

STATE OF VERMONT
DEPARTMENT OF VERMONT HEALTH ACCESS
ONECARE VERMONT ACCOUNTABLE CARE ORGANIZATION, LLC

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CONTRACT #32318
AMENDMENT #9

STATE OF VERMONT
CONTRACT AMENDMENT

It is hereby agreed by and between the State of Vermont, Department of Vermont Health Access (the "State") and OneCare Vermont Accountable Care Organization, LLC, with a principal place of business in Colchester, VT (the "Contractor") that the Contract #32318 between State and Contractor (together "Parties") originally dated January 1, 2017, and as amended to date, (the "Contract") is hereby amended as follows effective retroactive to January 1, 2021:

I. Maximum Amount: The maximum amount payable under this Contract, wherever such reference appears in the Contract, shall be changed from \$1,122,478,391.92 to 1,126,378,391.92, representing an increase of \$3,900,000.00.

II. Attachment A, Scope of Work: The Scope of Work is amended as follows:

a. By adding the following definition to Section 1.1 (Definitions):

Delivery System Related (DSR)/Health Information Technology (HIT) Investment Funds: Funding available for the 2021 Performance Year to support expansion of Vermont's All-Payer Accountable Care Organization Care Model and associated analytical tools.

Delivery System Related (DSR)/Health Information Technology (HIT) Investment Report: A report submitted by Contractor and reviewed and approved by DVHA describing permissible uses for DSR/HIT Investment Funds in accordance with Section 7.7.

b. By modifying the first sentence of subsection 7.6.3 (Deliverables) in Section 7 (Care Management and Coordination) to the following:

By July 15, 2021 and December 10, 2021, Contractor shall submit for DVHA's approval the following deliverables, in accordance with templates and guidance provided by DVHA in the ACO Reporting Manual:

c. By adding the following subsections to existing subsection 7.6.3 (Deliverables) in Section 7 (Care Management and Coordination):

No later than five (5) days after execution of this Amendment, Contractor shall submit for DVHA's approval the following deliverables:

7.6.3.4 Clinical Decision Support Tools Demonstration: Clinical decision support tools will be developed to enhance performance in: 1) identifying and managing high-priority health conditions (hypertension and diabetes) and 2) use of quality measurement data. These tools will be presented to DVHA and AHS through an in-person or remote demonstration. The demonstration will include review of the data sources and integration, the resulting visualization, and time for collective dialog around the tools.

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7.6.3.5 Clinical Decision Support Tools Report: A report that includes a description of the completed tool(s) and their functionality including a description of how the VHIE data were leveraged to generate aggregate and person-specific information, screen shots of the completed tools, a description of the activities conducted to date to support providers' enhanced performance in identifying and managing high-priority health conditions (hypertension and diabetes) and use of quality measurement data, and a description of planned activities to further support provider utilization of the advanced functionality and workflow improvements. This will also include an attestation from at least one participating provider entity affirming their use of clinical decision support tools.

7.6.3.6 Longitudinal Care Report: A report describing progress in Contractor's longitudinal care pilot program, including patient and agency engagement, workflow development, collaboration, lessons learned, and potential for expansion in future years.

No later than December 10, 2021, Contractor will submit to DVHA for approval the following deliverables:

7.6.3.7 Longitudinal Care Report: A report describing progress in Contractor's longitudinal care pilot program, including patient and agency engagement, workflow development, collaboration, lessons learned, and potential for expansion in future years.

7.6.3.8 DULCE Report: A report detailing Contractor's ongoing implementation of the DULCE pilot in four pediatric practices. The report shall include, at a minimum, a summary of ongoing implementation; family engagement; any challenges, successes or key findings; and future plans.

d. By adding the following subsection 7.7 (Delivery System Related (DSR) and Health Information Technology (HIT) Investments) to Section 7 (Care Management and Coordination)

7.7 Delivery System Related (DSR) and Health Information Technology (HIT) Investments

Within [5] days of execution of this Amendment, Contractor shall provide DVHA with DSR/HIT Investment Report(s) describing activities related to capacity-building, adoption, testing, expansion and sustainability of Contractor's Care Model that have been and will be supported by the DSR/HIT Investment Funds identified in Attachment B. Specifically, Contractor shall provide a work plan of the activities to be supported by the DSR/HIT Investment Funds that indicates the linkage between the activities and each of the periodic reporting and deliverables outlined in Sections 7.6.2 and 7.6.3 of this Contract and a 2021 VMNG Delivery System and Health Information Technology Related Investment Funds: Line Item Budget (the template set forth in the ACO Reporting Manual) including a description of assumptions used to develop the budget and description of how the DSR/HIT Investment Funds will be used. Contractor shall submit the DSR/HIT Investment Report(s) for DVHA's review and approval in a form and format specified by DVHA in the ACO Reporting Manual.

Approval of DSR/HIT Investment Report(s) is at DVHA's sole discretion. If DVHA disapproves Contractor's proposed DSR/HIT Investment Report(s), DVHA will provide Contractor with a basis for the disapproval, suggested alternative(s), and the opportunity to bring the proposed DSR/HIT

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Investment Report(s) into compliance. DSR/HIT Investment Fund payments will be made in accordance with the distribution schedule in Attachment B.

By January 10, 2022 for HIT Investment Funds and by March 15, 2022 for DSR Investment Funds, Contractor shall provide DVHA with a *Delivery System and Health Information Technology Related Investment Funds Actual Expenditures Report* (Actual Expenditures Report) showing actual 2021 expenditures compared to the *2021 VMNG Delivery System and Health Information Technology Related Investment Funds: Line Item Budget* included in the approved DSR/HIT Investment Report, for DVHA's approval. The Actual Expenditures Report will contain three categories of expenditures with different documentation requirements. The first category of expenditures are for funds distributed directly to Contractor's network of providers, and Contractor is required to provide network invoices and records of payment. The second category includes expenditures on software and purchased services. Contractor is required to provide invoices and proof of payment up to the total of the budgeted amount. The third category includes the Contractor's operating expenses and, for this category, Contractor is required to provide confirmation that resources (such as staffing) allocated in the line-item budget were expended on these investments and an attestation that no other sources of funds were used to cover these expenditures.

If Contractor believes the above required information is confidential and not to be disclosed under Vermont Public Records Act, Contractor shall provide a detailed legal analysis to DVHA setting forth the specific reasons why the information is confidential, the legal basis for exempting the information from a request under the Vermont Public Records Act, and describing the specific harm or injury that would result from disclosure.

III. Attachment B, Payment Provisions. The Payment Provisions are amended as follows:

- a. **Subsection 3 (Performance Measures, Incentive Payment Structure, and Year-End Quality Adjustment) in Section J (Value-Based Incentive Fund Program and Year-End Quality Adjustment) of Attachment B is hereby modified:**

In the Performance Measures Table, strike "Adolescent Well Care Visits" and replace with "Child and Adolescent Well Care Visits."

- b. **Section K (Distribution of DSR/HIT Investment Funds) is hereby added to Attachment B:**

K. Distribution of DSR/HIT Investment Funds

Subject to funding availability, a total amount not to exceed \$3,900,000 in DSR/HIT Investment Funds will be available for the 2021 Performance Year for Contractor's completion of activities outlined in the DVHA-approved DSR/HIT Investment Report(s) required by Section 7.7 of Attachment A. Funding is restricted to conditions and approved uses described in Section 7.7 of Attachment A, the approved DSR/HIT Investment Report(s), and as described below.

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DVHA shall pay an initial DSR/HIT Investment Fund payment of \$1,915,962.75 to Contractor upon the successful submission of the DSR/HIT Investment Report(s), contingent upon DVHA's receipt, review, and approval of the DSR/HIT Investment Report(s).

DVHA will make subsequent payments from the DSR/HIT Investment Funds to Contractor upon completion of obligations and conditions contained in the DVHA-approved DSR/HIT Investment Report(s). Contractor shall submit invoices for DSR/HIT Investment Funds to DVHA at regular intervals for completed and ongoing activities. Payment for these activities and expenses will be in accordance with the DSR/HIT Investment Report(s)'s 2021 VMNG Delivery System Related Investment Funds: Line Item Budget and will be contingent upon DVHA's receipt, review, and approval of these invoices. When required by the DSR/HIT Investment Report(s), payment may be contingent on Contractor submission, and DVHA approval, of required progress and performance reports. DSR/HIT Investment Funds are not a part of the parties' risk sharing arrangement and are not included in the ETCOC, ATCOC, or Value-Based Care Payments.

Taxes Due to the State. Contractor certifies under the pains and penalties of perjury that, as of the date this contract amendment is signed, the Contractor is in good standing with respect to, or in full compliance with a plan to pay, any and all taxes due the State of Vermont.

Child Support (Applicable to natural persons only; not applicable to corporations, partnerships or LLCs). Contractor is under no obligation to pay child support or is in good standing with respect to or in full compliance with a plan to pay any and all child support payable under a support order as of the date of this amendment.

Certification Regarding Suspension or Debarment. Contractor certifies under the pains and penalties of perjury that, as of the date this contract amendment is signed, neither Contractor nor Contractor's principals (officers, directors, owners, or partners) are presently debarred, suspended, proposed for debarment, declared ineligible or excluded from participation in federal programs, or programs supported in whole or in part by federal funds.

Contractor further certifies under pains and penalties of perjury that, as of the date this contract amendment is signed, Contractor is not presently debarred, suspended, nor named on the State's debarment list at: <http://bgs.vermont.gov/purchasing-contracting/debarment>

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This document consists of 5 pages. Except as modified by this Amendment No. 9, all provisions of the Contract remain in full force and effect.

The signatures of the undersigned indicate that each has read and agrees to be bound by this Amendment to the Contract.

STATE OF VERMONT

DocuSigned by:

Adaline Strumolo 11/10/2021

ADALINE STRUMOLO, ACTING COMMISSIONER
AHS/DVHA
NOB 1 South, 280 State Drive
Waterbury, VT 05671-1010
Phone: (802) 503-7482
Email: Adaline.Strumolo@vermont.gov

CONTRACTOR

DocuSigned by:

Victoria Loner 11/9/2021

VICTORIA LONER, CHIEF EXECUTIVE OFFICER
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