

Next Generation ACO Model Participation Agreement

Amendment to Section VIII and Appendix B

2020 Amendment No. 2

This amendment is made to the Next Generation ACO Model Participation Agreement (the "Agreement") between the Centers for Medicare & Medicaid Services ("CMS") and ThedaCare ACO, LLC ("ACO"), collectively referred to as "the Parties".

The United States is responding to an outbreak of a respiratory disease caused by a novel coronavirus, referred to as "coronavirus disease 2019" ("COVID-19"), which creates serious public health threats that have greatly impacted the U.S. health care system, presenting significant challenges for the health care community. On January 31, 2020, the Secretary of Health and Human Services declared a public health emergency ("PHE") for the United States, retroactively effective from January 27, 2020, to aid the nation's health care community in responding to COVID-19. CMS wishes to incorporate certain additional flexibilities into the Agreement to enable the ACO and its Next Generation Participants and Preferred Providers to respond to the serious public health threats posed by the spread of COVID-19.

Specifically, as the COVID-19 outbreak continues to strain health care resources, CMS understands that the ACO may have limited capacity to continue normal operations, including meeting existing standards related to quality measure reporting under the Agreement. Because the PHE may affect the ACO's performance on each of the quality measures for Performance Year (PY) 2020, CMS wishes to amend the Agreement to reduce the quality withhold percentage for PY2020 and to use the ACO's total quality score for PY2019, in lieu of the PY2020 total quality score, if the ACO achieved a higher total quality score in PY2019 than PY2020. In addition, because the PHE poses significant challenges and safety concerns in successfully administering the Consumer Assessment of Healthcare Providers and Systems (CAHPS) for ACOs patient survey, CMS wishes to further amend the Agreement to remove the CAHPS for ACOs reporting requirement for PY2020, and to give the ACO automatic credit for the CAHPS for ACOs survey measures for purposes of determining the ACO's total quality score for PY2020.

The Parties therefore hereby agree to amend the Agreement as set forth herein:

1. **Effect of Amendment.** All other terms and conditions of the Agreement shall remain in full force and effect. In the event of any inconsistency between the provisions of this amendment and the provisions of the Agreement, the provisions of this amendment shall prevail.
2. **Effective Date.** This amendment shall be effective when it is signed by the last party to sign it (as indicated by the date associated with that party's signature).
3. **Quality Measure Reporting.** Section VIII.C.3 of the Agreement is hereby amended by inserting at the end the following:

For Performance Year 2020, CMS waives the requirement to report results for the CAHPS survey listed in paragraph (b) of this Section VIII.C.3 and will assign automatic full credit

for the CAHPS survey measures for purposes of determining the ACO's total quality score under Section VIII.D.

4. **Quality Performance Scoring.** Section VIII.D of the Agreement is hereby amended by:
 - a. By inserting "Except as otherwise specified in this Agreement" before "CMS shall" in paragraph (1); and
 - b. By inserting at the end of the section the following new paragraph (4):
4. *For Performance Year 2020, if the ACO's total quality score for Performance Year 2019 is higher than its total quality score for Performance Year 2020, CMS shall use the ACO's Performance Year 2019 total quality score as the ACO's Performance Year 2020 total quality score. Notwithstanding any other provision of this Agreement, if the ACO fails to completely and accurately report quality data for Performance Year 2020, its total quality score for the Performance Year shall be set equal to its Performance Year 2019 total quality score.*
5. **Quality Withhold.** Section 2.6.1 of Appendix B is amended in its entirety to read as follows:

2.6.1 ***Quality Withhold***

The Quality Withhold is equal to 2% of the Adjusted Benchmark Expenditure in PY2019 and PY2020.


[SIGNATURE PAGE FOLLOWS]

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The signatory for the ACO certifies that he or she is authorized by the ACO to execute this amendment and to legally bind the ACO. This amendment may be signed by autopen or electronic signature (e.g., DocuSign or similar electronic signature technology) and may be transmitted by electronic means. Copies of this amendment that are so executed and delivered have the same force and effect as if executed with handwritten signatures and physically delivered. Each party is signing this amendment on the date stated opposite that party's signature. If a party signs but fails to date a signature, the date that the other party receives the signing party's signature will be deemed to be the date that the signing party signed this amendment.


ACO: ThedaCare ACO, LLC

Date: 12/16/2020

By: 
Mark Thompson
Name of authorized signatory
CFO / COO
Title

CMS:

Date: 12/28/2020

By: 
Amy Bassano
Name of authorized signatory
CMMI Deputy Director
Title