April 1, 2022 SENT VIA EMAIL

John Moore and Dr. Nelly Clotter-Woods
Copa Health Inc.
924 N. Country Club Dr.
Mesa, AZ 85201
John.moore@copahealth.org
Nelly.clotterwoods@copahealth.org

Re: Contract Award for AHCCCS YH22-0055
Transitional Shelter Bridge Housing Services at Bower Park

Dear Mr. Moore and Dr. Clotter-Woods,

Copa Health Inc. (Copa), in collaboration with the Central Arizona Shelter Services (CASS), proposal to provide the above referenced services for AHCCCS has been accepted. Attached to this letter you will find your fully executed Offer and Acceptance Page. Your assigned AHCCCS contract number is YH22-0055 and this number shall be referenced on all communication with AHCCCS regarding your contract.

The initial contract period shall be from April 1, 2022, through September 30, 2025 (this includes an 18 month start up period and Contractor to begin facility operations by October 1, 2023). The contract term includes an optional eighteen (18) month extension period from October 1, 2025 through March 31, 2027 for a maximum term of five (5) years, to operate both the Bridge Facility and Licensed Clinic elements. In addition, this contract award includes all scope items listed in the RFP and attached are agreed terms discussed during clarification. AHCCCS reserves the right to further explore the optional for additional items later in the contract period.

Prior to the commencement of work, COPA/CASS shall email the following item to procurement@azahcccs.gov:

- Certificates of Liability Insurance, with the new contract number, shall be submitted within ten business (10) days.

Please provide an authorized countersignature for this award letter as soon as possible to procurement@azahcccs.gov.

Congratulations on your contract award. AHCCCS looks forward to a mutually beneficial contract period. AHCCCS program staff will be contacting your agency soon to discuss the services and next steps.

Sincerely,

Anntonia (Toni) Cota

Toni Cota
AHCCCS Senior Procurement Specialist

_____
Copa Health Inc.

_____
Printed Name and Title

_____
Date

OFFER AND ACCEPTANCE

OFFER

The undersigned Offeror hereby agrees to provide all services in accordance with the terms and requirements stated herein, including all exhibits, amendments, and final proposal revisions (if any). Signature also certifies Small Business Status.

Arizona Transaction (Sales) Privilege Tax License No.: N/A

Federal Employer Identification No.: 84-460844

E-Mail Address: John.moore@copahealth.org

Copa Health, Inc.
Company Name

924 N. Country Club Dr.
Address

Mesa | AZ | 85201
City | State | Zip

For clarification of this offer, contact:

Name: John Moore

Title: Chief Financial Officer

Phone: 602-692-7188

Signature of Person Authorized to Sign Offer

Shar Najafi-Piper, PhD
Printed Name

Chief Executive Officer
Title

CERTIFICATION

By signature in the Offer section above, the Offeror certifies:

1. The submission of the offer did not involve collusion or other anti-competitive practices.
2. The Offeror shall not discriminate against any employee or applicant for employment in violation of Federal Executive Order 11246, State Executive Order 2009-09 or A.R.S. §§ 41-1461 through 1465.
3. The Offeror has not given, offered to give, nor intends to give at any time hereafter any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, or service to a public servant in connection with the submitted offer. Failure to provide a valid signature affirming the stipulations required by this clause shall result in rejection of the offer. Signing the offer with a false statement shall void the offer, any resulting contract and may be subject to legal remedies provided by law.
4. The Offeror _____ is / X is **not** a small business with less than 100 employees or has gross revenues of $4 million or less.
5. The Offeror is in compliance with A.R.S. § 18-132 when offering electronics or information technology products, services, or maintenance; and
6. The Offeror certifies that it is not debarred from, or otherwise prohibited from participating in any contract awarded by federal, state, or local government.

ACCEPTANCE OF OFFER (to be completed by AHCCCS)

Your offer, including all exhibits, amendments and final proposal revisions (if any), contained herein, is accepted. The Contractor is now bound to provide all services listed by the attached contract and based upon the solicitation, including all terms, conditions, specifications, amendments, etc., and the Contractor's Offer as accepted by AHCCCS.

The Contractor is cautioned not to commence any billable work or to provide any material or service under this contract until Contractor receives purchase order, contact release document or written notice to proceed.

This contract shall henceforth be referred to as Contract No. **YH22-0055**

AWARD DATE: 4/1/2022

CONTRACT SERVICE START DATE: 4/1/2022

Meggan LaPorte (Mar 31, 2022 16:09 PDT)

MEGGAN LAPORTE, CPPO, MSW, AHCCCS Chief Procurement Officer

TO: Copa and CASS

FROM: AHCCCS Procurement Department

SUBJECT: YH22-0055 – Transitional Shelter Bridge Housing Services at Bower Park RFP - Agreed Upon Terms

Per our discussion during the meeting on March 15, 2022, the following terms will be part of the contract or finalized in the required documentation and deliverables for the Bower Park Transitional Shelter.

1. Copa will obtain a CLIA Waiver in order to provide and bill for lab services in the clinic.
2. It will not be permissible for CASS shelter staff to bill for clinical services while working on behalf of the shelter, nor will it be permissible for Copa staff to bill for shelter services while working on behalf of the clinic.
3. It will not be permissible for Copa or CASS to use Place of Service (POS) Code 99 for billing for supportive services provided at the shelter facility. Prior to operation, AHCCCS will advise which site code is appropriate for use in this shelter/housing setting.
4. It will not be permissible for CASS or Copa to bill T1019 for the routine supervision of residents of the shelter. Bed checks and shelter security costs will be provided under the shelter operating budget.

Per the RFP, Section 5.11 (Administrative Plan) and 5.12 (Readiness Activities), the Contractor(s) will draft and submit documentation to be approved by AHCCCS addressing key programmatic commitments discussed in the proposal and subsequent discussions including:

5. CASS will update their Loss of Bed Policy for the Bower Park Population and ensure it is a trauma informed approach.
6. Use of designated security services or other strategies to ensure resident and staff safety.
7. 24/7 translation services will be provided via a language line or other on-demand service.

AHCCCS will work with ADOA (per RFP 5.12.4) and the Contractor(s) to inform site development and construction process including the following items:

8. The facility will need secure parking, a space for laundry with commercial and individual washer and dryers, dry food storage, and a sober/quiet room in the building.
9. The facility shall utilize a “hot box” to reduce the incidence of bed bugs and other parasites.
10. Subsequent to award and prior to construction of the facility, all parties will finalize and approve construction and operational timelines together per 5.12.

Prior to the first billing cycle and per 5.12.5.8.2, the Contractor(s) will submit Resource/Sustainability plan for AHCCCS approval based upon financial documentation provided in Proposal including:

11. On the first tab of the Operating Budget, line 14 will indicate the third year will be $750K.
12. On the first tab of the Operating Budget, line 14 states "Revenue Contingent Upon Legislative Appropriation." Copa and CASS understand this is not a guaranteed funding source.
13. On the first tab of the Operating Budget, the total revenue on line 8 does not match up to total operating expenses on line 47 and points to surplus for 3 of the years and deficit for one year. Copa and CASS will revise this prior to the first financial reporting period.
14. The budget should include more specificity for fundraising for ongoing funding.

Per the letter sent by Copa and CASS on March 24, 2022:

15. All residents of the Bower Park Transitional Shelter Facility will have a choice of providers. CASS and Copa Health will work with the resident at the time of registration to determine if they are currently enrolled in a health home or have a PCP. CASS and Copa Health will help individuals connect or reconnect to their provider of choice. They will assist identified residents in connecting with their assigned providers or offer our services. In all cases, the individual has the opportunity to choose a provider at the time of registration or at any time thereafter.
16. Copa clinic services will be available to other AHCCCS members after an initial onboarding period. Long-Term services may be made available to other AHCCCS members, however; that decision would have to be made by the RBHA/ACA based on the unmet service needs in the geographic service area.
17. Copa and CASS's Timeline (prior to anticipated completion date) is as follows:
    180 days: Ensure required building and fire inspections are completed, develop policies and procedures, organizational chart, and job descriptions
    160 days: Obtain certificate of occupancy, begin interviewing for clinical director and facility manager(s)
    120 days: Submit ADHS license application, hire clinical director, and facility manager(s)
    100 days: Final job descriptions approved and posted
    90-60 days: Complete ADHS inspection and response (as applicable), begin hiring staff, and transfer current staff to the program
    60-30 days: Pay ADHS licensing fee, finalize hiring, begin training and onboarding
    30 days to opening: Leadership and staff assist in the start-up/opening.
18. The Bower Park Transitional Shelter Facility will provide longer term, low barrier, and supportive services to individuals determined SMI with complex needs and experiencing homelessness. The Bower Park Transitional Shelter Facility and Copa Health Clinic will offer a truly unique experience to residents, including the following: 1) Specialized staff experience with individuals living with severe mental illness with complex needs, 2) Copa and CASS hold quality credentials to meet the targeted population's needs, 3) The Copa Health Clinic will be able to provide integrated behavioral and physical health services if requested by the individual, 4) The facility will be barrier-free, 5) The facility will utilize a trauma-Informed foundation with the continuum of care approach that will be reflected in client service delivery and care, organization policies, actions, and decisions, and 6) Clinically trained staff will be available 24/7 to the residents.