



144 State Street  
Montpelier, VT 05633-3601  
802-828-2177

*Owen Foster, J.D., Chair*  
*Jessica Holmes, Ph.D.*  
*Robin Lunge, J.D., MHCDS*  
*David Murman, M.D.*  
*Thom Walsh, Ph.D., MS, MSPT*  
*Susan J. Barrett, J.D., Executive Director*

June 28, 2023

**Via certified mail and email**

To: Abraham Berman  
Chief Executive Officer  
OneCare Vermont Accountable Care Organization, LLC  
356 Mountain View Drive, Suite 301  
Colchester, VT 05446

Subject: Enclosed Subpoena Duces Tecum

Dear Mr. Berman,

Enclosed herewith please find a subpoena for documents relating to OneCare's executive compensation. The Green Mountain Care Board has rescheduled its hearing on OneCare's FY24 guidance for July 12, 2023. OneCare is required to produce responsive documents by July 7, 2023.

Should you have any questions or require further clarification regarding the subpoena or the requested documents, please do not hesitate to contact Michael Barber, GMCB General Counsel, [Michael.Barber@vermont.gov](mailto:Michael.Barber@vermont.gov) or (802)585-4829, or Russ McCracken, GMCB Staff Attorney, [Russ.McCracken@vermont.gov](mailto:Russ.McCracken@vermont.gov) or (802)505-3055.

Failure to comply with this subpoena may result in administrative penalties of up to \$2,000 for each day of noncompliance. The Chair of the Green Mountain Care Board may also recommend that your authority to do business be suspended for up to six months.

Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in blue ink, appearing to read "Owen Foster". The signature is fluid and cursive, with a long horizontal stroke at the end.

Owen Foster  
Chair, Green Mountain Care Board



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## SUBPOENA DUCES TECUM

To: OneCare Vermont Accountable Care Organization, LLC  
C/O: Abraham Berman  
Chief Executive Officer  
356 Mountain View Drive, Suite 301  
Colchester, VT 05446

Pursuant to 18 V.S.A. § 9374(i), you are directed to produce all documents in Your possession, including those in the possession of your employees, executives, and Board of managers:

1. Relating to compensation benchmarks utilized in connection with establishing and/or targeting compensation for OneCare's CEO, VPs, and Directors;
2. Sufficient to identify the dollar amount of the 50<sup>th</sup> percentile of benchmarked compensation for OneCare's CEO, VPs, and Directors;
3. Sufficient to identify the benchmarked percentile of total compensation for OneCare's CEO, VPs, and Directors; and
4. Relating to how the award of variable compensation in 2022 was structured to achieve specific and measurable goals that support the ACO's efforts to reduce cost growth or improve the quality and overall care of Enrollees, and decisions to award 100% of available variable compensation for FY22 to all of OneCare's executives, including its CEO, VPs, and Directors.

**Under 18 V.S.A. § 9374(j), if you fail to comply with this Notice to Produce, you may be subject to an administrative penalty of not more than \$2,000 for each day of noncompliance and proceeded against as provided in the Vermont Administrative Procedure Act (3 V.S.A. § 809a). The Chair of the Green Mountain Care Board may also recommend that your authority to do business be suspended for up to six months.**

To comply with this Subpoena Duces Tecum, you must mail legible and complete copies of all specified documents on or before July 7, 2023, to Owen Foster, Chair of the Green Mountain Care Board, at 144 State Street, Montpelier, VT, 05602, and, as required by Green Mountain Care Board Rule 5.000, § 5.105, Michael Fisher, Chief Healthcare Advocate, 56 College Street, Montpelier, VT 05602.

  
Owen Foster, Chair, Green Mountain Care Board

6-29-2023  
Date

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### **INSTRUCTIONS AND DEFINITIONS**

1. “OneCare” means OneCare Vermont Accountable Care Organization, LLC, and includes its employees, executives, trustees, managers, and/or directors, and subsidiaries.
2. “You” or “Your” means OneCare and includes its employees, executives, trustees, managers, and/or directors, and subsidiaries.
3. “Document” means every writing or record of whatever type and description in your possession, custody, or control on which information is recorded in any way whatsoever, including all handwritten, typed, printed, recorded, transcribed, taped, filmed, optical storage devices, computer records, notes, correspondence, email, text messages, chats, social media communications, meeting minutes, and any other form of memorialization.
4. “Relate to” means to make a statement about, refer to, discuss, describe, reflect, identify, deal with, consist of, or in any way pertain, in whole or in part, to a subject.
5. “Or” as well as “and” shall be construed interchangeably in a manner that gives this subpoena the broadest reading.
6. You are required to produce the originals of all documents and other items which are responsive, in whole or in part, to any description set forth herein along with all copies of any such document that differs from the original by virtue of any addition, deletion, alteration, notation, or inscription on any part of the document.
7. Unless otherwise indicated, this subpoena requests production of all documents prepared, sent, dated, received, in effect, or which otherwise came into existence at any time during the applicable time periods.
8. No document called for by this subpoena shall be destroyed, modified, redacted, removed, or otherwise made inaccessible to the Green Mountain Care Board, except insofar as documents are withheld under claim of privilege in compliance with the instructions below.
9. The applicable time period is between January 1, 2022 and present, except for Request No. 1, for which the applicable time period is between the date You began using the benchmarks currently relied upon and present.

10. The singular form of a word shall be construed to include within its meaning the plural form of the word, and vice versa, and the use of any tense of any verb shall be considered to also include all other tenses, in a manner that gives this subpoena the broadest reading.
11. If you withhold any document on the ground of any privilege, provide a statement setting forth:
  - a. the name and title of the author (and, if different, the preparer and signatory);
  - b. the name and title of the person to whom the document was addressed;
  - c. the names and titles of all persons to whom the document or a copy of the document was sent or to whom the document or a copy, or any part thereof, was shown;
  - d. the date of the document;
  - e. the number of pages;
  - f. a brief description of the subject matter;
  - g. the nature of the privilege claimed and the facts and reasoning on which the claim is based; and
  - h. the paragraph of the subpoena to which the document is responsive.