

AMENDMENT #12a
TO THE FIRST AMENDED AND RESTATED ONECARE VERMONT ACCOUNTABLE CARE ORGANIZATION, LLC RISK BEARING PARTICIPANT & PREFERRED PROVIDER AGREEMENT TOGETHER WITH the DEPARTMENT OF VERMONT HEALTH ACCESS MEDICAID NEXT GENERATION MODEL ACO PROGRAM ADDENDUM

**DEPARTMENT OF VERMONT HEALTH ACCESS
GLOBAL PAYMENT PROGRAM**

WHEREAS, Participant is a party to the Department of Vermont Health Access (DVHA) Medicaid Next Generation Model ACO Program (Medicaid Program) with OneCare; and

WHEREAS, OneCare and DVHA have established a Global Payment Program (GPP) wherein OneCare Participants who elect to be in the program will be paid a prospective payment for Covered Services provided to Medicaid patients who are GPP Members, which payment will be reconciled to fee for service; and

WHEREAS, the Global Payment Program is documented at Exhibit 4 to Attachment A of the 2025 Vermont Medicaid Next Generation Model ACO Program Agreement (VMNG Program Agreement); and

WHEREAS, Participant has elected to participate in the Global Payment Program:

NOW THEREFORE, Participant agrees:

1. **Definitions.** These definitions are adapted from the Global Payment Program Exhibit 4 and are intended to be consistent. The definitions for capitalized terms within these definitions, such as Covered Entity, may be found in the definition section of the 2025 VMNG Program Agreement.

Global Payment Participating Entity (“Participating Entity(ies)”): A hospital or primary care practice that has elected to receive prospective payments from DVHA through the Global Payment Program, as evidenced by the execution of this Amendment, and is identified in writing by OneCare to DVHA.

Global Payment Program (“Program”): A program whereby OneCare is issued a Global Payment Program Monthly Payment for Covered Services, as defined in the Vermont Medicaid Next Generation Program Agreement, as reimbursement for Covered Services provided to Global Payment Program Members at Global Payment Participating Entities.

Global Payment Program Member (“GPP Member(s)”): Non-Attributed Vermont Medicaid Members and VMNG-Attributed Members who do not qualify for Value-Based Care Payments in a given month under the VMNG program.

Global Payment Program Monthly Payment (“Monthly Payment”): A single lump sum dollar amount paid to OneCare on a monthly basis on behalf of the Global Payment

Participating Entities, in lieu of fee-for-service reimbursement for Covered Services included in Exhibit 1 to Attachment A (Covered Services) of the VMNG Program Agreement.

Global Payment Program (GPP) Zero-Paid Claim(s): A claim submitted to DVHA by a Global Payment Participating Entity, which is paid zero dollars (“zero-paid”) with an explanation of benefits code indicating that the Member and services are covered by the Global Payment Program under its Monthly Payment from the ACO and includes a Would Have Paid Provider (WHPP) fee-for-service equivalent amount.

2. Payments.

- a. DVHA will actuarially develop the 2025 Global Payment Program Monthly Payment, to be validated by OneCare. Upon receipt of the Monthly Payment from DVHA, OneCare will distribute the Monthly Payment to Participating Entities on a monthly basis according to the OneCare Policy 04-11 Hospital Fixed Payments PY 2025.
- b. Participating Entities will continue to submit claims to DVHA for Covered Services provided to GPP Members, as if the Global Payment Program were not in effect, and DVHA will zero pay those claims.
- c. GPP Monthly Payments for the Program Year will be reconciled to the fee for service equivalent of Global Payment Program Zero-Paid Claims for the same Program Year on two separate occasions. The first reconciliation will take place no later than September 20, 2026, with the second and final reconciliation occurring approximately one year later. Any reconciliation, which could necessitate the return of funds from OneCare to DVHA, or the payment of additional funds from DVHA to OneCare, will be due within sixty days of the reconciliation agreed to by DVHA and OneCare. Reconciliations will be done in alignment with OneCare Policy 04-07 PY25 ACO Program settlement PY 2025.
- d. In order to minimize reconciling activity, OneCare and DVHA will monitor the GPP and may agree to adjust the GPP Monthly Payment from DVHA to OneCare. OneCare would proportionally adjust prospective monthly payments to Participating Entities.

3. Quality. Participating Entities will cooperate with quality monitoring of the Global Payment Program as agreed to by OneCare in Exhibit 4 to Attachment A of the VMNG Program Agreement, with quality measures being limited to claims-based measures (no clinical measures).

4. Cooperation. Global Payment Program Participants are required to take all reasonable steps to work with OneCare to operationalize the Global Payment Program and to provide feedback as requested to improve the Global Payment Program.

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ONECARE VERMONT ACCOUNTABLE CARE ORGANIZATION, LLC

By: _____ Date: _____
Abe Berman
Chief Executive Officer

PARTICIPANT

By: _____ Date: _____
Authorized Signature

Print Name: _____

Title: _____

Legal Business Name:

TIN:

EXEMPLAR