

Physician Quality Partners, LLC

ACO Participation Waiver Documentation for Hospital Quality and Efficiency Program (HQEP)

Parties Involved: Physician Quality Partners (PQP), New Hanover Regional Medical Center (NHRMC), Moore Orthopaedics PA, Carolina Sports Medicine and Ortho Specialists PA, Cape Fear Sports Medicine PA, Bowling Orthopaedics PA (formerly Bowling Jack W Jr. PA), Emerge Ortho (formerly Ortho Wilmington, PA)

Additional orthopedic practices and providers may be added to this program as deemed appropriate and necessary, by PQP and NHRMC.

Start Date: August 1, 2015

End Date: Ongoing

Description/Purpose of the Arrangement:

PQP has developed a program, in conjunction with NHRMC to provide quality based incentive payments to certain members of the NHRMC medical staff in the orthopedic service lines. Under this arrangement, NHRMC has entered into a contract whereby NHRMC will provide funding to PQP in return for the ACO administering the quality program, overseeing performance, and distributing compensation to providers who meet specified quality benchmarks. These benchmarks are approved by the PQP Board of Managers to ensure high quality care of individuals undergoing surgery, or follow-up care from the orthopedic service line. The PQP Board of Managers will review the goals and effectiveness of the program periodically to determine whether the quality goals should be adjusted, to help ensure the program meets the intended purpose of increasing the quality of care provided to individuals receiving orthopedic services while avoiding unnecessary costs associated with events like readmission, post-surgical blood clots, and other usually preventable concerns.

All compensation provided under HQEP is related to the ability of the individual provider to meet the stated quality goals. Payments are not made based on number of services provided or referral to NHRMC. Moreover, providers participating in HQEP are in no way guaranteed or provided any preference in assigning or referring patients.

Items, Services and/or goods included:

Compensation under HQEP is provided in the form of a bonus payment. Some quality goals are measured and paid on a quarterly basis, while others are longer term goals and paid out annually. These payments are made irrespective of whether or not the ACO is able to achieve shared savings under the Medicare Shared Savings Program.

All compensation provided under the HQEP is based on fair market value as to the services provided and does not take into account the volume or value of referrals or other business generated by any provider. Compensation will be actively monitored and adjusted on at least an annual basis, and is reviewed by a third party to ensure appropriate fair market value rates are used. Moreover, providers participating in HQEP are in no way guaranteed or provided any preference in assigning or referring patients.

Relation to Purposes of the Medicare Shared Savings Program

In order for this program to move forward, the PQP Board of Managers must make and duly authorize a bona fide determination, consistent with each member's duty under 42 CFR 425.106(b)(3), that the arrangement is reasonably related to one of the stated purposes of the Shared Savings Program. Please select at least one of the following **and then describe how this program is reasonably related to that purpose:**

Promoting accountability for the quality, cost and overall care for a Medicare patient population as described in the Shared Savings Program: The HQEP is intended to provide a financial incentive to members of the NHRMC medical staff under the orthopedic service line based on their ability to increase the quality of care provided to individual while lowering costs by avoiding care associated with events such as readmission, post-surgical blood clots, and other usually preventable concerns. This compensation is intended to incentivize additional accountability for the quality and cost of care for individuals receiving services under the orthopedic service line.

Managing and Coordinating care for Medicare Fee-For-Service beneficiaries through an ACO, or

Encouraging investment in infrastructure and redesigned care processes for high quality and efficient service delivery for patients, including Medicare beneficiaries.

AUTHORIZATION BY GOVERNING BODY

Method of Authorization (select one):

Date: September 2, 2015

Unanimous Written Consent

Governing Body Vote documented accordingly a resolution adopted by the Board of Managers during the September 2, 2015 meeting

Physician Quality Partners, LLC

ACO Participation Waiver Documentation for Hospital Quality and Efficiency Program (HQEP)

As discussed, and noted, when initially implementing the ACO's Participation Waiver for the Hospital Quality and Efficiency Program (HQEP) waiver, Physician Quality Partners, LLC (PQP) has decided to expand the Hospital Quality and Efficiency Program (HQEP) to include additional areas of practice. All other elements of the program remain unchanged though additional benchmarks will be created as appropriate for the neurosurgical, anesthesiology and pathology practices being added.

Parties Being Added to the HQEP: Atlantic Neurosurgical and Spine Specialists, PA, Coastal Neurosurgical Associates, PA, Port City Neurosurgery and Spine, PA, Southeast Anesthesiology Consultants, PLLC, Wilmington Pathology Associates

Start Date: January 1, 2017

End Date: Ongoing

AUTHORIZATION BY GOVERNING BODY

Method of Authorization (select one):

Date: August 3, 2016

Unanimous Written Consent

Governing Body Vote documented accordingly a resolution adopted by the Board of Managers during the August 3, 2016 meeting

Physician Quality Partners, LLC

ACO Participation Waiver Documentation for Hospital Quality and Efficiency Program (HQEP)

As discussed, and noted, when initially implementing the ACO's Participation Waiver for the Hospital Quality and Efficiency Program (HQEP) waiver, Physician Quality Partners, LLC (PQP) has decided to expand the Hospital Quality and Efficiency Program (HQEP) to include additional areas of practice. All other elements of the program remain unchanged though additional benchmarks will be created as appropriate for the general surgery practices being added.

Parties Being Added to the HQEP: Wilmington Surgical Associates, PA, Coastal Carolina Surgical Associates, PA, Carolina Healthcare Associates d/b/a New Hanover Regional Medical Center-General Surgery Specialists, Wilmington Health, PLLC, and Miles Surgical PLLC

Start Date: September 1, 2017

End Date: Ongoing

AUTHORIZATION BY GOVERNING BODY

Method of Authorization (select one):

Date: June 14, 2017

Unanimous Written Consent

Governing Body Vote documented accordingly a resolution adopted by the Board of Managers during the June 14, 2017 meeting.

Physician Quality Partners, LLC

ACO Participation Waiver Documentation

Parties Involved: Physician Quality Partners and J. Arthur Doshier Memorial Hospital

Start Date: November 1, 2017

End Date: October 1, 2020 (the "Initial Term")

After the Initial Term, this Agreement will automatically renew for successive three (3) year terms. The program will be reviewed at least annually to ensure compliance with waiver requirements and a continued focus on promoting accountability for the quality, cost and overall care in southeastern, North Carolina, including the Medicare patient population, and encouraging investment in infrastructure and redesigned care processes for high quality and efficient service delivery for patients, including Medicare beneficiaries.

Description/Purpose of the Arrangement:

Physician Quality Partners, LLC (PQP), is a Medicare Shared Savings Program (MSSP) Accountable Care Organization (ACO), actively engaged in fulfilling the purposes of the MSSP through improvements in care coordination and quality, as well as cost savings. Due to its developing experience and expertise as an Accountable Care Organization actively engaged in care and quality improvement initiatives, PQP has agreed to provide assistance to J. Arthur Doshier Memorial Hospital (Doshier) and to work, in partnership with ACO Participant New Hanover Regional Medical Center (NHRMC), to help Doshier identify and achieve operational, clinical, and quality improvements and efficiencies, while lowering growth in the overall cost of care provided within its community.

The purposes of this arrangement are to support the delivery of quality and cost efficient healthcare services, including through increased cooperation between PQP and Doshier for improved care coordination. There are no agreements or expectations for patient referrals, and all medical decisions will continue to be made based on the preferences of the patient and the medical judgement of the provider.

Items, Services and/or goods included:

PQP will work with Doshier through consulting and support services based on PQP's experience with promoting accountability for quality, cost and overall care, and improving quality of care while lowering costs through investments in infrastructure and redesigned care processes. This consulting and support services include, but are not necessarily limited to:

1. Working collaboratively with Doshier senior leaders to identify opportunities where NHRMC services and affiliated physicians might be effectively integrated with existing Doshier services and physicians eliminating the need for patients to travel;
2. Assisting with development of programs to provide care locally, rather than needing to transfer patients to tertiary care facilities;
3. Collaborating with Doshier to assess service area volumes and create plans to meet identified needs of the community.
4. Assessing service lines for opportunities to expand and facilitate quality care, advising on recommended data collection and analysis, as well as assistance with development and implementation of community outreach strategies;
5. Review of transfer logs to determine whether transfer was appropriate and in the best interest of the patient, and/or whether additional training or equipment could enable Doshier to keep the patient closer to home in the future;
6. Communicate with clinical leaders at Doshier to determine level of service from specialists providing services at Doshier and provide strategies to address any needs or concerns;

7. Facilitate coordinated marketing in communities that expresses NHRMC and Doshers' aligned strategies supportive of care coordination that keeps quality care local.
8. Performance of a recruitment needs assessment to determine what primary care and specialist physicians are appropriate for Brunswick County. The NHRMC Director of Physician Relations may provide support and assistance in connection with this assessment, as well as recruitment of healthcare professionals. Doshers will retain full responsibility for contracting with and providing incentives for those physicians it determines to recruit.
9. Doshers will participate in the Carolinas Shared Services Purchasing Agreement that NHRMC participates in through Carolinas HealthCare System ("CHS") so as to benefit from group purchasing discounts. PQP shall provide further details prior to commencement.

Community Outreach. PQP shall act as a resource to Doshers to assess community health needs and develop outreach efforts supportive of overall population health management goals. PQP may participate as appropriate in Doshers' community outreach efforts. Such efforts by Doshers may include, for example, screenings, education, health fairs, and related services for which a patient provider relationship need not be established.

Continuity of Care. PQP shall procure or perform a joint review with Doshers of existing processes for patient transfer, referral, and acceptance to determine the need or opportunities for improvements, as reasonably requested and no less than every two years.

Education and Service Excellence. PQP shall arrange for Doshers to have access to educational opportunities in partnership with NHRMC for Doshers and its staff (with remote access to the extent reasonable and appropriate). PQP shall facilitate sharing of knowledge and experience in adoption of shared strategies and implementation of service and operational excellence principals within NHRMC (for example, leadership development initiatives).

Information Technology. PQP shall provide information regarding technology packages utilized by PQP and NHRMC for clinical and operational services and, upon request from Doshers, shall inquire of each applicable vendor to PQP and NHRMC whether Doshers, as an affiliate pursuant to this Affiliation Agreement, is entitled to a discount or any other special considerations. PQP shall coordinate any information technology- related sharing or cost-savings initiatives provided to Doshers pursuant to this Agreement. Doshers will provide reasonable access and connectivity to imaging and other diagnostic records of NHRMC patients who have received diagnostic testing at Doshers, so as to avoid unnecessary duplication of services and to provide clinicians with more comprehensive patient information, provided that NHRMC covers the cost of such connectivity.

Order Sets and Protocols. PQP shall provide order sets, protocols for treatment of medical conditions by service line, and evidence-based treatment guidelines, as maintained by NHRMC and requested by Doshers.

Operating Policy and Procedure. PQP shall provide access to specific NHRMC Operating Policy and Procedure as reasonably requested by Doshers.

Financial/Economic Terms

Base services will be provided for \$50,000 annually, paid on a monthly basis at \$4,166.67, based on estimated fair market value for such services. Additional support services will be provided at an amount mutually agreed upon by the Parties. Such amount will consider the estimated hours of services and PQP costs related to Executive, Upper Level & Director/Manager level staffing allocated to such services.

Relation to Purposes of the Medicare Shared Savings Program

In order for this program to move forward, this Governing Body must make and duly authorize a bona fide determination, consistent with each member's duty under 42 CFR 425.106(b)(3), that the arrangement is reasonably related to one of the stated purposes of the Shared Savings Program. Please select at least one of the following and then describe how this program is reasonably related to that purpose:

- Promoting accountability for the quality, cost and overall care for a Medicare patient population as described in the Shared Savings Program,
- Managing and Coordinating care for Medicare Fee-For-Service beneficiaries through an ACO, or
- Encouraging investment in infrastructure and redesigned care processes for high quality and efficient service delivery for patients, including Medicare beneficiaries.

This affiliation agreement supports the development of a collaborative relationship to support overall care improvement, coordination of care, and cost reduction for all patients, including Medicare beneficiaries. PQP's experience and growing expertise in promoting accountability for quality, cost and overall care, and in investing in infrastructure and redesigned care processes to improve quality of care and lower costs will provide Doshier with relevant information to evaluate current processes, identify opportunities for improvement, and work to on quality, cost effective care delivery for its patients. The improvements in training and technology will allow Doshier to provide care to a larger group of patients without the need for transfer to other facilities, thus also providing efficiencies and cost savings.

AUTHORIZATION BY GOVERNING BODY

Method of Authorization (select one):

Date: November 1, 2017

- Unanimous Written Consent
- Governing Body Vote documented accordingly in the meeting minutes

Physician Quality Partners, LLC

ACO Participation Waiver Documentation

Parties Involved: Physician Quality Partners and Novant Health Brunswick Medical Center

Start Date: May 9, 2018

End Date: April 15, 2019 (the “Initial Term”)

After the Initial Term, this Agreement will automatically renew for successive one (1) year terms. The program will be reviewed at least annually to ensure compliance with waiver requirements and a continued focus on promoting accountability for the quality, cost and overall care in south east region of North Carolina, including the Medicare patient population, and encouraging investment in infrastructure and redesigned care processes for high quality and efficient service delivery for patients, including Medicare beneficiaries.

Description/Purpose of the Arrangement:

Physician Quality Partners, LLC (PQP), is a Medicare Shared Savings Program (MSSP) Accountable Care Organization (ACO), actively engaged in fulfilling the purposes of the MSSP through improvements in care coordination and quality, as well as cost savings. Due to its developing experience and expertise as an Accountable Care Organization actively engaged in care and quality improvement initiatives, PQP has agreed to provide assistance to Novant Health Brunswick Medical Center (Novant) and to work, in partnership with ACO Participant New Hanover Regional Medical Center (NHRMC), to help Novant identify and achieve operational, clinical, and quality improvements and efficiencies, , while lowering growth in the overall cost of care provided within its community.

The purposes of this arrangement are to support the delivery of quality and cost efficient healthcare services, including through increased cooperation between PQP and Novant for improved care coordination. There are no agreements or expectations for patient referrals, and all medical decisions will continue to be made based on the preferences of the patient and the medical judgement of the provider.

Items, Services and/or goods included:

Consulting and Administrative Support Services. PQP will work with Novant through consulting and support services based on PQP’s experience with promoting accountability for quality, cost and overall care, and improving quality of care while lowering costs through investments in infrastructure and redesigned care processes.

Recruitment. PQP shall procure or perform a recruitment needs assessment to determine what primary care and specialist physicians are appropriate for Brunswick County, as reasonably requested. Novant remains responsible for all recruitment decisions as well as contracting with and providing incentives for those physicians Novant determines to recruit.

Community Outreach. PQP shall act as a resource to Novant to assess community health needs and develop outreach efforts supportive of overall population health management goals. PQP may participate as appropriate in Novant’s community outreach efforts. Such efforts by Novant may include, for example, screenings, education, health fairs, and related services for which a patient provider relationship need not be established.

Continuity of Care. PQP shall procure or perform a joint review with Novant of existing processes for patient transfer, referral, and acceptance to determine the need or opportunities for improvements, as reasonably requested and no less than every two years.

Education and Service Excellence. PQP shall arrange for Novant to have access to educational opportunities in partnership with NHRMC for Novant and its staff (with remote access to the extent reasonable and appropriate). PQP shall facilitate sharing of knowledge and experience in adoption of

shared strategies and implementation of service and operational excellence principals within NHRMC (for example, leadership development initiatives).

Information Technology. PQP shall provide information regarding technology packages utilized by PQP and NHRMC for clinical and operational services and, upon request from Novant, shall inquire of each applicable vendor to PQP and NHRMC whether Novant, as an affiliate pursuant to this Affiliation Agreement, is entitled to a discount or any other special considerations. PQP shall coordinate any information technology- related sharing or cost-savings initiatives provided to Novant pursuant to this Agreement. Novant will provide reasonable access and connectivity to imaging and other diagnostic records of NHRMC patients who have received diagnostic testing at Novant, so as to avoid unnecessary duplication of services and to provide clinicians with more comprehensive patient information, provided that NHRMC covers the cost of such connectivity.

Order Sets and Protocols. PQP shall provide order sets, protocols for treatment of medical conditions by service line, and evidence-based treatment guidelines, as maintained by NHRMC and requested by Novant.

Operating Policy and Procedure. PQP shall provide access to specific NHRMC Operating Policy and Procedure as reasonably requested by Novant.

Relation to Purposes of the Medicare Shared Savings Program

In order for this program to move forward, this Governing Body must make and duly authorize a bona fide determination, consistent with each member's duty under 42 CFR 425.106(b)(3), that the arrangement is reasonably related to one of the stated purposes of the Shared Savings Program. Please select at least one of the following and then describe how this program is reasonably related to that purpose:

Promoting accountability for the quality, cost and overall care for a Medicare patient population as described in the Shared Savings Program,

Managing and Coordinating care for Medicare Fee-For-Service beneficiaries through an ACO, or

Encouraging investment in infrastructure and redesigned care processes for high quality and efficient service delivery for patients, including Medicare beneficiaries.

This affiliation agreement supports the development of a collaborative relationship to support overall care improvement, coordination of care, and cost reduction for all patients, including Medicare beneficiaries. PQP's experience and growing expertise in promoting accountability for quality, cost and overall care, and in investing in infrastructure and redesigned care processes to improve quality of care and lower costs will provide Novant with relevant information to evaluate current processes, identify opportunities for improvement, and work to on quality, cost effective care delivery for its patients. The improvements in training and technology will allow Novant to provide care to a larger group of patients without the need for transfer to other facilities, thus also providing efficiencies and cost savings.

Authorization by Governing Body

Method of Authorization (select one):

Date: 05/09/2018

Unanimous Written Consent

Governing Body Vote documented accordingly in the meeting minutes

Physician Quality Partners, LLC

ACO Participation Waiver Documentation for Hospital Quality and Efficiency Program (HQEP)

Start Date: January 1, 2019

End Date: Ongoing

As discussed, and noted, when initially implementing the ACO's Participation Waiver for the Hospital Quality and Efficiency Program (HQEP) waiver, Physician Quality Partners, LLC (PQP) has decided to expand the Hospital Quality and Efficiency Program (HQEP) to include additional areas of practice. All other elements of the program remain unchanged though additional benchmarks will be created as appropriate for the emergency department practices being added.

Parties Being Added to the HQEP: East Carolina Emergency Services

Start Date: January 1, 2019

End Date: Ongoing

AUTHORIZATION BY GOVERNING BODY *Method of Authorization (select one):*

Date: January 10, 2018

Unanimous Written Consent

Governing Body Vote documented accordingly a resolution adopted by the Board of Managers during the January 10, 2018 meeting