



Resolutions of Signature Partners in Health, LLC
MSSP ACO GOVERNORS

At a duly called meeting of the MSSP ACO Governing Board (“Governors”) of Signature Partners in Health, LLC, a Virginia limited liability company (“Company”) on December 11, 2014, at which a quorum of the Governors are present, the MSSP ACO Governing Board, acting pursuant to Section 3.2(g) of the Amended and Restated Operating Agreement, hereby adopts the following resolutions:

WHEREAS, the MSSP ACO Governing Board has concluded that the establishment of an ACO under the MSSP by the Company will achieve the goals of: (1) promoting accountability for patient populations, coordinating items and services under Medicare parts A and B, and encouraging investment in infrastructure and redesigned care processes for high quality and efficient services; (2) placing patients and their families at the center of all activities; (3) ensuring coordination of care regardless of time or place; (4) attending carefully to care transitions; (5) managing resources carefully and respectfully; (6) proactively reaching out to patients with reminders and advice; (7) being innovative in improving care and health while lowering costs; and (8) investing continually in the development and pride of its workforce, including affiliated clinicians, while simultaneously improving care for individuals, improving health of populations and lowering growth in health care expenditures

WHEREAS, the MSSP ACO Governing Board has determined it to be in the best interests of the Company and the communities it serves for the Company to establish an ACO under the MSSP and participate in the MSSP.

WHEREAS, in connection with the Company’s proposed participation in the MSSP, the Company is required to take certain governance actions to apply to CMS to establish an ACO under the MSSP and participate in the MSSP.

WHEREAS, in connection with the Company’s participation in the MSSP, the MSSP ACO Governing Board has determined it to be in the best interests of the Company and the communities it serves for the Company to establish (i) a shared savings distribution program (the “**Shared Savings Distribution Program**”) relating to the Company’s operations as an ACO under the MSSP to provide for the distribution of shared savings thereunder to ACO participants and ACO providers/suppliers and (ii) an electronic health records (EHR) software and support services agreement and EHR Reimbursement Agreement to provide for the donation or reimbursement of EHR software and services to ACO participants.

WHEREAS, the MSSP ACO Governing Board has made a bona fide determination, consistent with the MSSP ACO Governors’ duty under 42 CFR § 425.106(b)(3), that the EHR Software and Support Services Agreement and Reimbursement Agreement are reasonably related to the following purposes of the MSSP:

1. ***Managing and coordinating care for Medicare fee-for-service beneficiaries through the Company’s ACO under the MSSP.*** The MSSP ACO Governing

Board has determined that the EHR Software and Support Services Agreement and Reimbursement Agreement will allow the Company to track key clinical conditions and coordinate care with respect to the same. In addition, the MSSP ACO Governing Board has determined that it is important for the Company to have a process in place to electronically exchange care information when patients transition to another provider or setting of care, both within and outside, the Company's ACO, which will be facilitated by the EHR Software and Support Services and Reimbursement Agreements and the Data Usage Agreement.

2. ***Encouraging investment in infrastructure and redesigned care processes for high quality and efficient service delivery for patients, including Medicare beneficiaries.*** The MSSP ACO Governing Board has determined that the EHR Software Support Services and Reimbursement Agreements and the Data Usage Agreement will facilitate the Company's commitment to evidence-based medicine and patient engagement; meeting the MSSP requirements for reporting on quality and cost measures; coordinating care, such as through the use of telehealth, remote patient monitoring, and other enabling technologies; establishing clinical and administrative systems for the Company; and meeting the clinical integration requirements and quality performance standards of the MSSP, all by enabling ACO participants and providers/suppliers to share clinical data more easily.

NOW THEREFORE, be it resolved as follows:

Approval of Establishment of an MSSP ACO

RESOLVED, that the Company is hereby authorized to establish an ACO as provided for and under the terms of the MSSP and to participate in the MSSP.

Approval of Application to CMS, Form of MSSP Participation Agreement and Form of Data Use Agreement

RESOLVED, that Company's MSSP application to CMS attached hereto as Exhibit C is approved and the Company's filing of such application with CMS is hereby ratified in all respects.

RESOLVED, that the MSSP Participation Agreement attached hereto as Exhibit D is approved and the Company is authorized to enter into such agreement with CMS, with such modifications required by CMS, if any, as deemed appropriate by the officers of the Company.

RESOLVED, that the Data Use Agreement attached hereto as Exhibit E is approved and the Company is authorized to enter into such agreement with CMS, with such modifications required by CMS, if any, as deemed appropriate by the officers of the Company.

Approval of Shared Savings Distribution Program

RESOLVED, that the Company is authorized to undertake the Shared Savings Distribution Program described in Exhibit F, which program is hereby approved and authorized by the MSSP ACO Governing Board.

Approval of EHR Software and Support Services Agreement and Forms of EHR Software Support and Support Services Agreement and EHR Software Reimbursement Agreement

RESOLVED, that the Company is authorized to undertake the EHR Software and Support Services described in Exhibit G, which program is hereby approved and authorized by the MSSP ACO Governing Board.

RESOLVED, that the EHR Software Reimbursement Agreement attached hereto as Exhibit H is hereby approved, and the Company is authorized to enter into such agreements with ACO participants, with such modifications, if any, as deemed appropriate by the officers of the Company.

RESOLVED, that the Company is authorized to publicly disclose a description of the EHR Software Donation/Reimbursement Program at a time and in a place and manner prescribed by CMS, provided, however, that such disclosure shall not include the financial or economic terms of the program.

IN WITNESS WHEREOF, I, Secretary of the MSSP ACO Governing Board, certify that the Governors have approved the foregoing resolutions at a meeting of the Governors held on the 11th day of December 2014.

By: _____

Secretary of the MSSP ACO Governing Board
Signature Partners in Health, LLC