



OneCare Vermont Accountable Care Organization Board of Managers Resolution January 15, 2019

BE IT RESOLVED by the Board of Managers (the “Board”) of OneCare Vermont Accountable Care Organization, LLC (“OneCare”) as follows:

OneCare participates in the Vermont All Payer ACO Model Vermont Medicare ACO Initiative and the Vermont Medicaid Next Generation Program. The Secretary of the Department of Health and Human Services by and through CMS, and the Department of Vermont Health Access, have provided certain waivers of federal and state fraud and abuse laws in connection with the Vermont All Payer ACO Model (“APM”), the Fraud and Abuse Waiver Notice for Vermont ACO Initiative..

The Participation waivers are available only when, among other things, the governing body of the ACO has reviewed and made a determination that the arrangements are reasonably related to ACO Activities. ACO Activities include:

- Promoting accountability for quality of care to Attributed Lives;
- Promoting accountability for cost of care to Attributed Lives;
- Promoting accountability for overall care to Attributed Lives;
- Managing and coordinating care for Attributed Lives;
- Encouraging infrastructure investment;
- Encouraging investment in re-designed care processes for high quality and efficient services delivery;
- Carrying out any obligation or duty under the Vermont ACO Initiative or the Vermont Medicaid NextGen Program (together “Programs”);
- Direct patient care to Attributed Lives;
- Promoting evidence based medicine;
- Promoting patient engagement;
- Reporting on quality and cost measures for Attributed Lives;
- Coordinating care with telehealth, remote monitoring and other technologies for Attributed Lives;
- Establishing and improving ACO clinical systems;
- Establishing and improving ACO administrative systems;
- Meeting Programs quality standards;
- Evaluating patient health for Attributed Lives;
- Communicating clinical knowledge to Attributed Lives;
- Communicating evidence based medicine; and
- Developing standards for patient access and communication including to medical records.

The OneCare Board of Managers has duly authorized the arrangements below and made a bona fide determination that each arrangement is reasonably related to one or more of the above ACO Activities.



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The descriptions of the relevant arrangements are set forth below for the purpose of OneCare availing itself of the protections afforded under the ACO Participation Waiver.

1. OneCare has a Services Agreement with the University of Vermont Medical Center for the provision of IT services, personnel and other business support. This Agreement is related to *inter alia* carrying out OneCare's obligations in the Programs.
2. OneCare's budget and financial model applicable to all Participants, Preferred Providers and Collaborators, as submitted to and approved by the Green Mountain Care Board and commemorated in Participant/Preferred Provider and Collaborator Agreements, is related to fulfilling Program obligations, including *inter alia*:
 - a. Hospitals accepting risk and receiving savings for their health services areas that include independent practitioners;
 - b. Hospitals accepting risk or a portion of risk and savings or a portion of savings for other health services areas to support those local hospitals and establish ACO systems, as well as coordinate and enhance care in those health services areas;
 - c. Population health management and care coordination payments to enhance primary care and care coordination for Attributed Lives;
 - d. Access to population health management software through OneCare to support accountability for cost and quality of care; and
 - e. Access to Care Navigator care coordination software and apps.
3. OneCare will distribute Community and Primary Care Funds, received as advanced shared savings from CMS, pursuant to State of Vermont Contract 34070 to providers who are in OneCare's network and outside of OneCare's network, in furtherance of promoting accountability for cost and quality of care and coordinating care;
4. OneCare will support the SASH program with advanced shared savings received from CMS in furtherance of managing and coordinating care;
5. OneCare provides funding to embed a mental health clinician at a SASH location in Burlington in furtherance of managing and coordinating care and establishing and improving clinical systems.