

**Willamette Valley Community Health, LLC
ATTACHMENT 5
CCO LETTER OF INTENT TO APPLY
RFA #3402**

1. What is Applicant's Legal Entity name, Oregon headquarters location, and key contact person?

Willamette Valley Community Health, LLC
2995 Ryan Drive SE
Salem, OR 97301

Contact: Jan L. Buffa, PhD

2. What is the Applicant's desired service area by county or zip code?

Service Area: Marion County (FIPS Code 047) and Polk County (FIPS Code 053) including zip codes 97071, 97362, 97002, 97032, 97375, 97346, 97350, 97352, 97358, 97360, 97362, 97375, 97383, 97101, 97347, 97361, 97378, 97396 that have addresses in contiguous Counties.

3. Who are the Applicant's key potential Affiliates or sponsoring organizations, if known?

Key Affiliates are listed below in alphabetical order and via attached memorandum of understanding.

ATRIO Health Plans, Inc.
Capitol Dental Care, Inc.
Marion County
Mid-Valley Behavioral Care Network
Mid-Valley IPA, Inc., dba WVP Health Authority
Northwest Human Services
Polk County
Salem Clinic, P.C.
Salem Health/ Salem Hospital
Santiam Memorial Hospital
Silverton Health
West Valley Hospital
Yakima Valley Farm Workers Clinic

4. What is the Applicant's desired member capacity? If the Applicant desires to have no limit on capacity,so state.

Willamette Valley Community Health, LLC does not wish to have a limit on capacity.

5. Does the Applicant, or an Affiliate or intended subcontractor of the Applicant, have a contract with the Oregon Health Authority as a Medicaid managed care organization (MCO)? If so, does Applicant expect that contract to be terminated immediately before the effective date of Applicants' CCO Contract?

Willamette Valley Providers via Marion Polk Community Health Plan LLC, a Willamette Valley Community Health stakeholder, currently holds an MCO contract (#132344) with Oregon Health Authority. Willamette Valley Community Health does expect the Marion Polk Community Health Plan LLC contract to be terminated immediately prior, but no sooner, to the effective date of CCO contract.

The Mid-Valley Behavioral Care Network holds contract (#132225) with the Oregon Health Authority as a mental health MCO. Willamette Valley Community Health does expect the Mid-Valley Behavioral Care Network contract to be terminated immediately prior to the effective date of the CCO contract for the service area identified in #2 above.

Capitol Dental Care Inc. holds contract (#132352) with the Oregon Health Authority as a dental care MCO. Willamette Valley Community Health does not expect the Capitol Dental Care Inc. contract to be terminated immediately prior to the effective date of the CCO contract as Capitol Dental Care Inc. encompasses membership in service areas not included in this application.

6. Is the Applicant, or an Affiliate or intended subcontractor of the Applicant, licensed or expected to be licensed as an insurer (including health care service contractor) with the Oregon Insurance Division?

Marion Polk Community Health Plan Advantage Inc. (MPCHP) is licensed as an insurer with the Oregon Insurance Division, as is Atrio Health Plans, which holds the dual-eligible Special Needs Plan, Medicare Advantage Contract (#H5995) with CMS in Marion and Polk Counties.

7. Does the Applicant, or an Affiliate or an intended subcontractor of the Applicant, have or expect to have a contract as a Medicare Advantage Plan with the Center for Medicare and Medicaid Services (CMS)?

Yes

8. Attachment 3 describes four possible Application timelines in 2012. Which due date does the Applicant elect for submitting its Technical and Financial Applications? Choose one pair:

Technical/Cost Application dates: April 30/May 14
Medicaid Contract Effective: August 1, 2012

9. Does the Applicant intend to submit a Medicare Notice of Intent to Apply to CMS? If so, please provide a copy to OHA.

Yes

The Applicant acknowledges that this Letter of Intent is non-binding, except that OHA will consider this Letter of Intent will remain in effect and OHA may rely on it until the Applicant changes or withdraws it in accordance with the RFA. The Applicant will submit its Technical and Financial Applications on the dates set forth in this Letter of Intent to Apply, unless Applicant submits to OHA changes to this Letter of Intent to Apply. The Applicant understands this Letter of Intent to Apply will be made public.

Jan L. Buffa, PhD

Electronic signature

Authorized representative of the Applicant (may be Applicant's sponsor if Applicant is not yet formed)

Notice of Intent to Apply for Capitated Financial Alignment Demonstration Contracts

To ensure clear and timely communication with CMS, all organizations interested in offering Capitated Financial Alignment Demonstration plans starting in CY 2013 must notify CMS of their intent to apply to offer such a plan by completing this Notice of Intent to Apply (NOIA) form online.

1) Applicant Organization's Legal Entity Information

NOTE: Organizations must provide street addresses for the location of the Legal Entity. PO Boxes are not acceptable and CMS will only process NOIAs with a street address.

Legal Entity Name:	Willamette Valley Community Health
Street Address 1:	2995 Ryan Drive SE
Street Address 2:	
City, State ZIP	Salem, OR 97301

2) Select Parent Organization* from the pull down list provided in Web tool.

[Note that if there is no applicable parent organization in the pull down list provided in the Web tool, you must select "Other"]

***CMS considers a parent organization to be the legal entity that owns a controlling interest in a contracting organization. The parent organization is the "ultimate" parent, or the top entity in a hierarchy (which may include other parent organizations) of subsidiary organizations which is not itself a subsidiary of any corporation.**

If you selected other, please specify:

3) The legal entity identified above has Contract Year 2012 Medicare Part C or D contracts (with or without Employer Group Waiver Plans (EGWPs) or Special Needs Plans (SNPs)) with CMS as follows (check all that apply):

- MA-PD HMO/HMOPOS
- MA-PD Local PPO (LPPO)
- MA-PD Regional PPO (RPPO)
- MA-PD PSO
- MA-PD PFFS (with Part D)
- Medicare Advantage Only - PFFS
- Medicare Advantage Only - MSA
- 1876 Cost Plan with Part D

- 1876 Cost Plan no Part D
- PDP
- Employer/Union Direct PFFS with Part D
- Employer/Union Direct PFFS no Part D
- Employer Direct MA-PD LPPO
- Employer Direct PDP
- Other CMS contract: PACE
- Not Applicable - Legal Entity does not hold a 2012 Medicare Part C or Part D contract with CMS

4) The legal entity identified above has Contract Year 2012 Medicare Part C or D contracts that include Dual Eligible Special Needs Plans (D-SNPs):

- Yes
- No

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6) The parent organization identified above has Contract Year 2012 Medicare Part C or D contracts that include Dual Eligible Special Needs Plans (D-SNPs):

- Yes
- No

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8) Does the legal entity identified above offer Medicaid managed care products in any State?

Yes

No

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10) Does the parent organization identified above offer Medicaid managed care products in any State?

Yes

No

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Notice of Intent to Apply for Capitated Financial Alignment Demonstration Contracts

12) Capitated Financial Alignment Demonstration Plan Contact Information

Salutation:	Mr.
First Name:	Rob
Last Name:	Bauer
Title:	Director of Quality Assurance - ATRIO Health
Street Address 1:	2645 Portland Rd NE, Suite 130
Street Address 2:	
City, State ZIP:	Salem, OR 97301
Email:	rob.bauer@atriohp.com
Direct Telephone Number (No Dashes):	5039677039 Format: 9999999999
Extension:	

13) Select the type of NEW contract product type for which your organization will apply (refer to section 30 of Chapter 1 of the Medicare Managed Care Manual, <https://www.cms.gov/manuals/downloads/mc86c01.pdf>, for definitions of the product types below). Check ONLY one; interested organizations must submit separate Notices of Intent to Apply for each demonstration contract product type. Note that legal entities with 2012 contracts with CMS will be issued a new contract ID for their demonstration plans.

- Medicare Advantage-Prescription Drug Plan Health Maintenance Organization (MA-PD HMO)/Medicare Advantage-Prescription Drug Health Maintenance Organization Point-of-Service (MA-PD HMOPOS)
- MA-PD Local Preferred Provider Organization (MA-PD LPPO)

14) Select the State for which your organization intends to submit an application. Check ONLY one; organizations must submit separate Notices of Intent to Apply for each State for which they intend to submit an application.

- California
- Hawaii
- Illinois
- Kansas
- Massachusetts
- Michigan
- Minnesota
- Ohio

- Oregon
- Pennsylvania
- Tennessee
- Washington
- Wisconsin

15) Does your organization intend to use a Pharmacy Benefit Manager (PBM) with experience administering the Part D benefit?

- Yes
- No
- Undecided

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16) [Complete only if you selected "yes" for Question 15]

What is the name of the PBM you intend to use to administer your Part D benefit under your demonstration plan?

MedImpact

17) **Does your organization intend to utilize a CY 2013 Part D formulary submitted for any other non-demonstration Medicare Part C or Part D contract**

Yes

No

NOTE: Once you click "Submit 'Notice of Intent to Apply' Responses Now" you will not be able to return to this specific Capitated Financial Alignment Demonstration Notice of Intent to Apply.

If your organization has additional Notices of Intent to Apply (for different product types and/or for different States), you must complete one Notice of Intent to Apply for each application.

If you need to submit notices for additional Capitated Financial Alignment Demonstration applications, after clicking the "Submit Notice of Intent to Apply" button, return to the NOIA online form by following the link in the memo announcing the NOIA, or copy and paste this link in your browser:

<http://vovici.com/wsb.dll/s/11dc4g4ddb7>

Thank you for your submission.

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Notice of Intent to Apply for Capitated Financial Alignment Demonstration Contracts

To ensure clear and timely communication with CMS, all organizations interested in offering Capitated Financial Alignment Demonstration plans starting in CY 2013 must notify CMS of their intent to apply to offer such a plan by completing this Notice of Intent to Apply (NOIA) form online.

1) Applicant Organization's Legal Entity Information

NOTE: Organizations must provide street addresses for the location of the Legal Entity. PO Boxes are not acceptable and CMS will only process NOIAs with a street address.

Legal Entity Name:	ATRIO Health Plans
Street Address 1:	2270 NW Aviation Drive
Street Address 2:	
City, State ZIP	Roseburg, OR 97470

2) Select Parent Organization* from the pull down list provided in Web tool.

[Note that if there is no applicable parent organization in the pull down list provided in the Web tool, you must select "Other"]

***CMS considers a parent organization to be the legal entity that owns a controlling interest in a contracting organization. The parent organization is the "ultimate" parent, or the top entity in a hierarchy (which may include other parent organizations) of subsidiary organizations which is not itself a subsidiary of any corporation.**

If you selected other, please specify:

Marion Polk Community Health Plan Advanta

3) The legal entity identified above has Contract Year 2012 Medicare Part C or D contracts (with or without Employer Group Waiver Plans (EGWPs) or Special Needs Plans (SNPs)) with CMS as follows (check all that apply):

- MA-PD HMO/HMOPOS
- MA-PD Local PPO (LPPO)
- MA-PD Regional PPO (RPPO)
- MA-PD PSO
- MA-PD PFFS (with Part D)
- Medicare Advantage Only - PFFS
- Medicare Advantage Only - MSA
- 1876 Cost Plan with Part D

- 1876 Cost Plan no Part D
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- Other CMS contract: PACE
- Not Applicable - Legal Entity does not hold a 2012 Medicare Part C or Part D contract with CMS

4) The legal entity identified above has Contract Year 2012 Medicare Part C or D contracts that include Dual Eligible Special Needs Plans (D-SNPs):

- Yes
- No

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5) [Complete only you selected "yes" for Question 4]

Approximately how many full dual eligible individuals do all of the SNP products offered by the legal entity identified above currently serve?

5200

6) **The parent organization identified above has Contract Year 2012 Medicare Part C or D contracts that include Dual Eligible Special Needs Plans (D-SNPs):**

- Yes
 No

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Notice of Intent to Apply for Capitated Financial Alignment Demonstration Contracts

8) Does the legal entity identified above offer Medicaid managed care products in any State?

Yes

No

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Notice of Intent to Apply for Capitated Financial Alignment Demonstration Contracts

10) **Does the parent organization identified above offer Medicaid managed care products in any State?**

Yes

No

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Notice of Intent to Apply for Capitated Financial Alignment Demonstration Contracts

11) [Complete only if you selected "yes" for Question 10]

Approximately how many full dual eligible individuals do the Medicaid managed care products operated by the parent organization identified above currently serve in all States in which that parent organization operates?

3200

12) Capitated Financial Alignment Demonstration Plan Contact Information

Salutation:	Mr.
First Name:	Rob
Last Name:	Bauer
Title:	Director of Quality Assurance - ATRIO Health
Street Address 1:	2645 Portland Rd NE, Suite 130
Street Address 2:	
City, State ZIP:	Salem, OR 97301
Email:	rob.bauer@atriohp.com
Direct Telephone Number (No Dashes):	5039677039
Extension:	Format: 9999999999

13) Select the type of NEW contract product type for which your organization will apply (refer to section 30 of Chapter 1 of the Medicare Managed Care Manual, <https://www.cms.gov/manuals/downloads/mc86c01.pdf>, for definitions of the product types below). Check ONLY one; interested organizations must submit separate Notices of Intent to Apply for each demonstration contract product type. Note that legal entities with 2012 contracts with CMS will be issued a new contract ID for their demonstration plans.

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14) Select the State for which your organization intends to submit an application. Check ONLY one; organizations must submit separate Notices of Intent to Apply for each State for which they intend to submit an application.

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- Hawaii
- Illinois
- Kansas
- Massachusetts
- Michigan
- Minnesota
- Ohio
- Oregon
- Pennsylvania
- Tennessee
- Washington
- Wisconsin

15) Does your organization intend to use a Pharmacy Benefit Manager (PBM) with experience administering the Part D benefit?

- Yes
- No
- Undecided

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Notice of Intent to Apply for Capitated Financial Alignment Demonstration Contracts

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MedImpact

17) **Does your organization intend to utilize a CY 2013 Part D formulary submitted for any other non-demonstration Medicare Part C or Part D contract**

- Yes
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<http://vovici.com/wsb.dll/s/11dc4g4ddb7>

Thank you for your submission.

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March 12, 2012

MEMORANDUM OF UNDERSTANDING

Parties

ATRIO Health Plans, Inc.
Capital Dental Care, Inc.
Marion County
Mid-Valley Behavioral Care Network
Mid Valley IPA, dba WVP Health Authority
Northwest Human Services
Polk County
Salem Clinic, ~~HEP~~ AC.
Salem Health
Santiam Memorial Hospital
Silverton Health
West Valley Hospital
Yakima Valley Farm Workers Clinic

This Memorandum of Understanding (“MOU”) is for the purpose of creating a platform for further discussions as they relate to the formation of a limited liability company that will become a “Coordinated Care Organization” (“CCO”) as that term is defined in Oregon law. The Parties intend for the CCO to support the improvement of quality and access to healthcare services in Marion and Polk Counties, Oregon. This MOU is not intended to be a binding agreement as between the Parties.

BACKGROUND:

In 2011, the Oregon Legislature passed House Bill 3650, establishing the initial framework for the creation of CCO’s within the State of Oregon, each of which will be responsible for integrated and coordinated health care for their respective community members’ physical health, addictions and mental health services. The goal of integrating care across physical, mental and dental (in 2014) health requires a variety of community stakeholders to cooperate with one another, and further, form a new legal entity that will be the CCO. The stakeholders in Marion and Polk Counties, Oregon (the Parties), have invested significant time and energy investigating various alternative business structures for the CCO. After careful consideration of all the alternatives, the Parties have determined that a limited liability company (“LLC”) provides the greatest degree of flexibility, allows all Parties to participate, and best meets the Parties’ needs. This MOU provides the general basis under which further discussions will proceed. It is not intended to form the basis of contractual obligations. Any proposals, terms and conditions set forth herein shall become enforceable only when definitive agreements have been executed.

AGREEMENTS:

Formation of Limited Liability Company. The Parties agree to form an Oregon LLC that will become the CCO. The creation of the LLC will occur upon the filing of Article of Organization with the Oregon Secretary of State’s office. The Parties agree to direct one of the Parties to assume responsibility for preparing a draft of proposed Articles of Organization and, once approved by the Parties, shall be responsible for filing the Articles of Organization. The Parties

understand the Oregon Health Authority is currently reviewing which legal entities may be eligible to become CCOs. In the event LLCs become ineligible to become CCOs, the Parties shall file documents with the Secretary of State's office to form such other legal entity the Parties agree upon.

Name of Limited Liability Company. The Parties agree to name the LLC

_____.

Costs. Although one or more Parties' counsel may draft organizational documents for the LLC, each Party agrees to be responsible for its own legal costs incurred in the preparation and review of organizational documents.

Operating Agreement. The agreements set forth herein relate to the initial formation of the LLC only. Each of the Parties acknowledges and understands that an "operating agreement" between the Parties must be negotiated and agreed upon, which operating agreement establishes the governance structure and other primary rights and responsibilities of the Parties. Each Party agrees to cooperate with the others and negotiate in good faith in the development and completion of an operating agreement. However, the Parties' agreement to this MOU in no way binds any party to execute any such operating agreement that is developed.

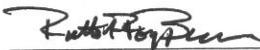
MISCELLANEOUS MATTERS:

The parties understand and agree no binding obligations are created by this MOU, including without limitation the obligation to become a member of the LLC or any successor legal entity, and, except as otherwise expressly provided herein, no binding obligations with respect to the subject matter hereof shall be created unless and until the Parties have each executed the operating agreement.

This MOU may be executed in two or more counterparts, all of which taken together, shall be construed as a single binding agreement.

ACCEPTED AND AGREED TO:

ATRIO Health Plans, Inc.

By: 
Signature

Printed Name: RUTH A ROOMS BRUM

Title: CEO

Date: 3/13/12

Capital Dental Care, Inc.

By: William Hart Lewis
Signature

Printed Name: William Hart Lewis
Title: President
Date: 3/13/12

Marion County

By: Janet L. Carlson
Signature

Printed Name: Janet Carlson
Title: Commissioner
Date: 3/14/12

Mid-Valley Behavioral Care Network

By: James D Russell
Signature

Printed Name: James D Russell
Title: Executive Manager
Date: 3/13/12

Mid Valley IPA, Inc., dba WVP Health Authority

By: Jan Buehler, MD
Signature

Printed Name: Jan Buehler
Title: CEO WVP
Date: 3/13/12

Northwest Human Services

By: 
Signature

Printed Name: Paul Sign

Title: CEO

Date: 3/13/2012

Polk County

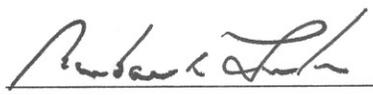
By: 
Signature

Printed Name: CRAG A. POPE

Title: COMMISSIONER

Date: 3-13-12

Salem Clinic P.C.

By: 
Signature

Printed Name: Barbara C. Gaudin

Title: CEO

Date: March 13, 2012

Salem Health/Salem Hospital

By: 
Signature

Printed Name: Cheryl Wolfe

Title: COO

Date: 3/13/12

Santiam Memorial Hospital

By: Maggie Hudson
Signature

Printed Name: Maggie Hudson
Title: Director of Operations & Financial Services
Date: 3/19/12

Silverton Health

By: Rob Johnson
Signature

Printed Name: ROB JOHNSON
Title: V.P.
Date: 3/13/12

West Valley Hospital

By: Robert Brannigan
Signature

Printed Name: Robert Brannigan
Title: Administrator
Date: 3/13/12

Yakima Valley Farm Workers Clinic

By: _____
Signature

Printed Name: _____
Title: _____
Date: _____

Salem Health

By: _____
Signature

Printed Name: _____
Title: _____
Date: _____

Santiam Memorial Hospital

By: _____
Signature

Printed Name: _____
Title: _____
Date: _____

Silverton Health

By: _____
Signature

Printed Name: _____
Title: _____
Date: _____

West Valley Hospital

By: _____
Signature

Printed Name: _____
Title: _____
Date: _____

Yakima Valley Farm Workers Clinic

By: 
Signature

Printed Name: Juan Carlos Olivares
Title: Chief Executive Officer
Date: 3/15/2012