the patients who were involved in nutrition programs. The executive exams still consisted of an underwater body composition study done with a Whitmore Volumeter, a maximal treadmill study using the Bruce Protocol, pulmonary function testing, fitness testing, glaucoma and vision testing, auditory testing, a nutritional assessment, a health risk appraisal, a formal fitness evaluation using a protocol developed by Dr. Hockey, and a large battery of blood studies, as well as a urinalysis and stool cards to check for occult blood. Flexible sigmoidoscopies were done on a relatively large number of patients in those days, because routine colonoscopy for patients without symptoms of colon disease was not commonly in use at that time. The exam was completed in about three hours, and the patient typically came back about two weeks later for a summary conference and review of the data. Peggy Sarno and her staff took care of all of the testing, and the staff was typically able to see four to five patients per morning.

The format for the executive exam booklet was nearly the same as it is today, and after about 1992, all patients received their exam data on a floppy disk (per Dale Schweers) as well as in hard copy. Health By Design was the first entity of its kind that used yearly summary comparison charts to help patients see their progress in various aspects of health over time. The entire experience was extremely enjoyable for most patients, and many began to plan to have the same exam done each year.

At that time, about 70% of the patients were corporate, with the exams paid for by the corporate entity that had sent the patient to Health By Design. The other 30% were done for individuals who simply believed in the value of this type of excellent exam. There were other organizations in the country that did similar types of exams, but Health By Design was unique in that the executive exam was not a destination exam done as a once in a lifetime experience. In addition, Health By Design had strong roots in the local medical community. The exam came to be seen by Dr. Player and the staff as the prototype of what all health assessments should include.

By mid-1993, Health By Design and its reputation for excellence caught the attention of HealthSouth, which was interested in developing a wellness model of executive exams to come alongside their physical therapy programs and sports medicine programs. Seeing an opportunity for expansion, Dr. Player agreed to a partnership with HealthSouth, and a new venture was formed, with Health By Design providing the medical expertise, and HealthSouth managing the business side of things.

Unfortunately, Dr. Player learned the hard way about “unequal yoking” with a large corporation that did not share the same spiritual principles as that of Health By Design. HealthSouth had a much different vision for the Health By Design, and soon after the deal was signed, the powers-that-be decided that Health By Design should move to an upscale (and quite expensive) office complex in one of its corporately-

owned buildings. In the new setting, Health By Design struggled; the setting was far different from the peaceful environment patients were used to at the Cornerstone Building. Profit, not the individual, was the bottom line, which was, again, a far cry from the original vision of Health By Design. After several years of languishing in a corporate environment, Health By Design was finally released by HealthSouth in 1998.

During that time, the sports medicine plans of Dr. DeLee and Dr. Evans changed, and Dr Ogletree again began working full time for HealthSouth/Health by Design. When the HealthSouth partnership ended, Dr. Player called to give him the news. It was an opportune time for Dr. Ogletree and Dr. Player to consider whether to continue Health By Design together. After discussing the idea and praying together, Drs. Player and Ogletree decided that if they could control overhead by moving Health By Design back out to George Road, they could likely have enough income to make Health By Design successful. It was a risky venture, but they had a financial track record by that time, and both felt that it was worth the risk. Dr. Ogletree didn't know a lot about the management of obesity, but he knew that he could do the executive exams and learn what he needed to know about protein sparing modified fasting, body composition, and nutrition.

By mid-1998, HealthSouth/Health By Design parted ways, and the Cornerstone Building, having sat empty for nearly five years, underwent renovations once again to outfit it for its new era. All of the equipment, treadmills, tanks, furniture, and medical records were moved back to George Road. Staff and physicians pitched in and painted the walls, and within two weeks, the new practice was seeing patients. Dr. Player and Dr. Ogletree formed a new physician's partnership known as Partners in Preventive Health. His brother-in-law, Dana Jacobson, became their attorney, and did what was necessary to make the partnership a legitimate legal entity. Dr. Player's brother-in-law, Jim Zaccagni, did all of the accounting work, and soon Health By Design was back in business at George Road.

The two doctors knew little about how to manage a business like Health By Design, but they did the best they could and trusted God to lead them. They continued with the underpriced executive exam, and the majority of the income continued to come from the sale of diet supplements and vitamins. This led to an early decision to attempt to increase profits in this area by creating a private brand of Health By Design supplement products and vitamins.

Dr. Player flew to Los Angeles to visit with the president of a company called Vitex Foods. It was a family owned company that had been making diet supplements and other food products for about 20 years, and was a major supplier to Jennie Craig and other diet programs over the years. It was a high-tech outfit, with a team of scientists who were involved in the production of high quality food products.

By the end of the visit, a contract was in place for Vitex Foods to make a product called HBD-2000. The product would be available in the same flavors as the supplements Health By Design had been using from another company, but cost about

twenty cents less per package to produce. The only downside was that they would have to order the product in a fairly large volume. After careful consideration, the two partners managed to come up with \$25,000, and purchased what would become about two years' worth of supplements for their patients. The supplements were stored in the barn on the Health By Design property, which, by now, had been somewhat remodeled and converted from a horse barn to a fitness center and some offices.

The HBD-2000 supplement was an excellent product, and actually higher in protein and similar in calories to the previously used HMR supplements. At the same time, Health By Design also began private labeling a large number of vitamin products from Douglas Labs in Pittsburgh, Pennsylvania, one of the largest producers of nutrient products in the country. The idea was that Health By Design needed to be labeled and marketed, and that having their own branded products was a good way to do this.

After a few years, Vitex Foods moved to a different business plan, precipitated by the success of a brand they had begun to market called MetRX. Dr. Player and Dr. Ogletree opted to return to their former supplier of supplements for the sake of cost effectiveness. By this time, their former supplier, HMR, had also ventured into packaged foods. All of the great commercial weight loss programs at that time had learned early on that the way to make profits in the weight loss business was to sell food. Nutri-System, Jennie Craig, and others like it, worked the same way: they gave away education programs to sell food products. Health By Design's education program was superior, and Dr. Ogletree and Dr. Player knew this. The question was how to make profits in an education based weight loss program.

This knowledge led to several years of experimenting with different food products that Health By Design's weight loss patients could successfully use in conjunction with the excellent health education they were receiving. Most notably, they marketed a product called "Ostrich Sticks," a sausage-like product made from ostrich. The ostrich sticks were good tasting and were an excellent source of protein in very few calories. The patients liked them because they tasted salty and were a meat product—quite different from the sweet and cold diet supplement products they had been accustomed to.

Another food product that had been added to the Health By Design program previously was a product in development by ConAgra Foods, which, Dr. Kaats discovered, was to be sold in grocery stores across the country. Dr. Kaats approached ConAgra about allowing Health By Design to test market these meals, which were low-calorie, protein rich frozen meals. Ultimately, Health By Design purchased 2000 boxes of frozen meals, all of which had to be stored in a facility with capacity to freeze food. At the time, Health By Design had no capacity to store frozen food, but they soon found a facility in downtown San Antonio that could handle the volume of boxes of food that Dr. Kaats had purchased. This began a brief period in which patients in Health By Design's weight loss programs were randomized to either all diet supplements, or some diet

supplements and one or two boxes of low calorie frozen food. The boxed food usually contained a meat, and vegetable, and a (usually) bad tasting low calorie dessert. The problem was that the meals, while pretty good-tasting, were not very satisfying, and most of the patients opted to continue on with their diet supplements. After six months, Dr. Kaats' research project came to an end, and ConAgra went on to sell these frozen meals under the name "Healthy Choice."

It was an interesting time at Health By Design, but the experiments with diet supplements and food didn't work out quite as planned. Thankfully, God had other plans for the financial wellbeing of Health By Design.



Health By Design - 1984

SAN ANTONIO LIGHT
SUNDAY, OCTOBER 6, 1985/17

Fitness check good idea for sportsmen

By BUDDY GOUGH
Outdoors editor

Slips of my heart beats march across a screen on the face of the Bruce Protocol.

Since reaching level five would mean being another six minutes on the treadmill, I know the doctor was checking right.

"Your heart rate is now at 140, but let me get it between 170 and 185. That's the range you need to reach to detect any heart disease," Player said extorting me of the purposes of my stress ordeal on the treadmill.

Huffing and puffing through level three and into level four, I labored along the treadmill.

Opening morning of duck hunting season, 10 years ago, a howling gizzard buffeting a deep snow where seemingly all the points of the world had sought refuge from the wind.

Ripped on the imminent prospect of a pistol slaughter, we three hunters edged through thick grass and knee-deep water pushing hard, searching the darkness for our duck blind, gawping with noise, and gazing at the shadowy clouds of smoke that entered above us.

Then, the faint, pained wail from one of my hunting companions. "My chest hurts... there ain't..."

He slumped and dropped, as one of us gave a heart attack with over-exertion right there in the blink of a great hour.

It was the kind of remembrance that made sense of submitting a sub-of-shape self to the electronic design and treadmill stress test that is part of a comprehensive health workup provided by Player's Health By Design clinic.

By the time my pulse rate hit 140 on the treadmill, I learned what I had suspected — I wasn't used to track high-altitude air in 13 mountains of Colorado.

I learned much more besides during my three hours at Health By Design.

In addition to a complete physical examination that included check of hearing, sight and lung functions, the health and fitness determination package also included complete blood analysis and a nutritional analysis.

In one part of the exam, I was weighed underwater in a test to determine my percentage of body fat in relation to total body weight.

In sum, I obtained a comprehensive knowledge of my health and fitness status, and was given a recommended exercise program to achieve and maintain a good level of health and fitness.

I also met with Player's staff nutritionist Karen Persyn who provided me with a recommended diet. In addition, I received a computerized health-risk profile which, given my present state of health, rated my risk of succumbing in the next decade to the 12 most common causes of death.

In the end, I came away impressed with the Health By Design package and its value to anyone about to embark on strenuous activity.

"What we do here at the clinic is bring together in one place all the various technologies necessary to provide the individual with a complete profile of his state of wellness," said Player, who I later learned is one of San Antonio's most respected internists and nephrologists in addition to heading the Health By Design Clinic.

He explained that the clinic was modeled on Dallas' noted Cooper Clinic which was founded by Dr. Kenneth Cooper, the man who developed and popularized aerobic exercise.

"To get the same kind of comprehensive examination and testing offered by a place like Health By Design or the Cooper Clinic, a person would need to see a general practitioner, plus several specialists. And, still you wouldn't get to see a nutritionist. Plus, no one is giving the health-risk appraisal," Player cautions.

"Most of medicine involves treating and healing, but this (program) is in the area of preventive medicine, which is an area of medical practice that still does not get a lot of attention from physicians.

"Health By Design has only been here for three years, but I think there is a place for it among San Antonio's medical facilities. Actually, I think there's room for about 10 places like it," Player said.

The complete Health By Design package costs \$350, a price that Player thinks is a bargain. "A treadmill test alone at a cardiologist will cost \$250 to \$300," he said.

Who is a likely candidate for the Health By Design program?

Guys near 40 years of age or older who know they are overweight, guys who are long-term heavy smokers, guys who have high blood pressure, and guys who know they have been under a lot of stress in their business or personal life," the internist said.

For out-of-shape, over-40 men, the package is also recommended before any strenuous activity is undertaken, especially high altitude activity.

"At high altitude, your resting pulse can go up 30 to 40 percent; it's just like being on a treadmill while sitting down," Player said.

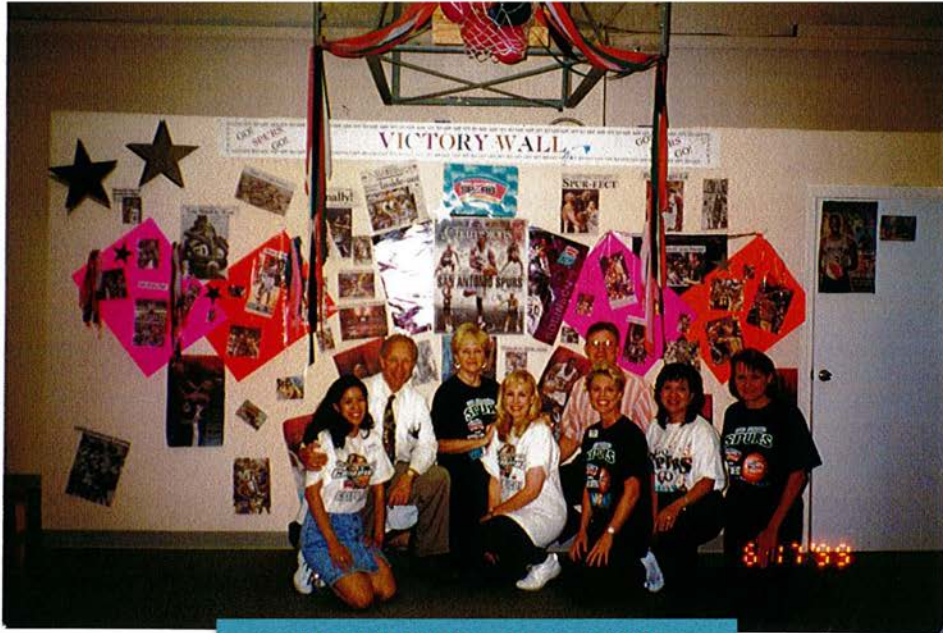
Among the likely candidates for the Health By Design package, the doctor didn't think of sedentary hunters about to embark on physically-demanding hunting jaunts.

But, remembering that long ago duck hunt, I did.

FITNESS TEST: Electrocardiogram and health and fitness testing offered at the Health By Design clinic.

FITNESS TEAM: Dr. David Player, right, and nutritionist Karen Persyn bring together all the technologies of health analysis in one medical facility.

Article in San Antonio Light - 1985



Health By Design - 1999



Family Picnic 2006



Flu Shots at CPS Energy



Dr. Michele Phillips - Costa Rica



HBD - Port Arthur



HBD - Corpus Christi



Texas City Lifesaver Award

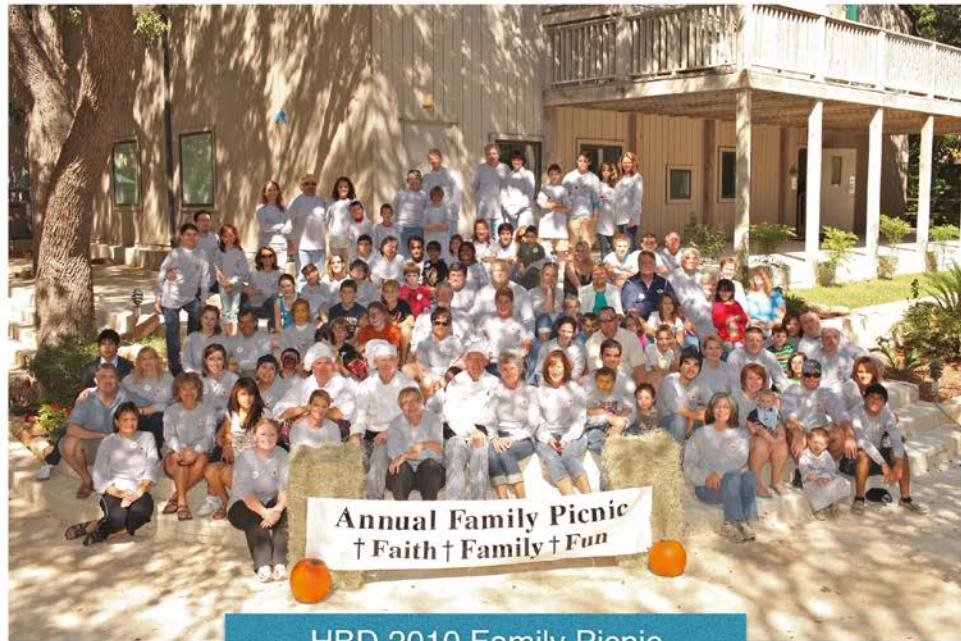


2008 HBD Family Picnic



2009 HBD Family Picnic





HBD 2010 Family Picnic



HBD 2010 Family Picnic



Lifesaver Award 2010 - Beth Quick



Lifesaver Award 2010 - Josie Tellez



HBD 2011 Family Picnic



HBD 2012 Family Picnic



HBD 2013 Family Picnic



HBD 2014 Family Picnic



2013 Best Places to Work Recognition



2014 Spurs Spirit



HBD 2015 Family Picnic



Dr. and Mrs. Beth Player

4

As the 1990s came to an end and Y2K did not amount to the end of the world, God did remarkable things that would shape Health by Design for years to come. The first of these was a discussion with Tim Fretthold, who was the Chief Corporate Counsel of Ultramar/Diamond Shamrock. Dr. Player had served as part-time medical director for the company, as well as performing executive exams for Mr. Fretthold. The primary care system had continued to deteriorate, and Dr. Player suggested to Mr. Fretthold that providing on-site health care and health education to employees would improve healthcare for employees, as well as reduce healthcare expenses in the long term. Mr. Fretthold ultimately agreed, and by July 2001, with the tenacity of Jamin Kasarian, a health and safety employee for UDS, the first Health by Design Wellness Center was established at Ultramar/Diamond Shamrock. Later that year, it was announced that Ultramar/Diamond Shamrock would be purchased by Valero Energy Corporation, and by January 2002, Bill Greehey, the CEO of Valero, and other Valero leaders including Greg King, Keith Booke, Debbie Hevner and Mike Crownover, approved the continuation of the Wellness Center in the combined company. This would become the most significant business relationship for Health by Design to the time of this writing.

The venture was covered by prayer by the Ogletrees and the Players. The two couples asked the Lord to bless this new venture, which would be a whole new product for Health By Design. It was exciting, not only because of the financial potential for the clinic project, but also because Valero had nearly a thousand employees in their home offices, and many of them would be candidates for learning how to manage body composition in the Health By Design weight loss and nutrition programs.

The Valero clinics took off like wildfire. Dr. Ogletree proved to be a good fit in building relationships and taking care of the sick. The patients loved the clinic, and soon the senior leadership at Valero discussed expanding the Wellness Center from the two small office spaces it initially occupied to a new 1,000 square foot space designed for medical care.

With the opening of the Valero clinic came more financial stability for Health By Design. Dr. Ogletree and the Valero staff had forged out a contract that would provide a stable source of excellent revenue for Health By Design, and one that would ultimately allow Dr. Player to finally begin to take a small income for his labors at Health By Design.

Shortly after the Valero clinics were up and running -- and proving to be quite successful, Dr. Player was approached by Omar Rodriguez of Benefit Planners, a third

party administrator of self-funded insurance plans by many business around South Texas and the region, and asked him to become their Medical Director. Dr. Player agreed, and eventually, because of this relationship, he was able to approach them about the possibility of opening a Health By Design clinic at their San Antonio location. Not long after his proposal, the second Health By Design clinic was up and running in the former coffee room at Benefit Planners.

The Wellness Centers at Valero and Benefit Planners were a big boost to Health By Design, and the business was thriving. Dr. Player and Dr. Ogletree were, however, continuing to suffer under the load of an executive exam that was not priced appropriately. Although they had an excellent medical model, and both knew the value of what Health By Design had to offer, they were lacking a necessary ingredient—a businessman who could take Health By Design and turn it into a business that could provide good income for its employees while continuing with the medical product model that was serving San Antonio so effectively.

Health By Design was blessed to have more executive exams than ever. One of the key pieces of the expansion of the exam program occurred with an unexpected phone call during 2000. One of Dr. Player's colleagues, Dr. Lawrence Hoberman, contacted him and said that he was retiring from his longtime successful gastroenterology practice. Dr. Hoberman wondered if there were any jobs for someone like him at Health By Design. Dr. Hoberman, who had been Dr. Player's first senior resident at Wilford Hall Medical Center in 1970, and who had gone on to be one of San Antonio's top physicians over the years, was exactly the kind of physician that Dr. Player believed should be doing executive exams at Health By Design.

Dr. Player and Dr. Ogletree met with Dr. Hoberman, and both of the partners immediately knew that they wanted him to join Health By Design. An arrangement was made by which he would receive a small base income per day, but would make a better living if he completed more exams. This arrangement would only change for the better with marketing efforts already in place, as well as the growing clinics at Valero. Dr. Hoberman was the first of several who would join the ranks over the years and would add excellence to what was already good in the company.

With Dr. Hoberman's coming, however, it became even more apparent that Health By Design desperately needed leadership for its business model. And, once again, God provided in a most unexpected way.

In 2005, Dr. Player and Dr. Ogletree began to discuss opening a Health By Design Clinic with Southwest Research Institute. Because of Dr. Player's longstanding relationship with the organization, and because many of their employees were already coming to Health By Design for executive exams, it was a logical fit. As Dr. Ogletree worked through the negotiations with SwRI, a few administrative details arose that delayed the signing of the contract. The most important of these had to do with

insurance and how much liability insurance Health By Design needed to be able to carry for a physician working in the clinic.

Fortunately, Dr. Ogletree had a patient who he felt could help with the insurance questions, a senior insurance executive named Barney Randol. Dr. Ogletree called him and asked his advice regarding the insurance questions relative to the SwRI contract. Barney had excellent ideas, and the problems were quickly solved and papers signed. Dr. Ogletree, feeling that Dr. Player should meet Barney to make sure that he understood the insurance issues with SwRI, introduced the pair. Almost immediately, Dr. Player had a strong urging from the Holy Spirit to ask Barney whether he had any interest in becoming involved in what they were doing at Health By Design.

Barney had completed a couple of Health By Design executive exams with Dr. Ogletree, and was grateful for many of the things that he had learned about himself during those exams. Although not familiar with the wellness products, obesity programs, or clinics, he did, however, have great appreciation for Dr. Ogletree, who had initiated the process that allowed Barney to find out that he had an early prostate cancer. Barney had received excellent care of this problem and had no further disease—thanks to Dr. Ogletree and Health By Design. Needless to say, he did not need to be sold on the value of Health By Design when Dr. Player approached him about the possibility of helping manage the business aspects of Health By Design.

After prayerful consideration, Barney Randol accepted Dr. Player's offer, and soon the details of the new three-person venture were worked out. Barney would join Dr. Player and Dr. Ogletree as an owner, and so a new business, called Health By Design, LLC, was formed to accommodate this arrangement.

For the first time, Dr. Player and Dr. Ogletree were free to simply be doctors, without the burden of business and human resource issues that are necessary for a company to grow and be successful. It was an exciting time for Health By Design, and a few weeks later, an all-company meeting was held in the gymnasium area of the Health By Design headquarters, in which Barney was presented to the staff as the new leader of Health By Design. Some employees were skeptical, and some likely feared for their jobs. The truth, though, was that a new era for Health By Design was beginning that day. It was much like the Scripture that states that "the old things are passing away--- all things are becoming new."

It is also important to point out that a delicate and critical balance was struck among the three partners. The physicians and Mr. Randol agreed that all business and medical decisions would be out in the open and discussed, but that Mr. Randol would not involve himself in decisions related to medical care, and that the two partner physicians would defer to Barney for all business and financial matters. They also agreed that good patient care would be the ultimate criterion for decisions in the practice. This mutual respect and deference among the partners created a very strong and successful partnership and kept the emphasis on patient care, rather than on

finances, power, or pride. It was very much in line with the Health by Design core values that would be written in the near future.

Over the weeks that followed, Barney faced many challenges as changes were made in staffing, bookkeeping, and general management of the business. Health By Design could no longer function as a “mom and pop” organization, and much had to be done as Barney brought a new level of stability and professionalism to the company. Everyone on the team had to adjust to the new structure, including Dr. Player and Dr. Ogletree. Fortunately, Barney was experienced in personnel issues and knew a great deal about what was needed to run a successful company. Through prayer and mutual trust, God saw Health By Design through the initial rough spots, and the venture went forward smoothly.

Soon, the partners and staff settled into their new roles at Health By Design. Dr. Player pulled back from the day to day management of Health By Design, and became simply one of the doctors at the Southwest Research Institute facility, as well as performing executive exams at Health By Design. He and Dr. Larry Hoberman became the chief exam physicians, while Dr. Ogletree became the leader of the clinic ventures. Many decisions had to be made, and the partners were not always in agreement how things should look. However, prayer regarding the direction of the company was key to all involved, and this allowed the hand of God to be constantly covering their work.

Many personnel changes took place during the first few years of the new partnership. Peggy Sarno, who had been the chief nurse for nearly 15 years and a valuable asset to Health By Design, elected to leave and return to hospital nursing. She was replaced by Carolyn Ohls, who became the leader of the nursing side of the executive exam program. John Banks, an administrator who had joined Health By Design prior to Barney’s arrival, found that there was less and less work for him under the new structure, and he moved on to other nursing ventures. However, his greatest contribution to Health By Design came in his hiring of his daughter, Brandi, to work in the administrative areas of the business. When Barney joined Health By Design, Brandi elected to stay and work as his administrative assistant. She remains an invaluable asset to the company to this day.

The day to day accounting processes also had to be restructured, and a new accounting manager, Artis Goertz, was hired to make straight what had been a weak area in the company for so many years. This brought much-needed stability in the areas of finances, and there was never again a doubt about assets, liabilities, cash flow, accounts payable, or accounts receivable.

The only holdover at Health By Design from the early and middle years of the company was and is, of course, Joan Smith. During Barney’s early months at Health By Design, Dr. Player emphasized to Barney that Joan was the single most dependable person with whom he had ever worked, and that Health By Design would likely not still be functioning had not Joan and her husband John stepped up on a number of

occasions over the years and done what needed to be done to keep Health By Design afloat. At the time of Barney's transition into the business, there did not seem to be an obvious place for Joan in the new Health By Design, but Dr. Player felt that having someone with her inside-and-out knowledge of the company's history was of great importance. For a few months after Barney's arrival at Health By Design, Dr. Player hired Joan to do private, part time work for him at the Health By Design fitness center and office, while she continued in a part-time status at Health By Design – essentially available to Barney for whatever he needed. As the months passed, Joan became increasingly important to Barney as an administrative assistant. She returned to full-time Health By Design status during the next year, and working together with Brandi Banks, Joan has given Barney one of the best administrative teams ever assembled.

As the executive exam program continued to grow, relationships with multiple San Antonio businesses grew also. Valero had a number of refineries in other cities in Texas and elsewhere, and soon began to consider expanding the clinic concept to other locations. Valero already had good financial data by that time showing that the clinic operation was saving the company money in terms of health care expenses and productivity gains, and that this same savings could be realized with clinics in the refineries in other parts of the country.

The first of these refinery clinics opened around 2009 in Corpus Christi. For the first time, Dr. Ogletree would have to begin looking for "physician partners" in other cities. Fortunately, after much prayer, he was able to find a physician in that city, and the clinic operation was underway. The clinic was immediately successful, as employee after employee found that they could get excellent healthcare in the workplace without having to leave work to go out into the community. There were, of course, challenges in opening a clinic in another locality, but God once again provided, giving Barney excellent nursing resources to assure excellence in the hiring of nurses and organization of the equipment needed in each clinic.

Over the next several years, with the overwhelmingly evident success of the Corpus Christi refinery clinic, several other Valero Refineries opened their own clinic operations, including Port Arthur, Texas City, and St. Charles, Louisiana. In each of these locations, Dr. Ogletree and Barney were able to find physicians of excellence who could work in the Valero clinics. Valero, along with its forward-thinking officers, were the first to recognize that Health By Design's new brand of clinic operation was "medicine of the future."

Health By Design continued negotiating with other companies besides Valero Energy. With the expansion of Valero's business came a separation of an element of their business into a new venture called NuStar Energy. This company opened business several miles from Valero Headquarters, and almost immediately opened the NuStar clinic within its office space. Health By Design has continued to have a daily presence in NuStar Energy, which now occupies new offices on a high hill near the Rim Shopping

Center on I-10. Each clinic is run in the same way and incorporates Health By Design's basic philosophy of excellent primary care, coupled with good education in management of body composition, fitness, avoidance of smoke and other poisons, and excellent nutrition.

After the NuStar Clinic came a clinic in New Braunfels, Texas at a company known as the Scooter Store. Dr. Ogletree was able to find an excellent family physician in that city to work at the Scooter Store, and the clinic continued in operation for several years. Unfortunately, the Scooter Store ultimately ran amiss of the Medicare guidelines and ceased to do business. Health By Design learned from this experience that, in any business, success is often fleeting, and that one cannot count on every business partner to do well.

The clinic at Southwest Research Institute had an unfortunate end for different reasons. Negotiations for the renewal of the Wellness Center contract ultimately broke down, and Health by Design left the SwRI Wellness Center. Later, in 2013, the longstanding Wellness Assessment program was terminated by Health by Design due to the inability to agree on how to serve their employees – a disagreement that conflicted with Health By Design's Core Values. This was an early test of Health By Design's resolve to follow the stated Core Values, and though it led to the loss of significant revenue and ended a long-standing relationship between SwRI and Dr. Player, it freed up resources that could be applied to other work that was more in step with Health By Design values -- and the revenue was never missed.

Barney Randol dealt with all of these changes skillfully and with grace, and he and Dr. Ogletree have learned a great deal over the years. Each business has its own culture, and each perceives healthcare in a slightly different way. Barney and Dr. Ogletree have learned to expect these kind of differences, and to be ready to make adjustments in what Health By Design offers each company, such that when a contract is signed, everyone must feel like a winner.

While the number of Health By Design clinics within businesses has continued to grow, the Wellness Programs that began many years ago as "mini-assessments" for USAA have also continued to grow and expand as well. These excellent education products are now done all over the country—mostly in smaller Valero Energy refineries in which there is no clinic operation, as well as in the large clinics themselves. Various nurses have provided leadership for this program, and the time of this writing, Health By Design is planning to complete more than 5000 of these assessments during the coming year.

The basic format of this program is similar to what was done for Southwest Lift Trucks, USAA, and the Northeast Independent School District many years ago. Nurses or local lab companies go to a business and draw blood and obtain basic physiologic measurements on employees of a business. The data is accumulated and organized into an individual patient chart, and the chart is brought back to the patient by one of the

nursing staff several weeks later for an educational session while reviewing the data in the chart. This allows patients who have no health screening at all to have a personalized medical record, as well as to follow trends in data over several years. Many unexpected clinical problems have surfaced with this product, and many lives have likely been saved—or serious health problems prevented.

Each of the nurse educators who participate in this program and travel around the country, both to collect data and to teach results of the screening, have formal education programs themselves. This formal education leads to common knowledge of complex health problems, and brings this important knowledge to businesses far and wide. All of the employees in all of Health By Design's businesses with internal clinic systems also have access to this wellness program. The senior officers of the companies usually come to the George Road facilities for executive exams, but the non-officer employees usually participate in the Wellness Programs administered through their own clinic system. In facilities that do not have clinics, like the smaller Valero refineries and ethanol plants in the Midwest, data is collected by Health By Design nurses or regional lab facilities, and Health By Design nursing staff returns with patient charts and lab records several weeks later for a teaching conference.

For a number of years, this wellness program was directed by Ida Terrell, one of Health By Design's excellent registered nurses. Ida has been responsible over the years for teaching in the nutrition programs, starting clinics in several cities, collecting data for Wellness Programs, and teaching corporate employees as part of the Wellness Programs. She continues to do some of this type of work at the present time, but new nurses, including Melissa Babcock and administrator Melissa Martin, have joined her in the program.

The Wellness Programs have become an important part of the clinic operations, because lab results generated from the Wellness Programs often drive patients into the clinics for visits with Health By Design physicians. Clinical problems identified in the Wellness Programs are then cared for in the clinics, and appropriate referrals are made if indicated. From the data generated in the Wellness Programs also come referrals to Health By Design nurse educators, who are teaching the outgrowth of Health By Design's nutrition and obesity programs within the business clinics. In some businesses, patients are actually compensated to participate in programs designed to move patients toward better health.

This program has had various names over the years, beginning with the original "Obesity and Risk Factor Reduction Programs." These have been modified in various ways over the years to meet the needs of people. For a good share of the last decade, the programs were called "lifestyle management" programs consisting of textbook materials, video materials, "food laboratories," and one on one counseling sessions between trained nurse educators and patients. The plan has always been the same since the beginning: to take those who know little about the management of body

composition and nutrition and to bring their knowledge level up, such that patients learn to manage all health issues more effectively. The program is currently dubbed "Health and Nutritional Coaching," but it includes far more material than that related solely to nutrition.

An allied program dealing with insulin resistance has also been developed to help those who are diabetics or pre-diabetic manage their insulin and glucose levels nutritionally. A smoking cessation program has been available through Health By Design's education division for some time to formally help those who would like to eliminate smoke exposure as a health risk factor. New programs dealing with cardiovascular disease, skeletal health, and male and female hormone issues are in various stages of development. All of this is consistent with Health By Design's underlying goal of changing the health of the community educationally while still caring for the sicknesses that develop in the community as well.

The oversight of the health education programs at Health By Design has been shared by many over the years, but the maintenance of excellence, especially in the nutrition and obesity management portion of the program, has been largely the responsibility of Dr. Player's wife, Beth, and several key nurses—and more recently physicians—working with her.

As HealthSouth took over operations during the early 1990s, Health By Design hired several young nurses to teach the obesity patients. By this time, Dr. Player was no longer giving lectures on the subject matter, and all patients were being educated in one on one conferences with nurses, in food laboratories taught by nurses, and through videos and textbook material with study questions written mostly by Dr. Player over the years. When Health By Design left HealthSouth and moved back to the George Road office, Beth again began to work as a Health Educator. She hired others to do the same work, with the philosophy that registered nurses would do the best job of communicating with patients the important materials in the videos, the textbooks, and the food laboratories. Janice Tapp, the wife of a local nephrologist, was the first of these nurses. After Janice came Debbie Sledge, a local cardiovascular nurse, who worked with Beth for several years before leaving to go back to cardiovascular nursing. Ida Terrell occupied the same position for a short time but was called upon frequently to work in the new Health By Design Clinic system and to help establish new clinics in new cities, as well as to administrate Wellness Products. In recent years—and at the time of this writing—the educational responsibilities for the nutrition programs done by individuals at the George Road property have fallen on the shoulders of Rose Jaeger, an excellent registered nurse, who previously had experience in the treatment of obese children in Pennsylvania, and Dr. Debbie Cardell, an internist with recent experience teaching medicine at the UT Health Science Center in San Antonio. Rose and Dr. Cardell have worked tirelessly—along with Beth Player—in upgrading materials, developing new

web-based education materials, and counseling almost all of the patients who are enrolled in the programs on George Road.

With the opening of clinics in the Valero Home office and in a number of refineries, Health By Design has needed to develop new educational materials and manuals designed to “teach the teachers.” One of the key nurses in this regard during the past decade has been Anita Taylor, who, mostly by herself, has done the majority of the teaching in Health By Design education programs at the Valero home office. Anita has helped hundreds of individuals to understand the management of body composition and the improvement in health that can be expected with loss of body fat and gain in lean mass. Anita continues at the time of this writing to be the leader of that program at Valero.

Wendy Grier, the head nurse of the of the Valero clinic at the home office in San Antonio, is an associate educator with Anita, and together they are helping people to live more healthy lives. Rose Jaeger and Beth Player have worked hard to make sure that the nurses in the Valero Refinery Clinics in other cities are prepared to be health educators using the Health By Design model. Suffice it to say that many Valero employees at Corpus Christi, Texas City, Port Arthur, and St. Charles, Louisiana have profited greatly from the programs provided by their clinics and managed by the nurses in those clinics.

During the tenure of Barney Randol, with the able assistance of Dr. Jim Ogletree and Dr. Todd Thames, Health by Design has sponsored a number of physician education experiences designed to bring everyone up to date in the controversial areas of medicine. The physicians have been encouraged to be very familiar with all of the education materials relative to management of body composition so that they can, from their position of authority with patients, encourage healthy behaviors and know intuitively which patients would most profit from spending several months in a Health By Design nutrition coaching program. The physician’s conferences have touched on a variety of topics taught by experts from around the country in such diverse disciplines as sleep medicine, management of sports injuries, management of insulin resistance, frontiers in lipid management, management of male and female hormone issues, and a host of other topics of interest. As noted previously, the goal is to have short courses in many of these topics available to all of the clinic patients who have problems in these areas, with the ultimate goal being that physicians spend increasing amounts of energy in helping people to be well, and less time and energy treating their sickness. Educated patients within a corporate setting should lead to a consistent reduction in cost of health care for the corporation itself.

One other exceeding blessing for Health By Design during the early years of this century has been the addition of a consultant educator, Dr. Gil Tolan. Dr. Tolan is an epidemiologist and internist who was a career USAF officer, and who has been mostly retired from clinical practice for some time. He is, however, an expert in review of

complex medical papers and in making those papers and the studies that they report “come alive” for the doctors and nurses at Health By Design. While Gil does not work in the clinic system or in the facility on George Road, he has spent countless hours putting together presentations on a multitude of complex topics and sharing his insights with those who are on the front lines. His lectures on practical nutrition have been especially valuable.

While there have been some disappointments during the middle years of Health By Design’s existence, the encouraging events far outnumber the disappointments. While the organization has watched a few of its clinic operations cease operations—mostly because of the failure of the business to continue to be profitable -- these operations have been replaced by others of even more value and potential. Through the experiences with the clinics at The San Antonio Express News, the Scooter Store in New Braunfels, and Southwest Research Clinic, Health By Design has learned that it is in a fragile business at a time when control of health care costs has been a major issue for businesses. Health By Design’s team knows that they have to work with each business in the future to establish a model that will work for that individual business with its unique culture.

The goals from a Health By Design perspective will always be the same: to care compassionately for people and to bring their understanding of their own bodies and any diseases that they may possess to the highest level possible. If done well, Health By Design will have served its customers well, saved some lives, and hopefully reduced the cost of healthcare during this century.

5

In a company like Health By Design, which has now been operating for more than 30 years, there are usually many turning points, and in retrospect, it is evident that several major events have happened that shaped the course of things to come. Dr. Player's departure from Renal Associates with Health By Design was certainly one such notable turning point. The end of the HealthSouth/Health By Design partnership, and the resulting return of the company to Dr. Ogletree and Dr. Player in the late 1990s was another important event. Beyond this, the most important single turning point for the company occurred when Barney Randol assumed the position of Corporate Leader of Health By Design, and Dr. Ogletree came alongside Barney to assume clinical leadership. All of these events are important in the company's history, and it can be rightly assumed that without these events, Health By Design would likely not have continued to be in business.

The greatest change in Health By Design, however, occurred in 2011, when Health By Design began a transition to a "spiritual venture," dedicating its efforts to the glory of God. Of course, much prayer has occurred over the years for Health By Design. God's hand has been seen over and over again at work in the formation and history of the company. However, until 2011, Health By Design was mostly a secular company, working on a noble cause, but existing to create income for its employees and owners. God used the hardships, the trials, and the failures, as well as the successes, to show Himself faithfully in control, and to eventually show the partners that it was not only a business ordained by Him, but one that was meant for His greater glory. This revelation led to a major shift of perspective in 2011, a change that would transform Health By Design into the ministry that God had intended from the beginning.

In early 2011, Barney Randol was attending a worship service with his family at Grace Point Church on Huebner Road. A young minister of the church gave the sermon that Sunday, and Barney introduced himself to the minister at the close of the service. In what was a casual conversation in the foyer of the church, this young minister asked Barney, "How are things at work?" Barney explained to the young minister, whose name was Michael Sharrow, that he worked in a unique business called Health By Design, and mentioned some stress in opening new clinics. Surprisingly, this minister pressed in further, asking unexpectedly insightful questions about how Health By Design measures ROI, what the clinical integration strategy was, how the model functioned – all with great specificity and sincere interest. This was not what Barney expected from one of his pastors! Little did Barney know that this young minister had actually been reluctant to

speak with him out of hearing that Barney was “an insurance guy of some kind.” Barney realized there was more to this conversation than could be satisfied in a passing by conversation, so he invited Mike to grab lunch or coffee sometime soon. Mostly out of curiosity, Mike elected to keep the coffee date. Neither man knew it, of course, but God was getting ready to do something big with Health By Design. The most important turning point of all was about to happen.

Barney, over coffee with Michael Sharrow, explained the vision of Health By Design and how it was different from other health enterprises. Barney did not know at that time that Mike, long before he was a minister at Grace Point Church, had worked in the healthcare arena for the Walgreens Corporation while he was going to college and seminary in Chicago. While a discipleship and ministry man at heart, Mike had spent nearly eight years working for Walgreens in a variety of areas of employer health care, including benefit plans, corporate consulting, onsite strategies, wellness programs -- in many ways, the very model Health by Design had been gradually birthing. Mike had left a promising career of favor and opportunity at Walgreens for a role on the pastoral team at his church in San Antonio, and was currently running a healthcare consulting company (TQ Strategies) on the side to keep his toe in the healthcare space. When Barney began talking to Michael about Health by Design, he was hardly talking to a novice—although Michael was certainly much younger than any of the leadership team at Health By Design. To say the least, Michael was excited about what Health By Design was doing. He recognized the uniqueness of the Health By Design primary care model and the value of executive assessments—both for health screening and education and as a marketing tool.

When Barney explained that many of Health By Design’s executive exam patients were CEOs or other senior officers of major corporations in South Texas, Michael could easily see a picture of what Health By Design could become if it were to follow excellent business principles and had a correct spiritual perspective. In the end, Barney introduced Mike to Dr. Ogletree, and the three of them prayed together and began to look for ways that Michael might become involved in the Health By Design venture.

Mike, while serving as an active pastor for large numbers of young adults and couples, was also becoming interested in a Christian business discipleship venture known as The C12 Group. This organization, founded more than 25 years ago by a man named Buck Jacobs in Florida, was created to allow businessmen who are Christians to organize the management of their business around scriptural principles, and to encourage integration of faith and evangelism with business activity. Mike explained the principles of C12 to Barney and Dr. Ogletree, and they, in turn, continued to enlighten Mike on the uniqueness of Health By Design. They found that many of the goals of C12 were surprisingly like the goals that Dr. Player had prayed for years to be incorporated into Health By Design’s mission.

Mike began to talk to Barney and Dr. Ogletree about Health By Design becoming a member of The C12 Group, which, at that time, consisted of just a few businesses in Central Texas. The three of them began to pray actively together, and soon, Health By Design had a new sign over the front door on George Road announcing that Health By Design was a member of C12---“Building Great Businesses for a Greater Purpose.”

Although Dr. Player was not an active part of the process, he was thrilled with what was happening with his partners. Not only were they growing in their personal faith and expanding that growth into their families, but the business was also taking on a distinctively different flavor. Truly, where the Spirit of God is, there will be peace and harmony. A shift occurred, and the indwelling of the Spirit could actively be felt in the business, in the conversations that were held relative to the business, and in the involvement of the partners in the larger C12 organization.

Mike began to spend more time at Health By Design, because he saw the great potential for growth, and because he recognized that if there were ever a business that could live out the principles of the Christian faith in a vibrant way and influence the lives of thousands of people in the healthcare and employer space, it was Health By Design. Soon, Michael was offered a part time job at Health By Design, and became the Executive Vice-President in charge of Strategy, Marketing and Employer Market business development.

Shortly after his coming to Health By Design, Mike Sharrow began to discuss with Barney and Dr. Ogletree some key principles of business development that he felt would be important for Health By Design’s ability to expand in the marketplace. One of the first of these was to help develop “core values” that made quite clear what Health By Design was all about. Consultants were brought in to help Barney and Dr. Ogletree organize the business in a way that would ensure that the uniqueness of Health by Design would be preserved and honed for generations to come. This led, during the first year of Mikel’s time at Health By Design, to the formulation of Health By Design’s mission statement, greater vision, and core values.

Simply stated, the mission statement of Health By Design that was worked out by Barney, Dr. Ogletree, Michael, and Dr. Player was: “Health By Design exists to heal people and to bring transformational leadership to the way healthcare is experienced, for the Glory of God.” In other words, Health By Design exists to change the way that medicine is practiced, and to do it in such a way that God receives the glory for whatever happens.

The Core Values that followed talked more specifically about how the mission can be accomplished:

- We are about extraordinary pursuits shaped by our faith.
- Our compassion fuels the way we care.
- We believe that good medicine means everyone must win.

-- We are radically passionate about genuine healing.

For the first time in Health By Design's existence, the company was ready to infiltrate the community and the culture with a new way of thinking about medicine. Now, the paradigm was shifted to a model fueled by spiritual ideas and increasingly covered by prayer.

While many of Health By Design's business partners may not be interested in the spiritual value system at Health By Design, none of them would argue that the four core values and mission statement stated above will bring nothing but excellence to the medical business. All of these values are excellence, and all of them speak to the "ministry of medicine." The vision is that physicians and nurses of Health By Design will indeed be "ministers of medicine"—men and women who get out of bed each day to worship God by serving people. If Health By Design fulfills its core values, it will change the world for good.

Since the arrival of Barney Randol—and especially since the addition of Michael Sharrow --- Health By Design has been blessed with rich growth in all of its product areas. The executive exams have continued to grow in number each year, and new relationships with new companies are being formed, many of which will afford opportunities for use of Health By Design's clinical products in new locations. The Wellness Assessments are expanding also, with more than 5000 of them projected each year for Health By Design's current clients. At the time of this writing, negotiations are in progress for at least five new clinics in San Antonio businesses. As these are added to current operations, this will give more opportunity to provide medical education experiences through the clinics to the employees of each new business. More nurses are being trained to function as Health Educators, and as noted above, new educational materials covering new and difficult areas of medicine are being developed. God is indeed at work at Health By Design.

With the expansion of work opportunities have come exciting personnel additions to Health By Design. As Dr. Ogletree became increasingly busy with his work in the Valero Clinic system and other outlets, he needed a partner to oversee clinic operations. Once again, God provided. Michele Phillips, a family physician with experience in the USAF, joined Health By Design and eventually began overseeing the day to day operations of the clinics. At the time of this writing, Dr. Phillips has oversight of all of San Antonio's business clinics, as well as those in other parts of Texas and Louisiana.

In September of 2012, Dr. Debbie Cardell, who had been teaching internal medicine at the University of Texas Health Science Center in San Antonio, joined Health By Design. Debbie is an outstanding educator with a passion for literature research and for bringing corporate medical knowledge to a new level. Over the past few years, she has assumed the role of Chief Educator and coordinator of the

maintenance of Health By Design's former educational products, as well as overseer of newer education product development.

Debbie's husband, Dr. Todd Thames, had, for the past decade or more, been managing the family practice residency program at Santa Rosa Medical Center along with Dr. James Martin, the founder of that program and former partner of Dr. Ogletree. Shortly after Debbie left the medical school to come to Health By Design, Todd and Debbie prayed, and he also elected to leave his position and to come to Health By Design. He was especially interested with the executive exam program. Todd has been the overseer of the entire executive exam program, and has made remarkable progress in bringing this exam into the 21st century.

No business, of course, can exist in this century without being competent in information technology, and Health By Design is certainly no exception. Once again, God brought the right person for this task, at just the right time in Jerry Bennett, one of Dr. Ogletree's executive exam patients. During the early years of development of the IT infrastructure at Health by Design, Jerry provided much work and advice on his own time. He later brought Wayne Crawford to Health by Design after his retirement from USAA. Wayne had extensive experience at USAA, and before that at NASA, in development of information technology products of quality. Wayne came to Health By Design on a part-time basis and very shortly, after seeing the company's needs, to full-time capacity. He was patient and creative, and Health By Design began to grow up in terms of data processing, business management, and other applications.

Dr. Ogletree, with the assistance of Wayne and Jerry—and the oversight of Barney Randol—labored for months over the acquisition of an electronic medical record system that would serve the needs of a rapidly expanding company, and to be able to integrate all of the various products which were necessary for the company's function. With the opening of new clinic operations at Southwest Research Clinic and UMR, it was absolutely necessary to have good electronic medical records. After much prayer, they settled on a company known as eClinical Works, which has been an excellent partner in modernizing the patient records system.

Wayne Crawford and Jerry continued to be the backbone of all information technology innovation for several years. As health issues arose for both of them, new talent had to be sought to oversee all that had been done and the great amount of work that was yet ahead. As a result, Health By Design added Terry Glaser to the information technology department, and he eventually added Jerry Garcia and Jeff Peterson to his team. At the time of this writing, the Information Technology Department of Health By Design has become sufficiently large that it is being moved to an annex building at the front of the property on George Road. This property will be the new home for most of Health By Design's IT personnel, and will also serve as a conference center as well.

As noted in a previous chapter, God has supplied Health By Design with excellent nursing staff in outlying clinics and also in the areas of Wellness Assessments

and Executive Exams. After the departure of Peggy Sarno, the executive exam program was led for several years by Carolyn Ohls. She brought maturity and stability to the program, and organized a skilled team of LVNs and Medical Assistants who were able to do most of the testing necessary for completion of the increasingly technical examination. Rosa Click, Josie Tellez, Beth Quick, Angelica Hernandez, and a number of more recent staff have helped make exam patients feel at home and in the presence of excellence. And, when Carolyn Ohls needed to leave Health By Design, God sent Melissa Trevino to take over the executive exam program for several years. She was followed by Melissa Waite, a young and outstanding registered nurse, who is continuing in the tradition of excellence that Health By Design has been known for.

The oversight of all nursing activities in the company has become more important over the years. As noted previously, God supplied Iris Schuh, Donna Escobar, Ida Terrell, and others, to help open and oversee the startup of new clinics in other cities. With the retirement of Iris, Barney has been blessed to have Rebecca Clark, another outstanding senior nurse, to coordinate nursing activities throughout the entire clinic and central office operations.

The Wellness team also has expanded over time, with various leaders over the years. Ida Terrell is Health By Design's most senior wellness nurse and has traveled to many states with the Health By Design message. Over the years, Ida has filled almost every possible nursing position in the company. She also is a spiritual woman who understands the message of Health By Design and lives out her faith wherever she is asked to work. As operations have grown at Health By Design, Ida has been joined by Melissa Babcock, who originally worked part time in the executive assessment area. When the need for further administrative assistance of the Wellness initiatives became apparent, Melissa Babcock stepped in.

Melissa Martin originally served as the technical administrator of the Nutrition Coaching Programs (formerly obesity and nutrition and Lifestyle Management Programs), but her expertise was increasingly needed by the Wellness Programs, and she is now an important member of that team. With a large number of "PRN" registered nurses, the Wellness Program is now reaching the Valero employees in many states. This has necessitated Dr. Ogletree's becoming licensed to practice medicine in all of these states—a significant administrative challenge for him and for Health By Design. Several nurses, including Ida and Melissa, travel across the country to support the Wellness Programs. Dr. Player's daughter, Heidi, has also become a valuable asset to the team, and works on an as-needed basis as a wellness educator, a nutrition coach, a clinic nurse, and has, on occasion, worked in the executive assessment division.

There are, of course, many others who allow Health By Design to be what it is today. Accounting duties have been handled most recently by Lillian Esmail, a skilled accountant from Tanzania. Lillian has duplicated herself with several other diligent team

members who ensure that accounting practices are at a level consistent with the excellence of Health By Design.

First impressions are always important for any business, and Health by Design is no exception. Before anyone walks into the building and sees the company's Core Values and Mission Statement, they are greeted by either Carolyn Hicks or Pamela Voss—both of whom have now been with Health By Design for a number of years. Pamela serves as the director of the organization's ministry committee and oversees internal Bible studies and other spiritual and charitable activities. Carolyn, who thought that she was ready to retire before she came to Health By Design, has, in Dr. Player's words, become "younger over the years" as she has served officers of many companies and has done so with a cheerful heart. The reception staff is invaluable to Health By Design, and it is known and recognized by the officers of many San Antonio companies and individuals who count Health By Design to be their "medical place" as a friendly and welcoming team.

As Health By Design looks ahead to the future, the organization must be forward-thinking to meet the demands of a changing health care system. Some clients are already considering expanding their clinic services to serve not only employees but their employees' dependents as well. As the healthcare system continues to deteriorate in quality, the time may soon come when one or more of Health By Design's corporate partners will take the leap and open a "free clinic" available to dependents of their employees. This will, of course, change some of the ways that Health By Design practices medicine, and will necessitate the need to acquire primary care physicians of excellence to work in the clinics. The leadership team believes that God will supply the physicians and nurses for these ventures, just as He has each step of the way throughout the history of Health By Design.

One of the newest products that has been necessitated by the relationship with leading corporations has been the Concierge Program, designed to provide day and partial night service from the Health By Design staff to corporate leaders and their dependents. This program came about when, a few years ago, Dr. Ogletree received a call from one of his patients, a corporate leader, who was having a problem with a kidney stone. The patient needed help navigating the red tape of the health care bureaucracy, and Dr. Ogletree went out of his way to successfully facilitate the care needed. This led to a request by that executive and his fellow officers that Health By Design formulate a new product to allow those who can afford more comprehensive care to pay a monthly fee for "concierge" service.

The idea is not new in San Antonio, as a number of excellent physicians have developed prepaid comprehensive care systems for \$2000-3000 per year per patient. Those who can afford such care over and above what they pay for routine health insurance have decided that access to excellence in primary health care is a benefit worth paying for. Barney Randol, after considering the requests of officers of several of

the corporate partners, elected to establish Health By Design's own concierge program, and hired an experienced nurse practitioner named Lynda Sherland to oversee the program. The Concierge Program, which assures 18 hour per day phone contact with the practice (and necessitates completion of a Health By Design executive examination each year), has grown rapidly during its first two years of existence, and likely will continue to grow as the general quality of health care available in the community diminishes. Lynda Sherland, an experienced Nurse Practitioner, ably cares for these patients with oversight from the physicians who work in the executive exam center.

Time and time again, throughout the long and, at times, uncertain history of Health By Design, God has proven that His sovereign hand of faithfulness has guided this unique company. He has used every season, whether good or bad, for His glory and in His grace, in order to prove His word to be true. All things truly do work together for the good of those who love God and are called according to His purpose.

The future for Health By Design is bright. Contracts are in place for several new clinics, scheduled for opening later this year. Other new clinic operations are being negotiated with several prominent employers. More wellness assessments on more patients than ever are being completed by Health By Design nurses. The nurse educators in each clinic are busier than ever helping patients to grow to understand health issues. The facility on George Road is scheduled to see more executive exams than ever. There are many challenges of growth ahead, but God has provided leaders like Mike Sharrow, Todd Thames, Debbie Cardell, Michele Phillips, Jim Ogletree, and Barney Randol to confidently lead the way into the future. The leadership team continues to grow spiritually and recognizes that, if they "seek first the Kingdom of God and His righteousness, all these things will be added" to the needs of this growing company. The power of corporate prayer and the study of the Word of God in a corporate setting are what will ultimately set Health By Design apart and allow the team to solve difficult problems, and to grow into whatever God intends.

The leadership is excited about the future, but they also know that without the leading of their Savior, they will not succeed. For the present, Health by Design remains committed to their Core Values and Mission Statement, which are recorded proudly on the large wall behind the reception area on George Road. Health By Design remains radically passionate about genuine healing and about extraordinary pursuits shaped by their faith. Compassion fuels the way they care, and they know that, to be successful in their endeavors, 'Everyone must be a winner.'

