

From: Patrick Flood

Sent: Thursday, December 2, 2021 8:58 AM

Dear Ms. Boles,

Thank you again for your response. I have re-reviewed the operating agreement and find that it does not address the questions I have. Perhaps I am asking the wrong questions. I am interested in the potential conflict of interest with OneCare being a member of the UVM Health Network while also being responsible for determining payments to health care providers under the All Payer Model agreement, of which the UVM Medical Center is by far the largest provider and the sole member" of the OneCare ACO.

It seems to me there must be some written agreement between the board of the UVM Health Network and its members, including OneCare Vermont. Such an agreement would describe what each party agreed to do or be responsible for with regard to the other. For example, it was reported in VT Digger on September 24 that the UVMHN would provide "accounting and data collection" for OCV. This is not mentioned in the operating agreement. I wonder what is the value of these services to OCV? Will we see a corresponding reduction in their budget? Data collection has been a major feature of OCV over the past five years and appears to be growing. Who will manage and control those processes? How will they be paid for?

I believe this is a highly unusual and extremely close relationship between one of Vermont's largest organizations and a relatively small one which happens to control about a third of Vermont's health care dollars. I realize OCV has an independent board, but one that is dominated by the UVMHN and its allies. It strains credulity that the leadership of the UVMHN will not have, as Dr. Brumsted is quoted to have said, "outsized influence" over the decisions of the OCV board. What does "outsized influence" mean? How much influence does UVMHN have before it becomes "outsized"? None of this is addressed in the operating agreement.

I believe there must be a written agreement that addresses these issues. Does the GMCB not have a copy? Should it not, in order to protect the interests of Vermonters?

Thank you for your attention

Patrick Flood