



CONTRACT AMENDMENT

1. AMENDMENT #: 8	2. CONTRACT #: YH18-0001-01	3. EFFECTIVE DATE OF AMENDMENT: November 1, 2020	4. PROGRAM: ALTCS-E/PD
5. CONTRACTOR/PROVIDER NAME AND ADDRESS: Banner - University Family Care 2701 E. Elivra Road Tucson, AZ 85756			
6. PURPOSE: To meet the requirements of federal Centers for Medicare & Medicaid Services (CMS) definition of a Medicare Advantage “fully integrated special needs plan (FIDE SNP)” at 42 CFR 422.2.			

7. THE ABOVE REFERENCED CONTRACT IS HEREBY AMENDED AS FOLLOWS:

This Amendment is executed by both parties to effectively meet the requirements of federal Centers for Medicare & Medicaid Services (CMS) definition of a Medicare Advantage “fully integrated special needs plan (FIDE SNP)” at 42 CFR 422.2 that provides dual eligible individuals access to Medicare and Medicaid benefits under a single entity that holds both a Medicare Advantage capitated contract with CMS and a Medicaid managed long-term care services and supports (MLTSS) capitated contract under section 1903(m) of the Act with AHCCCS. The CMS requires this provision to be effective no later than January 1, 2021.

To meet these CMS requirements, this Amendment assigns in total all existing and future contractual requirements of ALTCS E/PD contract number YH18-0001-01 with no change in operational function and requirements from the current contract holder Banner-University Family Care (the Assignee) to its corporate affiliate organization Banner-University Care Advantage effective November 1, 2020 and this assigned ALTCS E/PD Contract number YH18-0001-01 under this Amendment to be operated thenceforth as Banner-University Care Advantage dba Banner-University Family Care.

CONTRACT ASSIGNMENT

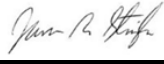
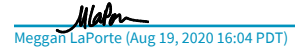
- A. In accordance with the Uniform Terms and Conditions in this contract, contract number YH18-0001-01, along with all the rights, requirements and obligations set forth in the Contract is hereby assigned to:

**Banner-University Care Advantage dba Banner-University Family Care.
2701 E. Elivra Road
Tucson, AZ 85756**

- B. This contract assignment is effective November 1, 2020.
- C. The Assignee has provided AHCCCS with a statement indicating the firm has the capacity and intention to carry out all terms and conditions of the contract. (See Attachment “A”).
- D. The Contract Number remains unchanged.
- E. All other terms and conditions of contract number YH18-0001-01 remain unchanged.

NOTE: Please sign, date and return one scanned copy to: Melannie Rustein, Senior Procurement Specialist
Melannie.Rustein@azahcccs.gov

Electronic Submission: An electronic or portable document file (PDF) copy of this amendment shall serve as the original.

8. EXCEPT AS PROVIDED FOR HEREIN, ALL TERMS AND CONDITIONS OF THE ORIGINAL AGREEMENT NOT HERETOFORE CHANGED AND/OR AMENDED REMAIN UNCHANGED AND IN FULL EFFECT.	
IN WITNESS WHEREOF THE PARTIES HERETO SIGN THEIR NAMES IN AGREEMENT.	
9. Banner-University Care Advantage dba Banner-University Family Care	10. ARIZONA HEALTH CARE COST CONTAINMENT SYSTEM
SIGNATURE OF AUTHORIZED INDIVIDUAL: 	SIGNATURE:  Meggan LaPorte (Aug 19, 2020 16:04 PDT)
TYPED NAME: James Stringham	TYPED NAME: Meggan LaPorte, CPPO, MSW
TITLE: Chief Executive Officer	TITLE: Chief Procurement Officer
DATE: August 26, 2020	DATE: Aug 19, 2020

April 10, 2020

Tom Heiser
Operations Compliance Officer for Medicare
AHCCCS Division of Health Care Management
701 E. Jefferson St.
Phoenix, AZ 85034

Re: Change in Organizational Structure

Dear Tom:

As you know, we have been in discussions with CMS and AHCCCS to ensure Banner - University Care Advantage (B - UCA) comes in to compliance with new federal regulations related the legal entities that hold our Medicaid and Medicare contracts. Compliance with these federal regulations will require a change in organizational structure affecting Banner - University Family Care, which currently holds AHCCCS Complete Care Contract YH19-0001 and ALTCS E/PD Contract YH18-0001. By this letter, and for the reasons outlined below, we are asking AHCCCS to approve of a change in organizational structure affecting the legal entity holding the ALTCS E/PD contract.

The change in structure is being made to ensure that our dual special needs plan – Banner - University Care Advantage (“B - UCA”) – qualifies as a *Fully integrated dual eligible special needs plan* (“FIDE SNP”) under 42 CFR § 422.2. Section 422.2 defines FIDE SNP, in pertinent part, as a dual special needs plan that provides dual eligible individuals access to Medicare and Medicaid benefits “under a single entity that holds both the MA contract with CMS and a Medicaid managed care organization contract” with the state. Thus, to qualify as a FIDE SNP, B - UCA must offer Medicaid benefits under the same legal entity. Currently, those benefits are offered by B - UFC rather than B - UCA.

In addition to our discussions with you, we have also discussed this issue with our CMS account representative, legal counsel, and health plan leadership. Based on those discussions, we intend to move forward with assignment of ALTCS E/PD Contract YH18-0001 to B - UCA, which will result in compliance with the “single entity” requirements of 42 CFR § 422.2. Simultaneous with the assignment to B - UCA, we intend to file a Trade Name Registration with the Arizona Secretary of State. The Tradename will be “Banner - University Family Care/ALTCS.”

In support of this request, we provide the following additional information as required by ACOM 317, Section B, and our telephone conversation with you on March 27, 2020:

1. A letter of explanation that provides the following information:

- a. B – UCA is a Domestic Nonprofit Corporation. As indicated above, we will do business as Banner - University Family Care/ALTCS, which is a slight change from the name of the existing legal entity/contractor. This slight alteration is necessary based upon the requirements of A.R.S. § 44-1460.01 as well as Secretary of State guidelines for DBA or trade names.
 - b. This change will not constitute a material change to business operations as defined in ACOM 439. The change will not impact our ability to meet contract-based performance standards and we do not anticipate the change will have any impact on our members and/or provider network.
 - c. As outlined above, the change is necessary to ensure B – UCA qualifies as a FIDE SNP under 42 CFR § 422.2.
2. We will provide an update regarding the Performance Bond when its available. This items remains pending.
3. **Documents including the following:**
- a. B – UCA is a Domestic Nonprofit Corporation. As indicated above, we will do business as Banner - University Family Care/ALTCS.
 - b. Please see the attached ALTCS Key Staff Organizational Chart. No changes to the key staff or reporting relationships among key staff have been made by reason of this change in structure.
 - c. Please see attached for the draft audited financial statement for B - UCA for fiscal year 2019.
 - d. Do you require a balance sheet and profit and loss statement as to the “pro forma financial statements” or do you need the complete quarterly reporting package? The former can be provided quickly but the latter will require more time.
4. **A description of the following:**
- a. There will be no disruption in services to members;
 - b. We do not anticipate any changes to the management and/or staffing of the organization;
 - c. We are continuing to review our Administrative Services Subcontracts to determine whether amendments are required. An update will be provided on this as soon as possible.
 - d. There will be no changes to any critical components of the organization;
 - e. We do not intend to communicate this change to members;
 - f. We do not intend to change member information materials at this time. Minor adjustments may be made as new materials are produced and released;
 - g. There will be no changes to our network;
 - h. This change is being made to ensure B - UCA qualifies as a FIDE SNP and receives the associated frailty payments.
5. **Additional documentation requirements**
- a. Attached please find the Banner - University Care Advantage Articles of Incorporation and relevant amendments and merger document.
 - b. The TIN for B - UCA is 46-3757358.
 - c. Additional documentation including the assignment, board resolutions, trade name application, and ACH vendor authorization form are under review and will be provided as soon as possible.

We would like to again thank AHCCCS for its continued support and assistance throughout this process.

Respectfully,

(submitted electronically)

Ryan Thomsen
Medicaid Administrative Director

Banner - University Health Plans

Cc: James Stringham, VP/CEO, B - UHP
Garrison Rio, Medicare Administrator, B - UHP
Jon Savary, Medicare Administrative Director, B - UHP
Cortney Ware, Finance Sr. Director, B - UHP
Lawrence O'Connor, ALTCS Administrator, B - UHP
Sarah Spiekermeier, Administrative Operations Sr. Director, B - UHP
Ena Binns, Operations Compliance Officer, AHCCCS