

*Cal*PACE **Board Manual**

March 31, 2021

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History, Mission, and Values

The California PACE Association (CalPACE) works to advance the efforts of Programs of All-inclusive Care for the Elderly (PACE®). PACE programs coordinate and provide all needed preventive, primary, acute, and long-term care services so older individuals can continue living in the community.

The PACE model is centered on the belief that it is better for the well-being of seniors with chronic care needs and their families to be served in the community whenever possible.

CalPACE is a 501(c)(6) association dedicated to the expansion of comprehensive health care services to the frail elderly through the Program of All-inclusive Care for Elderly (PACE).

The Association was officially incorporated in August 2007 by the five existing California PACE programs, which had been in operation for several years. As of March 31, 2021, there are 20 operational PACE programs in California serving more than 12,000 participants.

CalPACE is one of ten state PACE associations. Florida, Massachusetts, New Jersey, North Carolina, Michigan, Pennsylvania, Rhode Island, and Texas also have state PACE associations.



Strategic Plan

2019 -- 2020

- I. CalPACE Mission
- II. Environmental Landscape Facing PACE in California
- III. Strengths, Weaknesses, Opportunities and Threats
- IV. 2024 Painted Picture Outlook
- V. Major Goals, Strategies, and Benchmarks

I. CalPACE Mission

- To promote expansion of comprehensive home and community-based health care services for the frail elderly in the State of California through the Program of All-inclusive Care for the Elderly (PACE).
- To support, maintain, safeguard and promote through education and advocacy the PACE Model of Care and to promote quality health care services for the elderly in the State of California.

II. Environmental Landscape Facing PACE in California

1. Continued realignment of health care system towards models of care that promote prevention, provide medical homes, and achieve the triple aims of improving the experience of care, producing better outcomes, and reducing costs.
2. Continued pressure on reimbursement rates with payers increasingly focused on outcomes and value and, in the case of public payers, needing to achieve budget savings to deal with chronic budget deficits.
3. Additional pressure on reimbursement rates due to budget uncertainties brought about by federal funding changes.
4. Increasing competition for beneficiaries in more areas of the state that PACE serves as health plans enter the market and expand their roles serving duals under Medi-Cal and Medicare and contract with increasingly sophisticated medical groups with expertise in serving older beneficiaries with chronic conditions.
5. Growing numbers of providers and services targeting Medicare only seniors with higher needs for whom hospitals, health plans, medical groups and hospitals are at risk.
6. Continued upward pressures on costs of serving beneficiaries due to costs of new regulatory requirements and shortages of providers.
7. Continued regulatory environment for PACE that constrains growth.
8. Growing workforce shortages and challenges in attracting and retaining professional staff.

III. Strengths, Weaknesses, Opportunities and Threats

Strengths:

- PACE organizations have highly skilled, experienced and specialized staff
- PACE organizations are culturally competent
- The reputation of PACE programs is universally good
- PACE has broad political support and influence
- PACE has a strong market position by virtue of its staff, quality, and reputation
- PACE has longevity and experience serving very hard to serve populations
- PACE programs achieve high rates of satisfaction and quality
- CalPACE provides platform for implementing common vision
- PACE is beginning to produce standardized quality data to prove its value

Weaknesses:

- Burdensome regulatory environment leads to lost opportunities
- Small size and scalability constraints facing PACE cause policymakers to discount value of PACE
- PACE organizations have been slow to adapt to market changes
- PACE organizations face slow speed to market in new programs and expansions
- Competitors are catching up with PACE
- PACE organizations conduct limited PR and face limited brand recognition
- PACE is a capital intensive model
- PACE is complex and difficult to explain to policymakers and the public

Opportunities:

- New payers and external opportunities provide options for PACE programs to offer PACE-like products and services
- Changing market and regulatory conditions are creating opportunities to look at changes in the PACE model
- Move towards testing new models of integrated care is causing people to pay more attention to PACE
- The current environment creates opportunities to use PR, messaging, and quality benchmarking to demonstrate the value of PACE
- The market for PACE services is growing
- Medicare and Medicaid initiatives as well as payment and policy changes are creating opportunities for PACE organizations to serve populations not traditionally served by PACE, including Medicare-only, under 55, and at risk of nursing home placement
- Use of monitoring, telehealth, and other aging technologies is expanding rapidly, creating growing opportunities for PACE organizations to enhance the outcomes, value and visibility of the services they provide through use of technology.

Threats:

- Rates will likely be inadequate to justify expansion of PACE under the model it has historically operated under
- Regulatory burdens, while easing, will continue to place PACE at a disadvantage relative to health plans
- PACE faces a challenge to grow fast enough to justify its existence
- Shortages of specialized providers with elder care and other clinical resources will hamper expansion of PACE
- Despite greater exposure and visibility, people may continue to misunderstand PACE
- Competition for enrollment, e.g. through the Coordinated Care Initiative and agreements between housing providers and health care plans and medical groups, could dry up the pipeline for PACE

CalPACE Painted Picture 2024

As the number of clients enrolled in PACE continues to increase, CalPACE has strengthened its effectiveness as a trusted advocate and expanded its services to members. CalPACE has established itself as the cost, outcome, and quality leader among similar LTSS programs. Dues revenue has increased due to new members, and CalPACE has also grown its non-dues revenue to support additional projects. In recognition of changes in the health care payment models, CalPACE has launched a new business to offer PACE expertise in a more flexible package, leveraging the collective strength of its members. It has formed new affiliations with housing and behavioral health partners, and a university research affiliation.

What services does CalPACE provide?

1. **Policy Advocacy***
2. **Expertise in CA Regulations**
3. **Creation of networking opportunities**
4. **Rate-setting advocacy with DHCS**
5. **Dissemination of best practices**
6. **Education of the public and the media**
7. Expertise in performance data (Priority #1)
8. Access to a Group Purchasing Organization
9. Access to a Pharmacy Purchasing Organization
10. Recruitment and training services for all levels of PO staff (Priority #2)
11. Marketing materials that differentiate PACE from other managed care options (Priority #3)
12. Analysis of PO's market position in relation to other managed care products

***Bold indicates current services**

What percentage of eligible Californians have access to a PACE program?

80%

What is CalPACE's reputation among members?

CalPACE is known as the "get it done advocate", energizing legislators and regulators to support, expand, and add flexibility to the PACE model. 95% of PACE organizations in California are members, in recognition of the technical support, education on best practices, and the united provider voice CalPACE

represents. CalPACE, through its members, is viewed as expert in cultural competence and outreach to diverse populations.

What is CalPACE's reputation among Legislators and regulators?

CalPACE is regarded as a strong, respected advocate whose members have demonstrated that they bend the cost curve for complex dually eligible individuals. CalPACE data, including newly developed data measures, clearly demonstrates that the model leads other LTSS options in quality outcomes, client satisfaction, and cost reduction. Legislators trust CalPACE information and view the association as reasonable and solution-focused. They reach out to CalPACE for advice on a range of eldercare policies.

What special projects has CalPACE launched?

1. Started a Care Management business line as a separate company
2. Created an ISNP made up of interested POs (Priority #1)
3. Provides services/membership to POs in states without a PACE association
4. Launched a statewide enrollment campaign on behalf of members (Priority #2)

What percent of non-dues revenue does CalPACE generate?

CalPACE generates 30-40% of its revenue from sponsorships, grants, and purchased services

What new affiliations has CalPACE formed or strengthened?

1. Housing associations
2. Mental /behavioral health and Alzheimer's associations
3. Chambers of Commerce (job creator)
4. Academic research affiliation
5. California Primary Care Association

What have been CalPACE's most significant accomplishments over the past 5 years?

1. Reached agreement with state on a rate setting methodology that includes capital costs
2. Recognized by the state as the leader among similar LTSS programs in cost effectiveness, outcomes, and quality
3. Achieved transparency by the state on standards for overlapping service areas
4. Achieved greater flexibility on both state and federal regulations
5. Started at least one new business line/newco for PACE organizations

6. Increased partnering among PO's to create economies of scale
7. Advocated for expansion with the result that CA PACE organizations now serve 13,000 beneficiaries*
8. Added 1-2 new services for members

What capabilities/resources does CalPACE need to develop or strengthen to achieve the Painted Picture?

1. I-SNP/C-SNP Expertise
2. Performance Improvement/Quality
3. Public Relations

What are the near-term opportunities to help achieve the Painted Picture?

1. Develop visibility with the new state administration
2. Utilize PACE 2.0 to spur growth
3. Identify RFPs outside the pure PACE space to expand partnerships
4. Explore corporate partnerships to support education and research initiatives

Major Goals, Strategies, and Tasks for 2019-20

CalPACES overarching goal is to promote the expansion of PACE and to enable it to get to scale in California. It will work to achieve this overarching goal by developing and carrying out strategies related to the following specific goals:

- A. Demonstrate the value of PACE
- B. Promote awareness and visibility of PACE
- C. Advocate for PACE growth, stability and sustainability
- D. Develop new business opportunities
- E. Promote best practices and innovation

A. Demonstrate the Value of PACE

Strategies:

Develop and disseminate data and information that showcase PACE, demonstrate its cost effectiveness and differentiate it from other types of plans and programs offering integrated care to older adults and seniors with higher needs.

Tasks:

1. Begin collecting additional quality and outcome measures as identified by the quality workgroup that project the value of PACE relative to other providers of integrated care and are feasible to collect and report.
2. Commission a health informatics and performance data driven study to highlight outcomes achieved by PACE programs and features associated with the highest outcomes. Request one or more proposals from recognized health informatics entities; seek grant funding if needed to fund study; create workgroup to develop parameters and inputs for study; provide regular status reports to board.
3. Develop cost and utilization estimates for end of life care provided in PACE as compared to the general Medicare population based on Dartmouth Atlas data.

Resources needed: Health informatics/performance data consulting work and grant funding for Task 2. All members would need to agree to report additional data for tasks 1 – 3. Grant writer services.

B. Promote Awareness and Visibility of PACE

Strategies:

Conduct ongoing communications and public relations efforts to disseminate data, information and stories to increase awareness of and support for PACE and what it does.

Tasks:

1. Collect, update, and showcase participant profiles showcasing the impact of PACE, including videos showcasing participants' experiences and improvements.

2. Develop and update easy to understand fact sheets and material that showcase what PACE does, who it serves and the outcomes it achieves.
3. Carry out website and social media strategies that boost visibility for PACE and use of the CalPACE website.
4. Issue press releases and place feature stories showcasing PACE growth and expansion, outcomes, and accomplishments.
5. Expand partnerships and links with other aging and disability organizations.

Resources needed: PR and social media firm contracts.

C. Advocate for PACE growth, stability and sustainability

Strategies:

Advocate for policy changes at the state and federal level that support PACE growth and stability, promote regulatory flexibility, and facilitate expansion of PACE to new populations.

Tasks:

1. Support and achieve enactment of legislation to shift responsibility for PACE licensing functions from DPH to DHCS.
2. Support and achieve enactment of changes to the PACE rate methodology to better recognize unique features of PACE and support the unique costs and risks it assumes as a model of care.
3. Advocate for addition of DHCS staff dedicated to PACE to facilitate projected enrollment growth.
4. Develop and advocate for policies to promote PACE as a service option for older adult homeless population.
5. Support NPAs federal policy agenda and also advocate for specific federal PACE application and policy changes needed to facilitate growth in California.
6. Advocate for broader state and federal policies that directly or indirectly benefit PACE in areas such as the ACA, Medicaid funding, Medicare policies, and affordable housing.

D. Develop new business opportunities

Strategies:

Support PACE expansion and growth through development of shared savings agreements and new business opportunities.

Tasks:

1. Assess the feasibility of and develop a business plan for a PACE sponsored special needs plan (I-SNP or C-SNP).
2. Develop standard marketing materials and messages based on performance and quality data.
3. Assess feasibility and interest in a joint statewide marketing campaign.
4. Extend West Coast PACE 2.0 Learning Collaborative for participating CalPACE members. Seek grant funding to continue in—person learning collaborative sessions for sharing of best practices.

Resources needed: Strategic consulting work for Task 1; health care marketing and branding consulting support for Tasks 2 & 3. Grant writer services, grant funding or supplemental dues, and facilitator for Task 4. Participating members would also need to provide supplemental dues for Tasks 1 – 3.

E. Promote PACE best practices and innovation**Strategies:**

Conduct technical assistance and member education to highlight best practices.

Explore opportunities for shared services arrangements that result in cost savings and greater consistency among PACE organizations in core PACE functions.

Tasks:

1. Create workgroup to assess members' current staff training resources and identify opportunities for development of standard training curriculum for key PACE staff positions.
2. Create workgroup to identify and share information on best practices for quality improvement programs and systems.
3. Explore the feasibility of conducting a PACE quality symposium focusing on best practices in quality metrics, assessment, and management.

Resources needed: Consultant with expertise in PACE staff training for Task 1; Consultant with expertise in quality metrics, monitoring and management for Tasks 2 & 3.

CalPACE Membership Categories and Benefits

Activity or Benefit	PACE Member		Allied Organization	Associate Member	
	Operational – Year 2+	Operational – Year 1	Allied	Application Pending	Exploring PACE
	Any of existing members or PACE program operating > 1 year	First year in operation as a PACE program	Operational PACE program that is not a member of National PACE Association.	- Initial application has been approved by DHCS - Full application has been submitted to DHCS and CMS	- Submitted Letter of Intent to DHCS - Actively working on PACE Application
Designated Board Member	✓	✓	No	No	No
Attend Board of Director Meetings	✓	✓	✓ Subject to Board Guidelines	No	No
CalPACE Annual Retreat	✓	✓	✓	✓ Public Sessions Only	No
CalPACE Meetings	✓	✓	✓	✓	No
Meetings with Regulators	✓	✓	✓	✓	No
Monthly Member Calls	✓	✓	✓	✓	No
Workgroup Participation	✓	✓	✓	✓ By Invitation	✓ By Invitation
Participation in NPA Sponsored Activities	✓	✓	No (per NPA Charter)	✓	No
PCA Manual	✓	✓	✓	✓ Fee Applies	✓ Fee Applies
Legislative Packets	✓	✓	✓	✓	✓
Policy Materials	✓	✓	✓	✓	✓
Promotional Materials	✓	✓	✓	✓	✓
Annual Meeting	✓	✓	✓	✓	No
Quarterly Public Policy Calls	✓	✓	✓	✓	✓
PACE Member-Only Website Access	✓	✓	No	No	No
Getting to Know PACE Calls	No	No	No	No	✓
Meet & Greet Event	✓	✓	✓	✓	No
Annual Dues	Share of Projected Expenses; \$15,000 Minimum	Share of Projected Expenses; \$15,000 Minimum	Share of Projected Expenses; \$15,000 Minimum	\$12,500	\$3,750

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 07 2007

A handwritten signature in black ink that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

JUL 30 2007

**ARTICLES OF INCORPORATION
OF
CalPACE
A California Nonprofit Mutual Benefit Corporation**

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is CalPACE.

**ARTICLE II
PURPOSES**

A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

B. The specific purpose of this corporation is to promote expansion of comprehensive health care services to the frail elderly in the State of California through the Program of All-Inclusive Care for the Elderly (PACE). Consistent with this specific purpose, the Corporation's additional purposes are to support, maintain, safeguard and promote through education and advocacy the PACE model of care and to promote quality health care services to the elderly in the State of California.

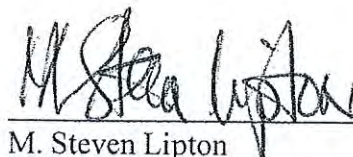
C. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

**ARTICLE III
INITIAL AGENT FOR SERVICE OF PROCESS**

The name of the corporation's initial agent for service of process in the State of California is DWT California, Inc., a California corporation.

Dated: July 30, 2007.





M. Steven Lipton
Incorporator



Davis Wright Tremaine LLP

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August 9, 2007

Ms. Laura Byrne
Program Analyst
On Lok Senior Health Services
1333 Bush Street
San Francisco, CA 94109

RECEIVED

AUG 13 2007

ON LOK

Re: Articles of Incorporation of CalPACE

Dear Laura:

Enclosed for your records is a certified copy of the endorsed-filed Articles of Incorporation of CalPACE, dated July 30, 2007; we have retained a copy for our files. Also enclosed for your information are a notice from the IRS regarding federal tax obligations of non-profit corporations and a copy of a California Franchise Tax Board brochure regarding exempt organizations.

Yours truly,

Alida L. Comtois
Legal Secretary

Enclosures

BYLAWS OF CALPACE

A California Nonprofit Mutual Benefit Corporation

BYLAWS OF CalPACE

A California Nonprofit Mutual Benefit Corporation

ARTICLE 1. NAME -PURPOSES -PRINCIPAL OFFICE

Section 1.1 Name.

The name of this corporation shall be CalPACE.

Section 1.2 Purposes.

The purposes of CalPACE are to further the interests and coordinate the efforts of its Members, as defined in Article 2 of these Bylaws, as set forth in the Articles of incorporation. The functions of CalPACE shall be: (a) to promote expansion of comprehensive health care services to the frail elderly in the State of California through the Program of All-Inclusive Care for the Elderly ("PACE"); (b) to support, maintain, safeguard and promote the PACE model of care through education and advocacy; and (c) to promote quality health care services to the elderly in the State of California.

Section 1.3 Principal Office.

The principal office of CalPACE for the transaction of its business shall be located at such place as the Board of Directors may fix within the State of California. The Board of Directors is hereby granted full power and authority to change the principal office of CalPACE from one location to another in California.

ARTICLE 2. MEMBERS

Section 2.1 Classification and Qualification of Members.

CalPACE shall have two (2) classes of Members: PACE Members and Associate Members (collectively, the "Members"). The Board of Directors may designate and define additional categories of membership within each class and each category shall have such rights and privileges as the Board of Directors may determine; provided however that no category of Associate Members shall have voting rights.

Section 2.2 Admission to Membership

(a) A PACE Member shall be limited to an organization that (i) has been designated by the State of California Department of Health Services (or any successor agency) as a Program of All-Inclusive Care for the Elderly pursuant to Sections 14591 et seq. of the California Welfare and Institutions Code ("PACE Organization"); (ii) operates its PACE Organization in the State of California; (iii) is a member of the National PACE Association and (iv) meets such additional qualifications as may be established by the Board of Directors.

(b) An Associate Member may include but shall not be limited to the following:

- (1) An organization that has submitted an application to the U.S. Department of Health & Human Services and State of California Department of Health Services (or any successor agency) for designation as a PACE Organization and is also a member of the National PACE Association; upon designation as a PACE Organization, the organization shall be eligible to apply as a PACE Member;
- (2) A PACE Technical Assistance Provider operating in California;
- (3) A nonprofit organization that supports the mission of PACE;
- (4) A specialist in education or research relating to aging and/or disability;
- (5) Any other appropriate categories or individuals as approved by the Board of Directors.

(c) Except for the initial PACE Members, new PACE Members and Associate Members may be admitted for membership only on the approval of the Board of Directors of an application submitted in such form and in such manner as shall be prescribed by the Board of Directors, and on payment of the membership dues as specified in Section 2.4 of these Bylaws. The initial PACE Members shall be admitted for membership by the initial Board of Directors, and shall pay membership dues upon adoption by the Board of Directors of the dues payable by the PACE Members. The Board of Directors may delegate any or all of the duties connected with the admission of Members to a committee or committees, as the Board of Directors shall appoint.

Section 2.3 Power of Members

- (a) PACE Members shall have the following rights and privileges:
 - (1) The right to appoint the PACE Member's Chief Executive Officer to serve on the Board of Directors;
 - (2) The right to vote on any matter submitted to a vote of the PACE Members;
 - (3) The right to appoint at least one (1) director to serve on each standing or working committee established by the Board of Directors and a representative to all ad hoc committees; and
 - (4) In addition to the rights under Section 2.7 of these Bylaws, the right to access and inspect official publications and other documents distributed by CalPACE, as established by the Board of Directors.
- (b) Associate Members shall have the rights and privileges as determined by the Board of Directors, which rights and privileges shall not include voting rights.

Section 2.4 Dues.

The dues payable by the Members shall be in such amounts as shall be determined from

time to time by resolution of the Board of Directors, which may fix the criteria and set different dues for different classes or categories of membership, if such exist.

Section 2.5 Number of Members.

There shall be no limit on the number of Members CalPACE may admit.

Section 2.6 Membership Book.

CalPACE shall keep, in written form, a record of its Members setting forth their respective names and addresses and if applicable, the class and category of membership held by each. The record shall be kept at the principal office of CalPACE and shall be subject to the rights of inspection required by law as set forth in Section 2.7 of these Bylaws.

Section 2.7 Inspection Rights of Members.

(a) **Membership Records.** Subject to all of the provisions of Section 8330 of the California Corporations Code, any PACE Member may inspect and copy the record of the Members' names, addresses, and voting rights at reasonable times, on five (5) business days' prior written demand to CalPACE for a purpose reasonably related to the PACE Member interest as a PACE Member. The demand shall state the purpose for which inspection rights are requested. Associate Members shall have inspection rights as may be established by the Board of Directors.

(b) **Accounting Records and Minutes.** Any PACE Member may inspect the accounting books and records and minutes of proceedings of the Members, the Board of Directors, and committees of the Board of Directors on written demand made on CalPACE at any reasonable time for a purpose reasonably related to that PACE Member's interest as a Member. The demand shall state the purpose for which inspection rights are requested. Associate Members shall have inspection rights as may be established by the Board of Directors.

(c) **Maintenance and Inspection of Articles and Bylaws.** CalPACE shall keep at its principal office the original or a copy of the Articles of Incorporation and any bylaws, as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 2.8 Nonliability of Members.

A Member shall not, solely because of such membership, be personally liable for the debts, obligations, or liabilities of CalPACE.

Section 2.9 Transferability of Memberships.

Neither the membership in CalPACE nor any rights in the membership may be transferred for value or otherwise.

Section 2.10 Termination of Membership.

(a) **Automatic Termination.** The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (i) The voluntary resignation of a Member with notice as prescribed by Section 2.10(b) of these Bylaws;
- (ii) Upon the expiration of a membership issued for a period of time;
- (iii) If a PACE Member, the termination or loss of PACE Program designation;
or
- (iv) The dissolution of a Member that is a corporation, limited liability company or a partnership.

(b) **Resignation by Giving Notice.** The membership of any Member shall terminate effective the date of the next Board of Directors' meeting after receipt of the Member's written request for termination; the written request shall be delivered to the Chair, Chief Financial Officer, Secretary or Chief Executive of CalPACE personally or deposited in United States mail, postage prepaid. A resigning Member shall be liable for all dues and assessments pro-rated as of the effective date of resignation.

(9) **Termination for Cause after Hearing.** The membership and all rights of membership may be terminated by the Board of Directors upon good cause, other than as specified in Section 2.10(a) of these Bylaws, as determined by the Board of Directors, if the termination procedures of Section 2.10(d) of these Bylaws are followed. Good cause shall include, but shall not be limited to, the nonpayment of dues or assessments within ninety (90) days after they have become due, or a Member's failure to meet the qualifications for membership in the Member's class of membership pursuant to Section 2.1 of these Bylaws.

(d) **Termination Procedures.** Before a Member may be terminated pursuant to Section 2.10(c) of these Bylaws, CalPACE shall send the Member fifteen (15) days' prior written notice of the termination stating the reasons therefore and provide a timely opportunity for the Member to be heard on the matter of the termination. The notice shall be given personally to such Member or sent by any method calculated to provide actual notice. If notice is by mail it shall be sent by first-class mail to the last address of such Member as shown on the records of CalPACE. The opportunity to be heard may, at the election of such Member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination before the Board of Directors or a committee appointed by the Board of Directors. The hearing shall be presided over by the Chair or the Chief Financial Officer of CalPACE.

- (i) Read the charges against the subject Member;
- (ii) Require that the charges be verified by the testimony of the person or persons making them;

- (iii) Hear any other witnesses against the subject Member;
- (iv) Allow the subject Member to cross-examine each witness following the testimony of that witness;
- (v) Allow the subject Member to make a statement in its own behalf;
- (vi) Allow the subject Member to call witnesses in its own behalf; and
- (vii) Allow the members of the Board of Directors or the committee conducting the hearing to question the witnesses after the subject Member has questioned them or the Member has waived such questioning.

The Board of Directors or the committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. If a committee of the Board of Directors conducts the hearing, the committee shall make a recommendation to the Board of Directors at its next meeting. A two-thirds (2/3rds) majority vote of the Directors present and voting at a meeting of the Board of Directors shall be necessary to terminate a PACE Member; a majority vote of the Directors present and voting at a meeting of the Board of Directors shall be necessary to terminate an Associate Member. A Member who is terminated for any reason may only be readmitted upon a majority vote of the Directors present and voting at a meeting of the Board of Directors.

(e) **Effect of Termination.** All rights of a Member in CalPACE and in its property shall cease on the termination of such Member's membership. Termination shall not relieve the Member from any obligation for charges, services, benefits, dues, fees, or any other obligation, whether arising by contract, or otherwise, incurred, received, or payable prior to the date of termination. CalPACE shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE 3. MEETINGS OF MEMBERS

Section 3.1 Place.

Meetings of Members shall be held at the principal office of CalPACE or at such location within the State of California as may be designated from time to time by the Board of Directors.

Section 3.2 Annual and Regular Meetings.

The Members shall meet annually at such time and date as the Board of Directors shall fix, for the purpose of transacting such proper business as may come before the meeting. Other regular meetings of the Members may be held at such time and place as the Board of Directors may designate.

Section 3.3 Special Meetings.

Special meetings of Members shall be called by the Board of Directors, the Chair, the Chief Executive, or any PACE Member for any lawful purpose.

Section 3.4 Notice of Meetings.

Written notice of every meeting of Members shall be delivered in person, by fax, electronic mail, overnight courier, or mailed by first-class United States mail, postage prepaid, not less than ten (10) nor more than ninety (90) days before the date of the meeting, to all Members as of the record date for notice of the meeting.

In the event the notice is given by mail or other means of written communication, the notice shall be addressed to the Member at the address of such Member appearing on the books of CalPACE or at the address given by the Member to CalPACE for the purpose of notice. Notice of a specially called meeting of Members shall be sent to all Members within twenty (20) days after the request for such meeting is received. The meeting shall be held at a time requested by the person or persons calling the meeting, which shall be not less than thirty-five (35) days nor more than ninety (90) days after receipt of the request.

No meeting of Members may be adjourned for more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member of record as of the record date for notice of the meeting.

Section 3.5 Contents of Notice.

The notice shall state the place, date, and time of the meeting. In the case of regular meetings, the notice shall state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the Members. In the case of special meetings, the notice shall state the general nature of business to be transacted.

Section 3.6 Waivers, Consents and Approvals.

The transactions of any meeting of Members, however called and noticed, and wherever held, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the Members entitled to vote but not present in person or by proxy signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records.

Section 3.7 Quorum.

Subject to the provisions of California Corporations Code Section 7512(b), a quorum at any meeting of Members shall consist of a majority of the PACE Members. Only PACE Members shall be counted for quorum purposes.

Section 3.8 Loss of Quorum.

The PACE Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough PACE Members to leave such meeting with less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of the PACE Members required to constitute a quorum.

Section 3.9 Adjournment for Lack of Quorum.

In the absence of a quorum, any meeting of Members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.8 of these Bylaws.

Section 3.10 Voting of Membership.

(a) **Entitlement and Approval by Majority Vote.** Except as determined by the Board of Directors pursuant to Section 2.1 of these Bylaws, each PACE Member is entitled to one vote on each matter submitted to a vote of the PACE Members; provided, however, that no PACE Member shall be entitled to vote if it has failed to pay its membership dues or assessments for the current year. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the Members, unless the vote of a greater number or voting by classes or categories is required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

(b) **Associate Members.** Associate Members shall not be entitled to vote on any matter submitted to a vote of the Members.

(c) **Record Date of Membership.** The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the Members entitled to take any action under these Bylaws. The record date shall not be more than ninety (90) nor less than ten (10) days before the date of such action.

(d) **Authorized Votes.** The Chief Executive Officer of each PACE Member, or his or her designated representative, shall cast the vote for his or her respective PACE Member. Any designated representative must be employed by the PACE Member and CalPACE must have received written notice signed by the Chief Executive Officer appointing the designated representative in the manner provided under Section 4.2(b) of these Bylaws.

(e) **Proxy Voting.** Each PACE Member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the PACE Member entitled to vote and filed with the Secretary of CalPACE. A proxy shall be deemed signed if the PACE Member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the PACE Member or the PACE Member's attorney-in-fact.

Any proxy covering matters for which a vote of the Members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include, but are not limited to, approval of amendments to the Articles of Incorporation; the sale, lease, exchange, conveyance, transfer, or other disposition of all (or substantially all) of the corporate assets unless the transaction is in the regular course of business; or the election to voluntarily dissolve the corporation.

Section 3.11 Action without Meeting by Written Ballot.

(a) **Action by Written Ballot Permitted.** Any action that may be taken at any meeting of the Members may be taken without a meeting by complying with this Section 3.11 of these Bylaws.

(b) **Solicitation of Written Ballots.** CalPACE shall distribute one written ballot to each PACE Member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section 3.4 of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) state the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (I) set forth the proposed action, (f) provide the PACE Members an opportunity to specify approval or disapproval of each proposal, (3) provide a reasonable time in which to return the ballot to CalPACE, and (4) provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

(c) **Number of Votes and Approvals Required.** Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(d) **Revocation.** A written ballot may not be revoked.

(e) **Filing.** All written ballots and all proxies shall be filed with the Secretary of CalPACE at the principal place of business of CalPACE. Ballots and proxies may be destroyed six (6) months after the vote to which they relate.

Section 3.12 Conduct of Meetings.

(a) **Chair.** The Chair of the Board of Directors or, in his or her absence, the Vice Chair, Chief Financial Officer or any Director selected by the Directors present, shall be chair of and shall preside over the meetings of the Members.

(b) **Secretary of Meetings.** The Secretary of CalPACE shall act as the secretary of all meetings of Members; provided that in his or her absence, the Chair shall appoint another person to act as secretary of the meetings of the Members.

Section 3.13 Inspectors of Election.

(a) **Appointment.** Inadvance of any meeting of Members, the Board of Directors may appoint any person or persons, other than candidates for office, as inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chair of the meeting may, and on request of any PACE Member or PACE Member's proxy, must appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more PACE Members or proxies, the majority of PACE Members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

(b) **Duties.** The inspectors of election shall perform the following duties:

- (i) Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
- (ii) Receive votes, ballots or consents;
- (iii) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- (iv) Count and tabulate all votes and consents;
- (v) Determine when the polls shall close;
- (vi) Determine the results; and
- (vii) Do such acts as may be proper to conduct the election or vote with fairness to all Members.

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

(c) **Vote of Inspectors.** If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

(d) **Report and Certificate.** On request of the Chair or any PACE Member or PACE Member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact of election found by them. Any report or certificate made by the inspectors of election shall be prima facie evidence of facts stated therein.

ARTICLE 4. DIRECTORS

Section 4.1 Power.

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation law and except as otherwise provided by the Articles of Incorporation or by these Bylaws, the management of the affairs of CalPACE shall be vested in the Board of Directors. The Board of Directors may delegate the management of the activities of CalPACE to any person or persons, management company or committee however composed, provided that the activities and affairs of CalPACE shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Notwithstanding the foregoing, the Board of Directors shall not delegate to any committee, management company or other person the following powers:

- (a) The approval of any action that also requires the approval of the PACE Members.
- (b) The establishment of qualifications rights and privileges for Membership in CalPACE, in addition to the designation of any additional class or category of membership deemed necessary.
- (c) The election or appointment of any Elected Directors.
- (d) The filling of vacancies on the Board of Directors or on any committee that has the authority of the Board of Directors.
- (e) The fixing of compensation of the Directors for serving on any committee.
- (f) The amendment or repeal of the Bylaws or the Articles of Incorporation or the adoption of new Bylaws or new Articles of Incorporation.
- (g) The amendment or repeal of any resolution of the Board of Directors.
- (h) The appointment of committees of the Board of Directors or the members thereof.
- (i) The approval of any self-dealing transaction except as provided by law.
- (j) Any other act or action which may not be delegated pursuant to applicable law, the Articles of Incorporation or these Bylaws.

Section 4.2 Number.

(a) CalPACE shall be managed by a Board of Directors which shall be not less than three (3) or more than twenty five (25) Directors. The exact number of Directors, within the limits specified, shall be fixed, and may be changed from time to time by a resolution duly adopted by the Board of Directors. The limits on the number of Directors may be changed, or a single number fixed without provision for variation, by an amendment to these Bylaws duly adopted by the vote

or written consent of a majority of the PACE Members.

- (b) The Board shall consist of the following:
 - (i) One or more designated Directors who are the Chief Executive Officers of the PACE Members (each a "PACE Director"). A PACE Director may appoint in writing his or her designee to serve on the Board of Directors as the representative of the PACE Member for the duration of the Chief Executive Officer's service on the Board of Directors, unless and until the Chief Executive Officer replaces the designee by serving as the PACE Director for the PACE Program or by submitting a new designation. A designee appointed by the Chief Executive Officer shall be either a Board member or senior manager of the PACE Member.
 - (ii) If authorized by the Board of Directors, one (1) or more Directors who are elected by the PACE Directors (each an "Elected Director"); the number of Elected Directors shall not exceed one-third (1/3rd) of the members of the Board of Directors.

Section 4.3 Qualifications.

(a) PACE Directors shall be associated with PACE Members in good standing of CalPACE at the time of their appointment and throughout their term of office. Any PACE Director who ceases to be associated with a PACE Member shall not be qualified to continue as a PACE Director and shall resign effective the earlier of (1) the date of termination of such association; or (2) the date the PACE Member with which the Director is associated is terminated as a Member pursuant to Section 2.10 of these Bylaws. The position of any PACE Director so resigning shall be filled pursuant to Section 4.10 of these Bylaws. Exceptions may be made to the above requirements at the discretion of the Board of Directors for hardship or other extenuating circumstances.

(b) Elected Directors shall meet such qualifications as may be established by the PACE Directors from time to time by resolution duly adopted by the Board of Directors.

(c) Additional qualifications for membership on the Board of Directors may be fixed from time to time by resolution duly adopted by the Board of Directors.

Section 4.4 Terms of Office.

(a) Each PACE Director shall hold office until such a time as he or she no longer meets qualifications, pursuant to Section 4.3(a) of these Bylaws, or until the Director resigns or is removed with or without cause, pursuant to Section 4.8 or 4.9 of these Bylaws.

(b) Elected Directors shall hold office for a term of two (2) years from the first day of January following the date of his or her election.

(c) The term of office of an Elected Director, at the discretion of the Board of Directors, may be extended until a successor is elected and qualifies under Sections 4.2.(b)(ii)

and 4.3(b) of these Bylaws.

Section 4.5 Compensation.

The Directors shall serve without compensation, except that they may be allowed and paid their actual and necessary expenses incurred in attending meetings of the Board of Directors and, except as provided under Section 4.1(e), in accordance with any budget approved by the Board of Directors.

Section 4.6 Meetings.

(a) **Place of Meetings.** All meetings of the Board of Directors shall be held at the principal office of CalPACE, or at such other place as the Board of Directors may designate.

(b) **Time of Regular Meetings.** Regular meetings of the Board of Directors may be held, without call or notice, in conjunction with each Annual Meeting of the Members of CalPACE as set forth in Section 3.2 of these Bylaws. Regular meetings shall also be held at least four (4) times per year without call or notice according to a schedule to be established from time to time by the Board of Directors. Other regular meetings of the Board of Directors may be held at such time and place as the Board of Directors may designate.

(c) **Special Meetings.** The Chair of the Board of Directors or any two (2) Directors may call special meetings of the Board of Directors. Special meetings shall be held on four (4) days' notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone, electronic mail, or facsimile. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of such notice. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings.

(d) **Quorum.** A majority of the Directors in office shall constitute a quorum of the Board of Directors for the transaction of business.

(e) **Transactions of Board of Directors.** Except as otherwise provided in the Articles of Incorporation, in these Bylaws, or by applicable law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

(f) **Vote of Directors.** Each Director shall be entitled to one vote on each matter presented to the Board of Directors. Directors may not vote by proxy.

(g) **Conduct of Meetings.** The Chair of the Board of Directors, or in his or her absence the Vice Chair or any Director selected by the Directors present, shall preside at meetings of the Board of Directors. The Secretary, or, in the Secretary's absence, any person appointed by the presiding officer, shall act as the secretary of the Board of Directors. Members of the Board of Directors may participate in a meeting through use of conference telephone or

similar communications equipment, so long as all Directors participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

(h) **Adjournment.** A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.7 Action without Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 4.8 Removal of Directors.

(a) **Removal for Cause.** The Board of Directors may declare vacant the office of a Director on the occurrence of any of the following events:

- (i) The Director has been declared of unsound mind by a final order of a court of competent jurisdiction;
- (ii) The Director has been convicted of a felony;
- (iii) If an Elected Director, the Elected Director fails to attend at least one-third of the duly noticed meetings of the Board of Directors in any twelve-month period; or
- (iv) The Director has been found by a final order or judgment of a court of competent jurisdiction to have breached the duties required, by Section 7238 of the California Corporations Code, of Directors who perform functions with respect to assets held in charitable trust.

(b) **Removal without Cause.** Any or all of the Elected Directors may be removed without cause if, where CalPACE has fewer than fifty (50) Members, such removal shall be approved by a vote of two-thirds (2/3rds) of the PACE Members pursuant to Section 5033 of the California Corporations Code; or where CalPACE has more than fifty (50) Members, such removal shall be approved by the PACE Members present and voting at a duly-called meeting of the Members pursuant to California Corporations Code Section 5034. A PACE Director may be removed only the PACE Member that designated the PACE Director.

Section 4.9 Resignation of a Director.

Any Director may resign, effective on giving written notice to the Chair of the Board of Directors, the Secretary, the Chief Executive or the Board of Directors of CalPACE, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective

at a future time, a successor may be appointed to take office when the resignation becomes effective.

Section 4.10 Vacancies on the Board of Directors.

(a) **Cause.** Vacancies on the Board of Directors shall exist on the death, disability, resignation or removal of any Director or upon the failure of a Director to meet the qualifications for serving as a Director as described in Section 4.3.

(b) **Filling Vacancies for a Director.** A vacancy in the office of a PACE Director shall be filled by the PACE Member that appointed the PACE Director who has resigned, been removed or otherwise created the vacancy. A vacancy in the office of an Elected Director shall be filled by the Board of Directors.

(c) **Term of Substituted Director.** Any Director appointed to fill a vacancy caused by the death, resignation or removal of a Director, or by the appointment of a Director as an officer of the Board of Directors, shall serve for the unexpired term of office of such Director.

ARTICLE 5. OFFICERS

Section 5.1 Officers of the Corporation.

The officers of the corporation shall be a Chair, Vice-Chair, Secretary, Treasurer and Chief Financial Officer, and such other officers with such titles and duties as shall be determined by the Board of Directors. Any number of offices may be held by the same person, except that the position of Chair and Secretary may not be held by the same person. Each officer shall hold his or her office for one year and until his or her successor is duly appointed or confirmed and qualified; provided that the Board of Directors may elect a person to successive terms in the same office. Officers shall be elected by a majority vote of the Board of Directors at their regular meeting next held after the adjournment of the annual Membership meeting. In addition, the Board of Directors may appoint one or more administrative officers, including an Assistant Secretary to take notes at its meetings and otherwise assist the Secretary and/or a Chief Executive to be responsible for day to day management of the Corporation.

Section 5.2 Duties of Chair.

The Board of Directors shall appoint a Chair who is a member of the Board. The Chair shall preside at all meetings of CalPACE and of the Board of Directors and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. The Chair shall be a member ex officio without vote of all Standing and Special Committees of the Board of Directors, and may attend meetings of the membership, ex officio without vote. In the Chair's absence, the duties of the Chair shall be performed by the Vice-Chair, or any Director selected by the Directors present.

Section 5.3 Vice Chair.

If the Chair is absent or disabled, the Vice Chair shall perform all duties of the Chair. When so acting, the Vice Chair shall have all powers of and be subject to all restrictions placed upon the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 5.4 Chief Financial Officer

The Board of Directors shall appoint a Chief Financial Officer of CalPACE. The Chief Financial Officer does not have to be a Director. The Chief Financial Officer, or his or her delegate, shall have oversight of the funds of CalPACE and shall keep such records as shall show at all times the condition of the finances of CalPACE. The Chief Financial Officer shall render periodic reports to the Board of Directors and Members with respect to the financial condition of CalPACE.

Section 5.5 Treasurer.

The Treasurer shall serve as the chairperson for the Finance Committee and shall report to the Board of Directors, with the assistance of the Chief Financial Officer, the actions and recommendations of the Finance Committee.

Section 5.6 Secretary.

The Board of Directors shall appoint a Secretary of CalPACE. The Secretary, or his or her delegate, shall keep proper minutes of all proceedings of the Members and of the Board of Directors.

Section 5.7 Chief Executive

Subject to such supervisory powers as the Board of Directors may give to the Chair, if any, and subject to the control of the Board of Directors, the Chief Executive shall be the general manager of the corporation and shall supervise, direct and control the corporations activities and affairs, and shall be empowered to hire supervise, and fire all of the employees of the corporation. The Chief Executive shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 5.8 Appointment, Resignation and Removal.

The Board of Directors may appoint such other officers as it shall deem advisable, each of whom shall hold office for such period and shall have such power and duties as the Board of Directors may prescribe, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to CalPACE without prejudice to the rights, if any, of CalPACE under any contract to which the officer is a party. The Board of Directors may fill a vacancy in any office for the unexpired term of such office. Any or all of the officers of the Board of Directors who are Directors may be removed without cause upon a vote of two-thirds (2/3rds) of the Board of Directors, and all or all officers who are not Directors may be removed without cause upon a majority vote of the Board of Directors.

ARTICLE 6. COMMITTEES.

Section 6.1 Board Committees.

The Board of Directors may establish one or more Board Committees, including a Finance Committee, as deemed necessary, and determine the purpose and scope of each committee's responsibility. Unless otherwise stated in these Bylaws, each committee shall consist of two or more Directors. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) Approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any Committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) Appoint any other Committees or the members of these Committees;
- (g) Expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (h) Approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest.

Section 6.2 Special Committees.

Special Committees may be created by the Chair, with the approval of the Board of Directors, for such special tasks as circumstances warrant. A Special Committee shall limit its activities to the accomplishment of the task for which it is appointed, and it shall have no power to act except as such is specifically conferred by action of the Board of Directors.

Section 6.3 Ad Hoc Committees.

The Chair may create ad Hoc Committees at any time, with the approval of the Board of Directors, for specific tasks as needed. An Ad Hoc Committee shall limit its activities to the task for which it was appointed, and shall have no power to act except in an advisory capacity to the officers of CalPACE and as authorized by the Chair. Upon completion of the task for which appointed, it shall stand discharged.

Section 6.4 Appointment of Chairs and Members of Committees.

The Chair, with the approval of the Board of Directors, shall appoint the Chair and Members of each Standing and Special Committee. Upon recommendation of a Committee, the Chair of the Board of Directors may fill a vacancy, subject, in the case of a Committee that acts with the authority of the Board of Directors, to the ratification of the Board of Directors prior to the effective date of such appointment. Standing and Special Committees shall have such membership as may be necessary, in the determination of the Board of Directors, to ensure representation of the interests and geographic distribution of the Members.

Section 6.5 Quorum.

A majority of the members of a committee shall constitute a quorum of any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties and accomplish its purposes.

ARTICLE 7. GENERAL PROVISIONS; CORPORATE RECORDS AND REPORTS

Section 7.1 Fiscal Year.

The fiscal year of CalPACE shall be July 1" through June 30th.

Section 7.2 Checks.

All checks, drafts, or other orders for payment of money or other evidence of indebtedness issued in the name of or payable to CalPACE, and any and all securities owned or held by CalPACE requiring signature for transfer, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 7.3 Contracts.

The Board of Directors, except as the Bylaws may otherwise provide, may authorize any officer or officers, agent or agents, to enter into a contract or execute any contract or execute any instrument in the name of and on behalf of CalPACE, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent, nor employee shall have any power or authority to bind CalPACE by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 7.4 Bonding.

Upon resolution duly adopted and approved, the Board of Directors may require employees and other persons authorized to handle CalPACE funds or to make deposits or withdrawals from the accounts of CalPACE to be properly bonded.

Section 7.5 No Property Rights.

No Member, other organization or individual shall have any right or privilege with respect to the properties, monies, or other assets of CalPACE.

Section 7.6 Keeping Records.

CalPACE shall keep adequate and correct records of account and minutes of the proceedings of its Members, Board of Directors, and committees of the Board of Directors. CalPACE shall also keep a record of its Members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 7.7 Annual Report.

CalPACE shall notify each Member yearly of the Member's rights to receive a financial report pursuant to California Corporations Code Section 8321(a). Except where CalPACE receives less than ten thousand dollars (\$10,000) in gross revenues during the fiscal year, on the written request of a Member, the Board of Directors shall promptly cause the most recent annual report to be sent to the requesting Member. The annual report shall be prepared not later than one hundred and fifty (150) days after the close of CalPACE's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a statement of the place where the names and addresses of the current Members are located; and (3) any information required by Section 7.8 of these Bylaws. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of CalPACE that such statements were prepared without audit from the books and records of CalPACE.

Section 7.8 Annual Statement of Certain Transactions and Indemnifications.

CalPACE shall furnish annually to its Members a statement of any transaction or transactions of CalPACE involving more than five thousand dollars (\$5,000) individually or in the aggregate, in which a Director or officer of CalPACE has a material financial interest, and of any loans, guarantees, indemnifications or advances aggregating more than two thousand dollars (\$2,000) paid or made to any Director or officer of CalPACE, all to the extent required by Corporations Code Section 8322(d) and (e). Such annual statement may be affixed to and sent with the annual report described in Section 7.7 of these Bylaws.

Section 7.9 Indemnification and Insurance.

(a) **Right of Indemnity.** CalPACE shall have all the powers conferred by law to indemnify its Directors, officers, employees and other agents in connection with proceedings against them, and shall provide for such indemnification to the extent the Board of Directors deems fit; provided that the Board of Directors may deny indemnification in any case, or afford differing rights of indemnification from case to case.

(b) **Approval of Indemnity.** On written request to the Board of Directors by any person seeking indemnification, the Board of Directors shall promptly determine whether indemnification would be lawful under the circumstances of the case and, if so, whether to authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors may call a meeting of Members. At that meeting, the PACE Members shall determine whether and to what extent indemnification is permitted by law; and CalPACE shall afford indemnification to the extent it is so permitted.

(c) **Advancement of Expenses.** CalPACE shall have all the powers conferred by law, to be exercised in the manner set forth in subsection (b), to advance to any person seeking indemnification, the expenses of such person in defending any proceeding, on receipt of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by CalPACE for those expenses.

(d) **Insurance.** CalPACE shall purchase and maintain insurance, in such reasonable amounts as the Board of Directors shall determine in its sole discretion, on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's or agent's status as such.

Section 7.10 Amendments to Bylaws.

Subject to the provisions of Sections 7150 and 7151 of the California Corporations Code, these Bylaws may be amended or repealed, or new Bylaws may be adopted, by a majority vote of the members of the Board of Directors at any Directors' meeting duly called and the vote or written consent of the PACE Members.

Section 7.11 Dedication of Assets

Upon the dissolution of CalPACE, its assets remaining after payment of, or provision for payment of, all debts and liabilities of CalPACE, shall be distributed to one (1) or more other nonprofit funds, foundations or corporations that are organized and operated exclusively for charitable or mutual benefit purposes that relate to health care services for the elderly, that has established its tax-exempt status under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code, as may be selected by the person(s) or entities charged with the responsibility of winding-up CalPACE.

Section 7.12 Conflict of Interest

The Board of Directors shall adopt a Conflicts of Interest Policy for the conduct of the Directors and Officers of CalPACE.

Section 7.13 Contracts with Directors

No director of this corporation nor any other corporation, firm association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with corporation unless:

- (a) the material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon, or
- (b) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before such

consideration by the board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested director.

Section 7.14 Loans to Officers and Directors

This corporations shall not lend any money or property to, or guarantee the obligation of any director or officer of the corporation unless the board decides that the loan or guaranty may reasonably be expected to benefit the corporation and before consummating the transaction or any part of it, the loan or guarantee is approved by either the members without counting the vote of the officer or director, if a member, or the vote of a majority of the directors then in office, without counting the vote of the director who is to receive the loan or guarantee.

**CERTIFICATE OF SECRETARY
OF
CalPACE
A California Nonprofit Mutual Benefit Corporation**

I hereby certify that I am the duly elected Secretary of CalPACE and that the foregoing amended Bylaws, comprising 22 pages, constitute the amended Bylaws of CalPACE as duly adopted by a duly authorized vote of CalPACE membership on November 6, 2018.

Eileen Kunz, Secretary



CalPACE Antitrust Policy and Guidelines

Introduction

CalPACE is a California based trade association devoted to Programs of All-inclusive Care for the Elderly. CalPACE members include PACE providers, organizations developing PACE programs, and vendors. While CalPACE members may not compete directly for patients or employees, CalPACE activities may reflect collective action subject to antitrust scrutiny. It is therefore, CalPACE policy that all of its activities are to be carried out in strict compliance with the letter and spirit of federal and state antitrust and competition laws.

A. Background and overview of the antitrust laws

As a general rule, membership in a trade or professional association like CalPACE does not, by itself, create antitrust liability. Antitrust issues may arise, however, when association members seek to use association meetings as a forum for obtaining individual competitive advantages or achieving other anticompetitive objectives.

The antitrust laws prohibit, among other things, agreements among competitors that unreasonably restrain competition. Examples of such restraints include price fixing, bid rigging, allocation of markets or territories, group boycotts or certain refusals to deal. An antitrust “agreement” does not need to be a formal, written contract. It may be inferred from any written or oral communication or conduct (e.g., a “knowing wink or nod,” a casual remark, a quick e-mail note, or an “off-the-record” discussion) that leads to or reflects a mutual understanding. As a result, antitrust lawyers generally counsel organizations that may include competitors not to discuss the prices they charge (or pay) for products or services or the salaries, wages and benefits they provide to employees. Similarly, when competitors have discussions concerning vendors for example, it may result in the appearance of an agreement to “refuse to deal” or to “boycott” that vendor.

B. Consequences of an antitrust violation

The consequences of an antitrust violation can be onerous – serious criminal sanctions, including fines and imprisonment, private treble damages (a prevailing plaintiff also is entitled to payment of its reasonable attorneys’ fees and costs) and injunctions that may impede the ability to engage in any joint activities, including dissolution of an association altogether.

C. Antitrust compliance policy and guidelines

The consequences of an antitrust violation are so severe that it is important to avoid even the appearance of impropriety. Accordingly, this policy and the accompanying guidelines are intended to make members aware of the areas that may carry antitrust risk.

It is very important to ensure that many meetings, conference calls, and other activities that bring members together proceed under the guidelines established here. Although such meetings are generally lawful and procompetitive, they can provide opportunities to reach unlawful agreements.

CalPACE shall make a copy of this Antitrust Compliance Policy and Guidelines available to each member. It is the obligation of each member and employee/director of CalPACE to comply with this Policy and Guidelines. Members with questions about the application of the antitrust laws to any CalPACE activity should seek the advice of legal counsel.

1. **Discussion Guidelines** – CalPACE members and representatives should refrain from discussing or sharing commercially sensitive information such as the following:
 - a. Prices, discounts or other terms or conditions of sale or products or services that would not otherwise be publicly available, such as financial terms to particular third-party payors (including fee schedules, discount arrangements, per diem rates, or other risk sharing arrangements):
 - b. Individual negotiation strategies with specific third-party payors.
 - c. Future plans or strategies for pricing, including methods, timing, or amount of price changes.
 - d. Cost structures, profit margins, or strategic financial plans.
 - e. Current or future employees' salaries, wages, or benefits.
 - f. Whether boycott, discourage, withhold or not to do business with or provide services to certain third-party payors, consumers, members, or competitors.
 - g. Allocation of territories, consumers, members, or services.
 - h. Bids or intentions to bid
 - i. Confidential plans regarding a mentor's future product or service offerings; and
 - j. Any information a member is contractually or legally precluded from disclosing
2. **Conduct of Meetings** – CalPACE's annual membership meetings and all board meetings will follow a prepared agenda. The agenda should not include any subjects that are identified in these Guidelines as improper (see paragraph 1, above) Meetings should follow the written agenda and not depart from the agenda except for legitimate reasons, which should be recorded in the minutes. Minutes will be prepared after each annual meeting and all board meetings and will include the time and place of the meeting, a list of all individuals present and their affiliation, a statement of all matters discussed and actions taken with a summary of the reasons therefore, and a record of any votes taken. If sensitive issues appear on any meeting agenda, it is advisable to consult with legal counsel in advance of that meeting, This Antitrust Compliance Policy and Guidelines also

applies during any social occasion in connection with a meeting. Informal or “off the record” discussions of business topics are not permitted at meetings or other NPA activities.

3. **Membership** – CalPACE membership will be based upon objective criteria reasonably related to CalPACE’s lawful purposes, and membership will not be denied or terminated with the effect of unreasonably restraining competition.
4. **Information sharing** – CalPACE members should not share with each other directly, or through CalPACE, commercially sensitive information as defined in paragraph 1, above. These topics are off-limits for any discussion, whether in-person, over the phone, via email or other electronic forms. Members
5. **Benchmarking** – If CalPACE (or any third-party retained by CalPACE) organizes or participates in a survey of members’ salaries, wages, employee benefits, costs or other price related information, it shall comply fully with Statement 6 of the United States Department of Justice and Federal Trade Commission Statements of Antitrust Enforcement Policy in Health Care. Specifically, CalPACE will only participate in surveys if: (a) the survey is managed by a third party that does not contribute data to the survey (such as CalPACE or a third party retained by CalPACE), (b) the information in the survey is based on data more than three months old, and (c) there are at least five providers reporting data in the survey, no single providers’ data represents more than 25% of the survey, and the information disseminated to survey participants is sufficiently aggregated such that no particular provider’s data can be identified.
6. **Research and “Best Practices” Recommendations** – All CalPACE activities to study and/or recommend best practices or standards will be undertaken objectively and without bias toward or against any particular member or non-member
7. **Independent Decision-Making by Members** – CalPACE members’ decisions concerning competitive practices must be independent. CalPACE will not sponsor, approve, facilitate, or knowingly be part of any agreements, whether express or implied, that inhibit any member’s ability to make independent competitive decisions.
8. **Lobbying and Government Petitioning** – Lobbying and advocacy activities to obtain governmental action (even governmental action that would restrain competition), such as testimony before governmental bodies or court appearances as amicus curiae, generally are protected from antitrust liability so long as the restraint on competition flows from the requested governmental action and not private conduct. That protection is limited, however, and will not apply when the activity is a ‘sham’ that abuses the legislative, regulatory or judicial process for anticompetitive gain. “Sham” activities

include, for example, filing an objectively baseless lawsuit against a competitor, providing false or misleading information to administrative or judicial bodies, or disguising an attempt to interfere with a competitor's business relationships as a valid petitioning effort. CalPACE lobbying and advocacy activities should always be legitimate attempts to procure favorable governmental action, and not a sham to obtain a competitive advantage. Should any question arise regarding the legitimacy of CalPACE lobbying and advocacy activities (or that of CalPACE members), legal counsel should be consulted.

Adopted by the CalPACE Board of Directors on March 10, 2021



National
PACE
Association

State PACE Association Charter with National PACE Association

The National PACE Association ("NPA") hereby designates CalPACE as the State PACE Association ("SPA") in the state of California effective October 27, 2014.

Principles and Guidelines

In order for Programs of All-inclusive Care for the Elderly ("PACE"®) to speak with one voice and avoid duplicative activities and conflicting positions, both parties agree to operate according to the following principles and attached guidelines.

1. Maintain bylaws that require mutual membership of operating and developing PACE programs. (Attachment 1)
2. Maintain and facilitate open lines of communication and information-sharing. (Attachment 2)
3. Engage in coordinated public policy and regulatory activities that assure their working relationship and aggregate credibility and effectiveness are not compromised by duplicative activities and conflicting positions at the federal and state level. (Attachment 3)
4. Work cooperatively to identify, develop and implement membership services. (Attachment 4)
5. Protect the PACE brand. (Attachment 5)

Miscellaneous

The SPA's application to be designated as a State PACE Association is attached and its provisions hereby incorporated into this Charter by reference.

Both parties agree that this Charter does not place the parties in relationship as partners or joint ventures, and that neither party has any right or authority, express or implied, to create any obligations or responsibilities for the other party.

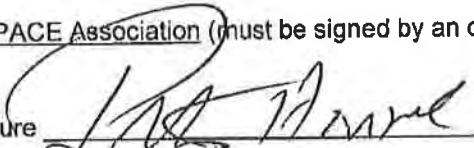
Term

The Agreement remains in effect until terminated by either party, with or without cause, upon 30 days written notice. Notwithstanding the foregoing, the Agreement shall immediately terminate at such time that the SPA's developing and operating PACE membership fails to meet one of the following criteria:

- (a) There are three or less operating and developing PACE programs in the State and 100% of them are members of the SPA.
- (b) There are four or more operating and developing PACE programs in the State and at least 75% of them are members of the SPA.

Signatures

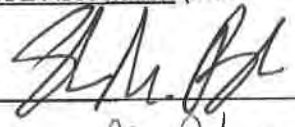
State PACE Association (must be signed by an officer of the SPA or its President/CEO)

Signature  Date 10-27-14

Name Peter Hansel Position CEO

SPA Corporate Address 1315 E St. Suite 100, Sacramento, CA
95814

National PACE Association (must be signed by an officer of NPA or its President/CEO)

Signature  Date 3-27-2015

Name Shawn M. Bloom Position President + CEO

NPA Corporate Address: 801 North Fairfax Street, Suite 309, Alexandria, VA 22314

Attachment 1: Mutual Membership Operating Guidelines

Principle

NPA and SPAs shall have bylaws that require mutual membership of operating and developing PACE organizations.

Guidelines

1. NPA and SPAs are responsible for setting their own dues structure for operating and developing PACE programs; however, both shall maintain an awareness of the importance that the cumulative dues reflect the value of the membership in both organizations.
2. NPA and SPAs are each responsible for invoicing and collecting dues from their developing and operating PACE members.
3. SPAs that allow for-profit organizations to join as operating or developing PACE programs shall require them to also be members of NPA. Conversely, NPA shall require its for-profit operating and developing PACE members to be members of their respective SPA if there is one and it accepts for-profit members. Dues shall be set and invoiced as noted above.
4. NPA and SPAs may have other membership categories in addition to those noted above, with no requirement for mutual membership.
5. NPA and SPAs shall work cooperatively to create and demonstrate value of the mutual membership to their operating and developing PACE members, and to articulate the value of mutual membership to potential members.
6. If an SPA enters into a contractual relationship with another organization for the provision of management, administrative or related services, that agreement shall state that (a) the SPA's members are not required to be members of the contracted organization and (b) the contracted organization does not have the authority to represent operating or developing PACE programs or provide services to them outside the terms of the agreement.

Attachment 2: Communications Operating Guidelines

Principle

NPA and SPAs shall maintain and facilitate open lines of communication and information-sharing.

Guidelines

1. SPAs shall participate in the SPA Leadership Council (see Attachment 2.1).
2. SPAs shall submit data, reports, and other information of interest to NPA to be made available to other SPAs, NPA members, policymakers, stakeholders, and others as appropriate.
3. NPA shall provide a link on its website to SPA websites, and SPA web sites shall provide a link to NPA's website.
4. NPA shall consider the communication needs of SPAs as it develops and implements its broad-based communications strategy.
5. NPA shall communicate with members regarding national issues and NPA programs and activities, and SPAs shall communicate with members regarding state issues and SPA programs and activities. When appropriate, each shall add value to the other's communications by reprinting stories on a broader level, offering state-specific or national interpretation.
6. With the written authorization of an individual mutual member and in accordance with then current HIPAA compliance regulations, NPA will share with the member's SPA the member's data that NPA has obtained through its data collection programs.

Attachment 2.1: State PACE Association (SPA) Leadership Council

Purpose

The purpose of the SPA Leadership Council ("Council") is to facilitate coordinated dialogue between the SPAs and between SPAs and NPA.

Membership

Each SPA and those organizations that have been formally recognized as working toward SPA status may appoint no more than two representatives to serve on the Council.

Each SPA and each organization formally recognized as working toward SPA status is entitled to one vote on the Council.

Members of the Council may appoint individuals to serve in leadership capacities on the Council or as designated liaisons to other groups.

Activities

NPA shall coordinate conference calls and two face-to-face meetings per year, according to a schedule mutually determined by NPA and the SPAs. Agendas shall be set cooperatively between NPA and the SPAs. Agendas may include but are not limited to the following:

1. Identify, prioritize and set strategy for the achievement of joint policy initiatives that provide broad-based benefits across states.
2. Discuss governance and other issues specific to the SPA Charter and Council, including recommendations which may need to be submitted to NPA's Board of Directors.
3. Discuss national and state policy issues, NPA and SPA activities/programs, and other information of broad interest.
4. Provide input to NPA on the identification of new membership products/services that are national in scope.

Attachment 3: Public Policy and Regulatory Operating Guidelines

Principle

NPA and SPAs shall engage in collaborative and coordinated public policy and regulatory activities that assure their working relationship and aggregate credibility and effectiveness are not compromised by duplicative activities and conflicting positions at the federal and state level. In general, NPA shall take the lead on federal issues and SPAs shall take the lead on their respective state issues.

Guidelines

1. NPA's Board of Directors sets the direction for NPA's policy positions and strategies.
2. NPA shall develop a process by which SPAs have a forum for providing input into issues considered and positions taken by NPA's Board of Directors; however, in order for PACE to speak credibly with one voice, public communications and activities by SPAs shall support NPA's policy positions and strategies as set by its Board of Directors.
3. With respect to federal issues, NPA shall be the primary liaison to the federal legislative and executive branches of government. Conversely, SPAs shall be the primary liaison to each of their respective state agencies.
4. On matters involving interaction with a CMS Regional Office, NPA and SPAs commit to close and frequent communication and collaboration on issues of mutual importance.
5. If a member of an SPA is concerned about NPA's policy positions and/or strategy, the SPA shall advise the member to discuss those concerns directly with NPA. Conversely, if a member of NPA is concerned about an SPA's policy positions and/or strategy, NPA shall advise the member to discuss those concerns directly with the SPA.
6. NPA and SPAs shall notify each other when working closely with a state's Congressional representatives on federal or state matters
7. Upon the request of an SPA and if NPA resources are available, NPA shall provide assistance and information to the SPA regarding a critical state issue.
8. NPA shall notify an SPA when a state issue has national ramifications. In those situations the SPA shall work cooperatively with NPA and other SPAs on a policy and strategy that benefits PACE as a whole.
9. NPA and the SPA Leadership Council shall work cooperatively to identify, prioritize, and set strategy for the achievement of joint policy initiatives that provide broad-based benefits across states.

Attachment 4: Membership Services Operating Guidelines

Principle

NPA and SPAs shall work cooperatively to identify, develop and implement membership services.

Guidelines

1. NPA shall take the lead on membership services that are national in scope, are unique to PACE and fill a void.
2. NPA shall take the lead on providing members with assistance on federal policy, legislative and regulatory issues.
3. SPAs shall take the lead on providing members with assistance on state policy, legislative and regulatory issues.
4. NPA shall take the lead in developing Shared Services programs that are national in scope. SPAs that wish to participate in the marketing of those programs to its members and share in revenue generated by those members shall enter into a separate contractual relationship with NPA.
5. SPAs may develop state-specific or regional Shared Services programs that are unique to its members and are not in conflict or duplicative of NPA's Shared Services programs.
6. The SPA Leadership Council shall provide input to NPA on the identification of new membership products/services that are national in scope.
7. NPA shall take the lead in educational opportunities for its members that are of a national scope.
8. SPA educational opportunities shall not conflict in timing or in content with NPA's educational opportunities.
9. When appropriate and based upon mutual agreement, educational opportunities may be jointly sponsored by NPA and one or more SPAs.
10. Representatives from NPA and SPAs may serve as speakers and resources for each other's events, provided that time and resources allow.

Attachment 5: PACE Brand Operating Guidelines

Principle

NPA and SPAs shall work cooperatively to protect the PACE® brand.

Guidelines

1. SPAs shall sign the following documents and abide by their terms: PACE Mark Licensure Agreement, PACE/LIFE Provider Logo Licensure Agreement, and State PACE Association Logo Terms of Use.
2. NPA shall maintain ownership of the following marks and logos: PACE, NPA, PACE Provider Logo, LIFE Provider Logo, NPA Logo, PACE4You, and PACEFinder.
3. SPAs shall not engage in any activities to challenge NPA's ownership of the aforementioned marks and logos.
4. NPA shall be solely responsible for determining what activities it will engage in to protect its marks and logos. SPAs shall not conduct any activities to protect NPA's marks and logos without the express written consent of NPA. If an SPA learns that any of its members are engaging in activities to protect NPA's marks and logos, it shall immediately notify NPA.
5. Recognizing that the PACE brand is closely linked on the state and national level, NPA and SPAs shall engage in activities and conduct their organizations in a manner that protects the goodwill associated with the PACE brand.



Executive Committee Charter

Duties of Committee

Except as may be prohibited by law, the Executive Committee may act on behalf of the Board in its ordinary and routine transaction of business and such other matters as the Board may direct. A report of such transactions shall be made to the Board.

The Committee shall convene on a periodic basis to review and provide guidance on CalPACE policies, positions, finances, and initiatives to the CalPACE CEO and staff and to the CalPACE board, and shall identify items that should be considered by the full board.

Composition and Terms of Office

The Committee shall be comprised of all Board officers and two additional board directors who are appointed by the board. Committee members shall serve two-year terms that shall coincide with the terms of the Board officers.

Meetings

The Committee shall meet on a periodic basis, including in advance of each board meeting, upon the call of the Chair. All meetings shall be duly noticed and minutes shall be recorded of all meetings.

Adopted by the CalPACE Board on November 6, 2019.



Guidelines on Participation of Non-Board Members in CalPACE Board Meetings

Background

The CalPACE bylaws provide that the Chief Executive Officer of each association members' PACE organization is a CalPACE director. The bylaws allow a PACE organization CEO to appoint in writing a designee to serve as the representative of the CalPACE member for the duration of their service on the board of directors.

The bylaws also allow the board to authorize the election of directors in addition to these board members.

While a PACE organization CEO is authorized to appoint another person to represent their organization on the CalPACE board on an ongoing basis, there is no provision in the bylaws for use of proxy voting, i.e. temporary or intermittent authorization for a representative to cast votes on behalf of the organization's board member.

CalPACEs informal practice is to allow board members to invite senior staff members to attend and participate in board meetings, either in addition to their participation or when they are unable to participate. These non-board members can participate in board meeting discussions but are not allowed to cast votes on any board matters.

Guidelines

Board members may invite staff to attend and participate board meetings as needed to provide information and to help represent their organization's position or perspective on any board matter.

Such participation shall generally be in addition to and not in lieu of the board member's participation. Ongoing use of staff to represent a board member's organization without or in lieu of the board member's participation is discouraged.

Non-board members shall be recognized at the discretion of the Board Chair as time permits and as needed to provide their organization's position or perspective, or to provide information to assist board members in the consideration of any matter before the board.



CalPACE Board Policy Resolution

CalPACE Day in Capitol Legislative Visits by Members

Background

With the growth in membership and the growing number of areas of the state that are served by more than one PACE organization it is important for CalPACE to better coordinate Day in the Capitol meetings and other advocacy events and to ensure that these activities are focused on advocacy on CalPACEs priorities. The Governance, Dues and Bylaws Committee developed recommendations on this issue which were adopted by the board on November 6, 2019.

Policy Adopted by the CalPACE Board

Members whose areas are served by the same legislative offices shall work together to schedule joint meetings for the CalPACE Day in the Capitol and shall request ClearAdvocacy to schedule the meetings as needed. Members shall make CalPACEs policy priorities the main focus of their meetings and may set up separate meetings at other times to discuss their specific issues and needs.

Adopted by the CalPACE board on November 6, 2019.



CalPACE Board Policy Resolution

Policy resolution on membership provisions for entities that own or operate more than one PACE organization

Background

Chair Trowbridge provided an overview of recommendations from the CalPACE Governance, Dues, and Bylaws Committee that the board adopt a policy resolution clarifying that for entities that operate or control more than one PACE organization, the parent organization is considered to be the CalPACE member. Several organizations are developing applications for more than one PACE organization and absent the adoption of a board policy, or a bylaws change, these organizations could end up having more than one board seat. Following brief discussion, a policy resolution was approved by the board (Zamora/Wilson) that states:

Policy Adopted by the CalPACE Board

For entities that operate or control, based on 51 percent or greater ownership, more than one PACE organization, the parent organization is considered to be the CalPACE member. Dues for these members will be based on the total enrollment or revenues from the PACE organizations it controls or operates.

Adopted by the CalPACE board on January 09, 2018.



CalPACE Board Policy Resolution Non-Dues Revenue Support

Background

In development

Policy Adopted by the CalPACE Board

In development

Adopted by the CalPACE board on _____



Code of Ethics and Professional Conduct Commitment to Serve

I, _____ recognize the important responsibility of serving as a member of the Board of Director of CalPACE and agree to abide by the following:

My Role

I acknowledge that my primary role as a Board Member is (1) to help shape the mission and vision of CalPACE and to assure that the organization advances toward that vision; and (2) to carry out the functions of a Director and/or Officer as delineated in the CalPACE Bylaws.

As a Director, I will develop board policies and implement organizational plans in a fiscally responsible manner. I will value and maintain clear distinction between board and staff roles. I will encourage diversity of thought and robust discussion, but remember that the board speaks with one voice outside of the boardroom.

My Commitments to Code of Ethics

I agree to:

- Abide by the Bylaws and Policies of C a l P A C E
- Demonstrate loyalty to CalPACE's Mission/Vision/Values
- Exercise reasonable care, good faith, and due diligence in organizational affairs
- Conduct all business with honesty, fairness, integrity and transparency to the CalPACE family of companies and its members
- Conduct myself in such a manner as to merit the trust, confidence and respect of those with whom I interact
- Avoid any transactions that would result in a personal benefit or a conflict of interest
- Treat with discretion and respect all information obtained in confidence
- Make attendance at Board meetings, committee meetings, retreats and trainings a high priority
- Remain accountable for prudent fiscal management to CalPACE, the board, government agencies, funders, and other associated organizations
- Exercise the powers invested for the good of all members of CalPACE rather than for my personal benefit, or for that of the organization I represent
- Respect the diversity of opinions expressed or acted upon by the CalPACE board, committees and membership



Code of Ethics and Professional Conduct Commitment to Serve

My Commitments to Professional Conduct

I agree to:

- Attend meetings on time, turn pagers/cell phones to vibrate, avoid side-bars, actively participate
- Uphold and support the decisions of the CalPACE Board, and to formally register my dissent as appropriate
- To advise CalPACE CEO and/or CalPACE Board Chair when individual interests preclude supporting the decisions of the membership and advise what actions I intend to take
- To ensure timely corrections to regulatory and/or compliance deficits and deficiencies, including but not limited to independent financial audit, California Department of Health Services, California Department of Public Health, County, and public/private partners with respect to the ongoing business operations of the member, so as not to create a cloud of suspicion or damage the reputation of the CalPACE community and/or CalPACE and its members
- To be present and to listen carefully, open -mindedly and respectfully to colleagues
- To be attentive, to respect the opinions of my fellow board members and assure that all members have the opportunity to speak and beheard
- To speak the truth for CalPACE, for my organization and as a board member
- To raise issues through the CalPACE meeting process by requesting agenda items at least 48 hours in advance of the meeting, when possible
- To offer alternatives when opposing an issue facing the membership
- To voice opposition to an action prior to the membership vote
- To work actively to achieve consensus decision-making

By signing below, I signify that I have read this document and will perform the duties and responsibilities of this office with integrity, collegiality and due care.

Adopted by the CalPACE Board of Directors on March 10, 2021.

Board Member Name Printed

Date

Board Member Signature

PACE Organization



CONFLICT OF INTEREST POLICY

Article I: Purpose

This conflict of interest policy is designed to foster public confidence in the integrity of **CalPACE** (the "Organization") and to protect the Organization's interest when it is contemplating entering a transaction (defined below) that might benefit the private interest of a director, a corporate officer, the top management or top financial official, a key employee (defined below)

Article II: Definitions

The following are considered *insiders* for the purposes of this policy:

1. Each member of the Board of Directors or other governing body.
2. The president, chief executive officer, chief operating officer, treasurer and chief financial officer, executive director, or any person with the responsibilities of any of these positions (whether or not the person is an officer of the Organization under the Organization's Bylaws and the California Corporations Code).
3. Any *key employee*, meaning an employee whose total annual compensation (including benefits) from the organization and its affiliates is more than \$150,000 **and** who (a) has responsibilities or influence over the organization similar to that of officers, directors, or trustees; **or** (b) manages a program that represents 10% or more of the activities, assets, income, or expenses of the organization; **or** (c) has or shares authority to control 10% or more of the organization's capital expenditures, operating budget, or compensation for employees.

Interest means any material financial interest, whether through commitment, investment, relationship, obligation, involvement or otherwise, direct or indirect, that may influence a person's judgment, including receipt of compensation from the Organization, a sale, loan, or exchange transaction with the Organization.

A *conflict of interest* is present when, in the judgment of the body or individual determining whether a conflict exists, an insider or person related to the insider by family or business relationship ("interested person") has a material financial interest in the transaction such that it reduces the likelihood that an insider's influence can be exercised impartially in the best interests of the Organization.

Transaction means any transaction, agreement, or arrangement between an interested person and the Organization, or between the Organization and any third party where an interested person has a material financial interest in the transaction or any party to it. “*Transaction* does not include compensation arrangements between the Organization and a director, officer, or other insider that are wholly addressed under the Organization’s Compensation Policy.”

Article III: Procedures

1. *Duty to Disclose*

Each interested person shall disclose to the Board all material facts regarding his, her, or its interest (including relevant affiliations) in the transaction. The interested person shall make that disclosure promptly upon learning of the proposed transaction.

2. *Determining Whether a Conflict of Interest Exists*

With regard to an interested person, the Board shall determine if a conflict of interest exists.

3. *Procedures for Addressing a Conflict of Interest*

The Board shall follow the procedures set forth in Article IV in order to decide what measures are needed to protect the Organization’s interests in light of the nature and seriousness of the conflict, to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are appropriate. In the case of an insider who is a director, the director shall not vote on any transaction in which the director has an interest, and the remaining Board members shall decide the matter.

Article IV: Review by the Board

The Board may ask questions of and receive presentation(s) from the insider(s) and any other interested person(s), and may deliberate and vote on the transaction in their presence. The Board shall ascertain that all material facts regarding the transaction and the interested person’s conflict of interest have been disclosed to the Board and shall compile appropriate data to ascertain whether the proposed transaction is just and reasonable to the Organization.

After exercising due diligence, which may include investigating alternatives that present no conflict, the Board shall determine whether the transaction is in the Organization’s best interest, for its own benefit, and whether it is just and reasonable to the Organization; the

transaction can be approved by the Board by majority vote of those present at a meeting for which quorum requirements have been met, without counting the vote of any interested directors. Interested or common directors may be counted in determining the presence of a quorum at such meeting.

Article V: Records of Proceedings

The minutes of any meeting of the Board pursuant to this policy shall contain the name of each interested person who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the members of the Board who were present during the debate on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Board and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.

Article VI: Annual Disclosure and Compliance Statements

Each director, each corporate officer, the top management official, the top financial official, and each key employee of the Organization, shall annually sign a statement on the form attached, that:

- affirms that the person has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy; and
- discloses the person's financial interests and family relationships that could give rise to conflicts of interest.

Article VII: Violations

If the Board has reasonable cause to believe that an insider of the Organization has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose. If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board determines that the insider has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

Article VIII: Annual Reviews

To ensure that the Organization operates in a manner consistent with its status as an organization exempt from federal income tax, the Board shall authorize and oversee an annual review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.

**CalPACE CONFLICT OF INTEREST POLICY:
ACKNOWLEDGMENT AND FINANCIAL INTEREST DISCLOSURE STATEMENT – Part 1 of 2**

Our organization follows a conflict of interest policy designed to foster public confidence in our integrity and to protect our interest when we are contemplating entering a transaction or arrangement that might benefit the private interest of a director, a corporate officer, our top management official and top financial official, any of our key employees, or other interested persons.

Part I. Acknowledgment of Receipt

I hereby acknowledge that I have received a copy of the conflict of interest policy of **CalPACE**, have read and understood it, and agree to comply with its terms.

Signature

Printed Name

PACE Organization

Date

**CalPACE CONFLICT OF INTEREST POLICY:
ACKNOWLEDGMENT AND FINANCIAL INTEREST DISCLOSURE STATEMENT – Part 2 of 2**

Part II. Disclosure of Financial Interests

We are required annually to file Form 990 with the Internal Revenue Service, and the form we file is available to the public. To complete Form 990 fully and accurately, we need each officer, director and key employee to disclose the information requested in this Part II.

A “conflict of interest,” for purposes of Form 990, arises when a person in a position of authority over an organization, such as an officer, director, or key employee, may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

Part II Please check ONE of the following boxes:

☐ My interests and relationships have not changed since my last disclosure of interests. [Proceed to signature block below. Do not complete the tables.]

OR

☐ I hereby disclose or update my interests and relationships that could give rise to a conflict of interest: [Complete the table below. Use additional pages as needed.]

Family Relationships	Names of those presenting a potential conflict of interest
Include spouse/domestic partner, living ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great grandchildren, and spouses/ domestic partners of brothers, sisters, children, grandchildren, and great grandchildren	

Type of interest	Description of interest that could lead to a conflict of interest
Transactions or arrangements with the Organization	
Transactions or affiliations with other nonprofit organizations	
Substantial business or investment holdings	
Transactions or affiliations with businesses not listed above	

I am not aware of any financial interest involving me or a family member that could present a conflict of interest that I have not disclosed either above or in a previous disclosure statement.

Signature

Printed Name

PACE Organization

Date

CalPACE Board Roster

03.23.2021

CHAIR

Name Eileen Kunz

Organization On Lok PACE

Email ekunz@onlok.org

Phone 415-292-8722

VICE CHAIR

Name Cheryl Wilson

Organization St. Paul's PACE

Email ceo@stpaulspace.org

Phone 619-300-2268

TREASURER

Name Maria Zamora

Organization Center for Elders' Independence

Email mzamora@cei.elders.org

Phone 510-452-8821

SECRETARY

Name Kevin Mattson

Organization San Diego PACE

Email kmattson@syhc.org

Phone 858-775-4745

CHIEF FINANCIAL OFFICER

Name Bing Isenberg

Organization InnovAge

Email bisenberg@myinnovage.com

Phone 951-822-2778

DIRECTOR

Name Castulo De La Rocha

Organization AltaMed PACE

Email cdeleirocha@altamed.org

Phone unavailable

DIRECTOR

Name Susie Fishenfeld

Organization Brandman Centers for Senior Care

Email susie.fishenfeld@jha.org

Phone 818-774-3274

DIRECTOR

Name Jackie Mark

Organization CalOptima PACE

Email jackie.mark@caloptima.org

Phone 657-900-1157

CalPACE Board Roster

03.23.2021

DIRECTOR

Name Tony Weber

Organization Central Valley PACE

Email tweber@gvhc.org

Phone 209-600-8168

DIRECTOR

Name Jeff Gering

Organization Family Health Centers of SD

Email jeffreyg@fhcsd.org

Phone 619-515-2536

DIRECTOR

Name Tim Lash

Organization Gary and Mary West PACE

Email talash@westhealth.org

Phone 858-412-8711

DIRECTOR

Name Phil Tsuonda

Organization Innovative Integrative Health

Email ptsunoda@innovativeih.com

Phone 714-981-7596

DIRECTOR

Name Diana Kawasaki-Yee

Organization North East Medical Services

Email diana.kawasaki-yee@nems.org

Phone unavailable

DIRECTOR

Name Melissa Hooven

Organization Redwood Coast PACE

Email mhooven@humsenior.org

Phone 707-443-9747 x 1213

DIRECTOR

Name Julie Erdmann

Organization Sutter SeniorCare PACE

Email erdmanja@sutterhealth.org

Phone 916-424-8412

DIRECTOR

Name Elizabeth Carty

Organization WelBeHealth

Email elizabeth.carty@welbehealth.com

Phone 510-710-1743



PACE Organizations List

Current as of March 31, 2021

AltaMed PACE

Address: 2040 Camfield Avenue, Los Angeles, CA 90040

Website: www.altamed.org

Census: 2,995

Area served: Los Angeles

Bakersfield PACE

Address: 1800 Height St. Bakersfield CA 93305

Website: www.bakersfieldpace.org

Census: 110

Area served: Kern

Brandman Centers for Senior Care

Address: 7150 Tampa Avenue, Reseda, CA 91335

Website: www.jha.org

Census: 258

Area served: Los Angeles

CalOptima PACE

Address: 505 City Parkway West, Orange, CA 92868

Website: www.caloptima.org

Census: 389

Area served: Orange

Center for Elders' Independence

Address: 510 17th Street, Suite 400, Oakland, CA 94612

Website: www.cei.elders.org

Census: 839

Area served: Alameda, Contra Costa

Central Valley PACE

Address: 2401 East Orangeburg Ave, Suite 330, Modesto CA 95355

Website: www.cvpac.org

Census: 50

Area served: Stanislaus, San Joaquin

Family Health Centers of San Diego

Address: 823 Gateway Center Way

Website: www.fhcsd.org/PACE

Census: 94

Area served: San Diego

Fresno PACE

Address: 2042 Kern Street, Fresno, CA 93721

Website: www.fresnpace.org

Census: 933

Area served: Fresno

Gary and Mary West PACE

Address: 1706 Descanso Avenue, San Marcos, CA 92078

Website: www.westpace.org

Census: 120

Area served: San Diego

InnovAge California PACE – Sacramento

Address: 3870 Rosin Court, Sacramento, CA

Website: www.myinnovage.org

Census: 99

Area served: Sacramento

InnovAge California PACE – San Bernardino

Address: 410 E. Parkcenter Circle North, San Bernardino, CA 92408

Website: www.myinnovage.org

Census: 993

Area served: Riverside, San Bernardino

LA Coast PACE

Address: 1220 E 4th St, Long Beach, CA 90814

Website: www.lacoast.welbehealth.com

Census: 72

Area served: Los Angeles

North East Medical Services (NEMS)

Address: unavailable

Website: www.nems.org

Census: unavailable

Area served: San Francisco

On Lok PACE

Address: 1333 Bush Street, San Francisco, CA 94109

Website: www.onlok.org

Census: 1,637

Area served: Alameda, San Francisco, Santa Clara

Pacific PACE

Address: 50 Alessandro Place, Pasadena, CA 91105

Website: www.pacificpace.welbehealth.com

Census: 148

Area served: Pasadena

Redwood Coast PACE

Address: 1910 California Street, Eureka, CA 95501

Website: www.humsenior.org

Census: 208

Area served: Humboldt

Sequoia PACE

Address: 1649 Van Ness Avenue, Fresno, CA

Website: www.sequoiapace.welbehealth.com

Census: 26

Area served: Fresno

San Diego PACE

Address: 3364 Beyer Boulevard, San Ysidro, CA 92173

Website: www.syhc.org/sdpac

Census: 1,278

Area served: San Diego

St. Paul's PACE

Address: 111 Elm Street, San Diego, CA 92101

Website: www.stpaulspace.org

Census: 1,054

Area served: San Diego

Stockton PACE

Address: 582 E Harding Way, Stockton, CA 95202

Website: www.stocktonpace.welbehealth.com

Census: 244

Area served: San Joaquin

Sutter SeniorCare PACE

Address: 7000 Franklin Boulevard, Suite 1020, Sacramento, CA 95823

Website: www.checksutterfirst.org/seniorservices

Census: 422

Area served: Sacramento

Census as of January 01, 2021



Associates List

Current as of March 31, 2021

Neighborhood HealthCare

Address: unavailable

Website: www.nhcare.org

Area served: San Bernardino and Riverside



*Community Leaders
for California's Seniors*

CalPACE Affiliate Directory

Volume VI, December 2020

The CalPACE Affiliate Directory



ADT Partners

Website: www.adthealth.com

Contact: Michael Jensen | Health Territory Manager

Email: mjensen@adt.com

Phone: 310-667-2838

Address: 1501 Yamato Road, Boca Raton, Florida 33431

Member Since: 2020

Product/Service: Medical Alert Systems

About: ADT Health & Security has over 145 years as the largest security company in the U.S. and protects more than just your home. ADT Health is dedicated to protecting seniors and those with disabilities. We provide peace of mind for caregivers so their loved ones can remain in their homes and age with dignity.



Capital Impact Partners

Website: www.capitalimpact.org

Contact: Cameron Wilson | Business Development Officer

Email: cwilson@capitalimpact.org

Phone: 510-496-2224

Address: 360 22nd Street, Suite 320, Oakland, CA 94612

Member Since: 2020

Product/Service: Community Development Financial Institution (CDFI) delivering strategic financing, social innovation programs, and capacity building that creates social change and delivers financial impact nationwide.

About: Capital Impact is the leading Community Development Financial Institution (CDFI) dedicated to positive aging in underserved and disinvested communities. Our team has more than 30 years of experience supporting community efforts to create healthy communities that benefit low-income, older adults. With a focus on mission-driven financing for PACE projects and operators, as well as creating new capital structures and investment partnerships, we ensure that projects supporting equity and social impact receive the financing they need. We further engage leaders to support innovative practices, capacity building and policy change that foster integrated solutions for residents of all ages across the healthcare and aging sectors.

The CalPACE Affiliate Directory



Capstone Performance Systems

Website: www.capstoneperformancesystems.com

Contact: Jenni Kunz | Regional Director of Business Development

Email: jkunz@trhc.com

Phone: 303-981-6256

Address: 228 Strawbridge Drive, Moorestown, NJ 08057

Member Since: 2017

Product/Service: Capstone Performance Systems and its CareVention Consulting division offer end-to-end services for PACE programs. CareVention Consulting, a Technical Assistance Center (TAC) provides services for PACE programs during each phase of growth, from exploring the feasibility of PACE to start-up and ongoing operations. Services are customized to your organization's needs and include market and feasibility studies; application support; mock audits; financial management; medical director training; care plan training; new staff training; growth assessments and strategies; quality improvement processes; staff development; and more. Capstone provides Medicare risk adjustment services to ensure compliance and optimal reimbursement. Our customized approach includes training, extensive data analysis, ongoing auditing of documentation, concurrent coding, and Medicare Part D consultation services. Clinical Documentation Excellence (CDE) Online Education is Capstone's newest product, offering on-demand training in clinical documentation, compliance and revenue optimization. The course focuses on the clinician's important role in risk adjustment and helps develop skills in both detecting and specifically documenting conditions for more accurate coding. CDE is accessible 24/7 and includes over 10 hours of engaging content applicable to physicians, physician assistants, mid-level practitioners, nurse practitioners, nurses, pharmacists, medical directors, and clinical leadership. The optional certificate in Clinical Documentation Excellence (CDE-C) demonstrates your commitment to and competency in accurate chart documentation for risk adjustment. Capstone and CareVention Consulting are services of CareVention HealthCare.



CareKinesis, Inc.

Website: www.carekinesis.com

Contact: Jenni Kunz | Regional Director of Business Development

Email: jkunz@trhc.com

Phone: 303-981-6256

Address: 228 Strawbridge Drive, Moorestown, NJ 08057

Member Since: 2017

Product/Service: Medication risk mitigation services

About: PACE organizations rely on CareKinesis for medication risk management and PACE-specific pharmacy services including clinical pharmacy services, data analytics, adherence packaging, and home delivery. CareKinesis pharmacists are board certified in geriatrics and collaborate with prescribers to optimize medication regimens to improve participant outcomes and reduce total costs through prospective medication review. The MedWise Risk Score™ is a validated tool that helps identify those at highest risk for adverse drug events. According to a recently published peer-reviewed study, each unit of the MRS is associated with \$1,037 in medical costs. With a client retention rate of over 99%, and processes that allow PACE organizations to increase efficiency and scale with a 13:1 ROI, consider CareKinesis as your trusted partner for PACE success.

The CalPACE Affiliate Directory



CareVention HealthCare

Website: www.CareVentionHC.com

Contact: Jenni Kunz | Regional Director of Business Development

Email: jkunz@trhc.com

Phone: 303-981-6256

Address: 228 Strawbridge Drive, Moorestown, NJ 08057

Member Since: 2020

Product/Service: One Partner for PACE Success

About: CareVention HealthCare offers comprehensive services and solutions for organizations at every stage of PACE. California PACE programs understand the quality and value of our PACE-specific services; 100% of the state's programs use one or more of our services, including technical assistance center (TAC) consulting, EHR/integrated technology, third party administration, clinical documentation and risk adjustment services, third party administration, medication safety management and pharmacy, and pharmacy benefits management. Our team has decades of combined experience in PACE leadership roles and works with you to improve your clinical, financial and operational outcomes. CareVention HealthCare offers services through CareVention Consulting, PACElogic|TruChart, PeakTPA, Capstone, and CareKinesis, and Pharmastar.



Cognisight

Website: www.cognisight.com

Contact: Lynsie Tzimas | Director, Business Operations

Email: ltzimas@cognisight.com

Phone: 585-662-4264

Address: 100 Kings Highway South, Suite 2500, Rochester, NY 14617

Member Since: 2017

Product/Service: Concurrent, Bidirectional and Retrospective Medical Record Reviews; Documentation and Coding Education

About: Founded in 2006, Cognisight has become a leading provider of risk adjustment solutions. Our intricate knowledge affords us the ability to deliver proven financial results to our clients. We use a collaborative approach, which not only sets us apart in the industry, but offers us the ability to zero in on the individual needs of each PACE plan. Cognisight delivers timely and accurate results in concurrent, bidirectional, and retrospective medical record reviews in addition to offering customized coder-to-coder consultation and provider documentation education. We utilize onshore coding professionals and have an established quality assurance program with an accuracy rate greater than 95 percent, including full compliance in CMS regulations and HIPAA protection.

The CalPACE Affiliate Directory



Comprehensive Mobile Care

Website: www.compmobilecare.com

Contacts: Chase Taylor | Account Manager

Email: ctaylor@compmobilecare.com

Phone: 888-765-7475 ext. 128

Address: 21175 N. 9th Place, Suite 100, Phoenix, Arizona 85024

Member Since: 2020

Product/Service: Quality On-site Portable Care with Compassion

About: Comprehensive Mobile Care is the largest PACE provider of Dental, Vision, Audiology and Podiatry in the nation. Currently providing services in 16 states, our relationships with PACE organizations vary from standalone startup PACE centers to nationwide PACE organizations. Comprehensive Mobile Care has 23 years of experience providing quality, portable, onsite care with a 100% perfect ethical and legal record. Our services can be provided directly in your center or in assisted living facilities/long-term care facilities for those participants who no longer reside at home. Our unique and efficient portable model can reduce your transportation costs and the time burdens on your contracting and scheduling personnel. With Comprehensive Mobile Care, your participants would receive professional, ethical, and compassionate care in support of their overall health and happiness.



Connect America

Website: www.connectamerica.com

Contact: Kristina Morgan | Territory Manager

Email: Kristina.Morgan@connectamerica.com

Phone: 800-949-2434

Address: 1425 N. McDowell Blvd. Suite 103, Petaluma, CA 94954

Member Since: 2020

Product/Service: Medical Alert Systems

About: Connect America is proud to be the nation's largest independent provider of medical alert systems. With a full suite of reliable connected health solutions offered directly and through our more than 1,000 healthcare network partners, we have improved the quality of life of more than a million individuals and their caregivers during our over 35 years of life safety monitoring. At Connect America, we believe that "Connecting is Caring" and our mission is simple: To ensure that our customers reap the vital and, at times, life-saving benefits of living in a connected world.

The CalPACE Affiliate Directory



DxID

Website: www.dx-id.com

Contact: Eileen Black | Manager, Client Services

Email: eblack@dxid.com

Phone: 802-779-1812

Address: 333 West Commercial Street, East Rochester, NY 14445

Member Since: 2017

Product/Service: Risk adjustment software development and consultation

About: DxID successfully supports PACE with the challenges of risk adjustment through software development and consultation including but not limited to: concurrent coding, medical record review, payment and bid rate analysis, customized reporting, health risk assessments, RAPS/encounter data submission, and risk adjustment data validation (RADV) management.



Ecolane USA

Website: www.ecolane.com

Contact: Jim Stec | Vice President of Business Development

Email: Jim.stec@ecolane.com

Phone: 610-468-9903

Address: 940 West Valley Road, Suite 1400, Wayne, PA 19087

Member Since: 2017

Product/Service: Transportation scheduling/dispatching software

About: Ecolane is the most flexible, affordable, and reliable choice for transportation agency managers, directors, and decision-makers with responsibility for implementing easy-to-deploy scheduling and dispatch solutions. Our platform restores community engagement to people who might not otherwise have access and mobility.

The CalPACE Affiliate Directory



Grane Rx

Website: www.granerx.com

Contact: Scott Sosso | Chief Marketing Officer & PACE Specialist

Email: ssosso@granerx.com

Phone: 412-449-0682

Address: 105 Gamma Drive, Suite 100, Pittsburgh, PA 15238

Member Since: 2018

Product/Service: Multi-site provider of medication distribution and clinical services specializing in post-acute care to PACE, nursing homes, and assisted living.

About: Grane Rx is the nation's leading PACE pharmacy and medication management provider. For more than 25 years we've specialized in senior pharmacy care and were one of the first to offer comprehensive, PACE specific pharmacy services starting in 2006. Today we work with PACE organizations across California and the country to serve the rapidly growing participant population.

Grane Rx partners with PACE organization to shift from a center-based pharmacy model to a pharmacy-based one managed by Grane Rx's team of pharmacy specialists. The results?

- Streamlined PACE operations
- A pharmacy partner that understands PACE
- Safe and accurate medication distribution
- Increased bandwidth to focus on care

Our end-to-end PACE pharmacy services include MedsHome, White Glove medication delivery, staff training, on-going staff support, pharmacy transition facilitation, precision medication insights, and state-of-the-art pharmacy technology and automation. We work closely with our customers to build a collaborative relationship and ensure a smooth pharmacy transition.

The CalPACE Affiliate Directory



HealthCare Talent

Website: www.healthcaretalent.net

Contact: Natasha Smiggs | Administrative Manager

Email: nsmiggs@healthcaretalent.net

Phone: 949-709-1883

Address: 26090 Towne Centre Drive, Lake Forest, California 92610

Member Since: 2019

Product/Service: Administrative Management-In Home Care, staffing for PACE centers to include: clinical, non-clinical and locums, Corporate staffing.

About: HealthCare Talent is the region's largest, third party provider of non-medical, in-home care workers for the elderly. We developed our business model in 2012 in partnership with PACE Executives intent on providing a radically different solution from transactional staffing services. HealthCare Talent recruits, hires, payrolls and manages the schedules of currently 2000+ caregivers, specifically for PACE programs. We work in partnership with our clients Interdisciplinary Team to match the level of care needed to meet their participants ever changing medical needs. Our state-of-the-art technology allows us to report data in real time and meet all CMS requirements for EVV and Encounter Data Reporting. We ensure all compliance is up-to-date and readily available during the audit process. Furthermore, our compliance requirements and training mirror CMS standards and best practices. In addition to our In-home care program, we have been providing clinical, non-clinical and locum staff for PACE, FQHC and CHC for over 10 years. If you would like to learn more about the various work-force solutions we offer, please feel free to reach out at any time. We would love to help in any way.



HHAeXchange

Website: www.hhaexchange.com

Contact: Marnie Basom | VP Government Relations and Medicaid Markets

Email: mbasom@hhaexchange.com

Phone: 855-400-4429

Address: 130 West 42nd Street, 2nd Floor, New York NY 10036

Member Since: 2020

Product/Service: Homecare Network Management Solutions that Seamlessly Link Interdisciplinary Care Teams

About: HHAeXchange is the industry-leading homecare management software solution for the Medicaid population. HHAeXchange connects state agencies, managed care payers, providers, and caregivers through its intuitive web-based platform, enabling unparalleled communication, transparency, efficiency, and compliance.

The CalPACE Affiliate Directory



Intus Care

Website: www.intuscare.com

Contact: Robbie Felton | CEO

Email: robbie@intuscare.com

Phone: 734-604-5758

Address: 225 Dyer St, Floor 4, Providence, RI 02903

Member Since: 2020

Product/Service: Data Analytics and Visualization for PACE

About: Intus Care is a data analytics platform that synthesizes financial, clinical, and administrative data to identify and visualize trends in PACE programs. We do this by integrating with EHRs, claims, and accounting software to highlight insights in participant clinical risk and organizational data.

At a participant level, we notify care providers of high-risk participants for hospitalization, readmission, and chronic disease onset in the form of stratified risk groupings. This allows them to mitigate avoidable external utilization events like hospitalizations and ED visits through preventative care measures.

At an organization level, we aggregate data in the form of customizable and exportable dashboards. This information is automatically pulled from your existing data sources and requires no manual entry by your staff. These dashboards can be particularly valuable in administrative reporting and organizational awareness, helping to support streamlined decision-making.



National Cooperative Bank

Website: www.ncb.coop

Contact: Bob Montanari | Senior Vice President

Email: bmontanari@ncb.coop

Phone: 202-436-1658

Address: 2011 Crystal Drive, Suite 800, Arlington, VA 22202

Member Since: 2018

Product/Service: Banking

About: National Cooperative Bank is a mission focused financial institution with over 35 years of experience serving the capital needs of health care, senior living, and aging services throughout the United States. NCB is very active in financing PACE facilities and Community Health Clinics nationwide. Products include real estate loans, business loans and cash management solutions.

The CalPACE Affiliate Directory



PACECare by RTZ Systems

Website: www.pacecare.com

Contact: Michael Zawadski | President

Email: mike@rtzsystems.com

Phone: 510-986-6700

Address: 150 Grand Avenue, Suite 201, Oakland, CA 94612

Member Since: 2017

Product/Service: Comprehensive, cloud-based PACE E.H.R. software

About: Running a day center is hard. Running an insurance plan is hard. State and CMS reporting for PACE is hard. Recording the information you need for all three – just once – need not be hard. PACECare is a TRUE all-inclusive, integrated system that can simplify each task and give your staff the data they need, when they need it. While PACECare offers a complete enterprise solution, our open system approach also forces each of its components to compete in the free market. PACECare – the system that believes in your freedom to choose the services and software components that best fit your PACE program and the community you serve.



PACElogic (formerly Cognify) | CareVention HealthCare EHR/Integrated Technology

Website: www.CareVentionHC.com

Contact: Jenni Kunz | Regional Director of Business Development

Email: jkunz@trhc.com

Phone: 303-981-6256

Address: 228 Strawbridge Drive, Moorestown, NJ 08057

Product/Service: Top-rated, comprehensive health record tailored specifically to PACE

About: PACElogic's Electronic Health Record (EHR), Care Planning, Mobile, Integration, and Health Plan Management capabilities are the top-rated and fastest-growing solutions within PACE. Our team of PACE experts delivers the benefits of integrated healthcare technology both operationally and technically. The PACElogic platform integrates data, processes, and workflows across the enterprise, bringing clarity and consistency to interdepartmental processes. Though designed for the largest, most sophisticated PACE programs, the PACElogic technology is also perfect for start-up PACE organizations. Our turn-key solutions enable PACE organizations to respond quickly and effectively to initiatives and challenges. The scalability of the PACElogic product and "Pay-As-You-Grow" feature allow PACE programs of all sizes to focus on innovation while preserving capital. PACElogic is a CareVention HealthCare solution.

The CalPACE Affiliate Directory



PeakTPA

Website: www.PeakTPA.com

Contact: Jenni Kunz | Regional Director of Business Development

Email: jkunz@trhc.com

Phone: 303-981-6256

Address: 345 Marshall Avenue, Suite 101, St. Louis, MO 63119

Member Since: 2017

Product/Service: Health plan management with a customized approach specific for PACE programs

About: PeakTPA assures PACE organizations meet all related financial management and regulatory requirements. Our customized offerings include accurate claims adjudication and payment; enrollment management; provider and member services; risk adjustment submission; encounter data submission; and Medicare Part D reporting. Additionally, we provide responsive, individualized client service. We listen and provide recommendations and services tailored to your organizational needs. Our staff's expertise in health plan management, particularly in PACE, means your staff can focus on your participants, instead of the technicalities of a health plan. With a customer-focused and PACE-specific approach to TPA services, PeakTPA helps your organization remain compliant, obtain accurate reimbursement, and measure performance. We are committed to your success in PACE. Contact us at info@PeakTPA.com to learn how we can assist you. PeakTPA is a CareVention HealthCare company.



Pharmastar

Website: www.pharmastarpbm.com

Contact: Luke Johnson

Email: ljohnson@pharmastarpbm.com

Phone: 715-852-2080

Address: 2411 N Hillcrest Parkway, Altoona, WI 54720

Member Since: 2017

Product/Service: Pharmacy benefit management with customized approach specific for PACE programs

About: Pharmastar has been providing full-service pharmacy benefit services for more than 20 years, with a primary focus on PACE for over twelve. Currently we serve 80 PACE plans in 23 states. Our goal is to streamline your financial, compliance, quality and clinical processes through our PACE and Part D focused claims processing and reporting. At Pharmastar, we take care of your Part D benefit so you can focus on improving the lives and health outcomes of your participants. Pharmastar services are provided in collaboration with CareVention HealthCare.

The CalPACE Affiliate Directory



Secure Transportation

Website: www.securetransportation.com

Contact: Gerard Linsmeier | Vice President of Business Development

Email: ginsmeier@securetransportation.com

Phone: 310-433-4006

Address: 434 E. Broadway, Long Beach, CA 90802

Member Since: 2017

Product/Service: Secure Transportation currently partners with several PACE programs nationwide to provide safe and on-time Door-Through-Door transportation services. We operate dedicated shuttle services to PACE centers around the country, such as St. Paul's in San Diego and CalOptima PACE, to name a few. PACE centers like working with Secure because we bring a hybrid model of dedicated vehicles and CMS compliant partners (for medical appointments) and we are experts in A-B shifting and Alternative Care Center transportation logistics, which increases the center's participant population, lowers cost and increases overall revenue. Whether you are just starting up or already running your own transportation department, we can give you all the benefits of operating your own transportation system while simultaneously eliminating your insurance risk and logistical headache associated with operating your transportation department.



StateServ-Hospicelink

Website: www.stateserv.com

Contact: Monica Ward | Regional Sales Director

Email: monica.ward@stateserv.com

Phone: 480-266-5051

Address: 1201 S. Alma School Rd., Suite 4000, Mesa, AZ 85210

Member Since: 2017

Product/Service: Technology that provides open access to track, analyze, and manage cost of durable medical equipment (DME) rentals.

About: StateServ-Hospicelink is the only management solution to provide access to industry experts; a comprehensive provider network; and, a powerful, user-centric software platform. As the nation's largest and most comprehensive management solution for Durable Medical Equipment (DME) and Ancillary Services in all 50 states - serving more than 130,000 patients and participants daily, StateServ-Hospicelink is partnered with the largest healthcare organizations in the world to provide DME, Orthotics & Prosthetics, Oxygen, Home Modification, Complex & Rehab Seating, and Supplies from an expansive network - all ordered from a simple web-based ordering platform accessible from any device.

The CalPACE Affiliate Directory



TruChart (formerly Mediture) | CareVention HealthCare EHR/Integrated Technology

Website: www.mediture.com

Contact: Jenni Kunz | Regional Director of Business Development

Email: jkunz@trhc.com

Phone: 303-981-6256

Address: 7700 Equitable Drive, Suite 100, Eden Prairie, MN 55344

Member Since: 2017

Product/Service: Market-leading software developed specifically for PACE

About: TruChart software is a leading software provider for Programs of All-inclusive Care for the Elderly (PACE) programs. Our TruChart software suite, developed specifically for PACE, includes an electronic health record, care planning, service authorizations, claim adjudication, premium billing, and robust reporting tools. Our technology solutions help support at-home, independent living for an aging population, while facilitating reduced health care costs and helping to improve patient outcomes. TruChart is a CareVention HealthCare solution.



Turner Impact Capital

Website: www.turnerimpact.com

Contact: Len Fromer, M.D. | President, Healthcare Initiatives

Email: lfromer@turnerimpact.com

Phone: 310-752-9609

Address: 3000 Olympic Blvd., Suite 2120, Santa Monica, CA 90404

Member Since: 2018

Product/Service: Social impact investing

About: Turner Impact Capital has one mission: to create innovative and durable solutions to today's challenges by investing in community-enriching infrastructure in underserved communities.

The CalPACE Affiliate Directory



Vital Research

Website: www.vitalresearch.com

Contact: Harold Urman | President

Email: hurman@vitalresearch.com

Phone: 323-951-1670

Address: 6380 Wilshire Blvd., Suite 1700, Los Angeles, CA 90048

Member Since: 2017

Product/Service: PACE satisfaction Surveying; Administrator of the I-SAT

About: The Vital Research mission is to create vibrant communities by amplifying the voices of underserved populations using inclusive social science research and evaluation. The I-SAT PACE Participant survey, which is administered by in-person interviews is, according to the National PACE Association, the gold standard for amplifying those voices. 1. The Integrated Satisfaction Measurement for PACE (I-SAT), developed in collaboration with the California PACE Association provides the most reliable and valid tool for gathering quality of care and service information from participants using in-person interviewing. Available in multiple languages, the survey addresses all areas in a PACE setting such as Transportation, Home Care, Medical Care, and Meals. The I-SAT survey is used by more than two-thirds of all PACE centers in the country and more than 39,000 PACE participants have provided satisfaction data about their PACE experience. 2. The PACE Caregiver/Family survey covers nine domains including Caregiver Burden, The PACE multidisciplinary Team, and Therapeutic/Rehabilitative Exercise. The survey is administered by mail and/or online and available in multiple languages. 3. The PACE Employee Engagement survey assesses Job Satisfaction, Employee Focus, and Communication. In addition, the survey includes a Net Employee Score to gauge employee loyalty. This paper and/or online survey is also available in multiple languages. Put Vital Research to work on your quality improvement efforts, and free your PACE team up to concentrate on the reason we're all here - participants.

CalPACE

2021 Meeting Calendar

All meetings to be held virtually; links to join meetings can be found within Outlook calendar invite for each event

Date	Meeting	Time	Place
Jan. 06	Workgroup: Retreat Planning	11:00am-12:00pm	Zoom
Jan. 07	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Jan. 12	Workgroup: CA-PACE 2.0	10:00am-11:00am	Zoom
Jan. 12	Committee: Executive	1:00pm-2:30pm	Zoom
Jan. 14	Monthly Member	3:00pm-4:00pm	Zoom
Jan. 20	Webinar: Day in the District Overview	10:00am-11:00am	Zoom
Jan. 21	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Jan. 27	Board	9:00am-10:30am	Zoom
Feb. 04	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Feb. 09	Workgroup: CA-PACE 2.0	10:00am-11:00am	Zoom
Feb. 11	Monthly Member	3:00pm-4:00pm	Zoom
Feb. 17	Annual Retreat - Day 1	See invite	Virtual
Feb. 18	Annual Retreat - Day 2	See invite	Virtual
Feb. 24	Committee: Executive	1:00pm-2:30pm	Zoom
Feb. 25	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Mar. 04	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Mar. 09	Workgroup: CA-PACE 2.0	10:00am-11:00am	Zoom
Mar. 10	Board Meeting + Strategic Planning	1:00pm-3:00pm	Zoom
Mar. 11	Member Meeting 1	9:00am-11:30am	Zoom
Mar. 11	Regulator Meeting 1	1:00pm-2:30pm	Zoom
Mar. 15	Webinar: Day in the District Kick-Off	10:00am-11:00am	Zoom
Mar. 15-19	Day in the District Week	Your calendar	Your local district
Mar. 18	Public Policy 1	10:00am-11:00am	Zoom
Mar. 18	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Mar. 24	CalPACE PACE Communication Directors Meeting	2:00pm-3:00pm	Zoom
Mar. 31	Board Orientation	1:00pm-2:30pm	Zoom
Apr. 01	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Apr. 02	CalPACE PR Media Training	11:00am-12:00pm	Zoom
Apr. 13	Workgroup: CA-PACE 2.0	10:00am-11:00am	Zoom
Apr. 15	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Apr. 22	Board Meeting	1:00pm-2:30pm	Zoom
Apr. 28	Getting to Know PACE [Associates Only] 1	10:00am-11:00am	Zoom
May 06	COVID-19 Leadership	4:00pm-5:00pm	Zoom
May 11	Workgroup: CA-PACE 2.0	10:00am-11:00am	Zoom
May 12	Workgroup: Quality Measurements	1:00pm-2:30pm	Zoom
May 18	Committee: Executive	1:00pm-2:30pm	Zoom
May 20	COVID-19 Leadership	4:00pm-5:00pm	Zoom

Updated March 23, 2021

CalPACE

2021 Meeting Calendar

All meetings to be held virtually; links to join meetings can be found within Outlook calendar invite for each event

Date	Meeting	Time	Place
Jun. 03	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Jun. 08	Workgroup: CA-PACE 2.0	10:00am-11:00am	Zoom
Jun. 09	Board	1:00pm-2:30pm	Zoom
Jun. 10	Member Meeting 2	9:00am-11:30am	Zoom
Jun. 10	Regulator Meeting 2	1:00pm-2:30pm	Zoom
Jun. 16	Public Policy 2	10:00am-11:00am	Zoom
Jun. 17	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Jul. 01	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Jul. 13	Workgroup: CA-PACE 2.0	10:00am-11:00am	Zoom
Jul. 15	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Jul. 20	Committee: Executive	1:00pm-2:30pm	Zoom
Aug. 05	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Aug. 10	Workgroup: CA-PACE 2.0	10:00am-11:00am	Zoom
Aug. 11	Board	1:00pm-2:30pm	Zoom
Aug. 19	Committee: Executive	1:00pm-2:30pm	Zoom
Aug. 19	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Sep. 02	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Sep. 08	Board	1:00pm-2:30pm	Zoom
Sep. 09	Member Meeting 3	9:00am-11:30am	Zoom
Sep. 09	Regulator Meeting 3	1:00pm-2:30pm	Zoom
Sep. 15	Public Policy 3	10:00am-11:00am	Zoom
Sep. 16	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Oct. 07	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Oct. 19	Committee: Executive	1:00pm-2:30pm	Zoom
Oct. 21	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Oct. 26	Getting to Know PACE [Associates Only] 2	10:00am-11:00am	Zoom
Nov. 04	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Nov. 09	Board	1:00pm-2:30pm	Zoom
Nov. 10	Member Meeting 4	8:30am-10:30am	Zoom
Nov. 10	Annual Meeting	10:30am-11:30am	Zoom
Nov. 10	Regulator Meeting 4	1:00pm-2:30pm	Zoom
Nov. 17	Public Policy 4	10:00am-11:00am	zoom
Nov. 18	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Dec. 02	COVID-19 Leadership	4:00pm-5:00pm	Zoom
Dec. 16	COVID-19 Leadership	4:00pm-5:00pm	Zoom

Updated March 23, 2021



Meeting Descriptions

Monthly Member: One hour monthly meeting via Zoom, generally occurs on second Thursday of each month at 3:00pm. Attended by CEOs, Executive Directors, PACE Directors, and often CFOs, CMOs, and lobbyists. Led by Peter Hansel, CalPACE CEO, and Fred Main, CalPACE lobbyist and legal counsel. Topics typically include: state budget and legislative update, rate setting update, Master Plan for Aging initiatives, policy priorities, DHCS and CMS matters, upcoming meetings/events, and other business.

Board Meeting: Usually 60-90 minute meeting via Zoom, generally meets quarterly + as needed (approximately 8 meetings per year). Attended by the Board member and occasionally one senior staff person. Voting can only be done by board member, proxy voting not allowed.

Quarterly Member Meeting: 120 minute meeting via zoom (until further notice), held quarterly in conjunction with the quarterly Member Meeting. When not in a public health emergency, this is typically held in-person in Sacramento. Attended by CEOs, Executive Directors, PACE Directors, and often CFOs, CMOs, and lobbyists. Led by Peter Hansel, CalPACE CEO, and Eileen Kunz, CalPACE Chair. The meeting includes updates from all PACE organizations in California and covers current issues/concerns/questions to discuss with DHCS and CMS later in the day.

Quarterly Regulator Meeting: 120 minute meeting via zoom (until further notice), held quarterly in conjunction with the quarterly Member Meeting. When not in a public health emergency, this is typically held in-person in Sacramento. Same attendees as member meeting, plus high level staff from CMS and DHCS.

Quarterly Public Policy Meeting: 60 minute meeting via zoom. Attendance open to all operational members, associate members, and affiliate (vendor) members of CalPACE. Generally a repeat of the most recent monthly member meeting.

COVID-19 leadership meetings: 60 minutes meeting via zoom. Held on the 1st and 3rd Thursday of each month from 4:00pm to 5:00pm. Attendees include CEOs, CMOs, PACE Directors, and other senior leaders from PACE orgs throughout California. Topics include PO updates, info on COVID-19 metrics, vaccinations, and other concerns as needed.

*Cal*PACE

Meeting Minutes

To view CalPACE Meeting Minutes, please visit www.calpace.org/boardaccess



Approved FY20-21 Operating Budget

REVENUE:

	\$
Full Membership	536,000
Associate Membership	28,750
Affiliate Membership	43,500
ISAT fee	12,000
Sponsorships	-
Event - Affliitate	3,000
Event - Meet and Greet	52,500
Event - Retreat	
Operating revenue - Subtotal	675,750
Strategic initiative - PACE 2.0	23,250
Strategic initiative - Brand	27,500
Strategic initiative - SNP	-
Strategic initiative revenue - Subtotal	50,750
TOTAL REVENUE	726,500

SALARIES:

Executive Director	145,500
Vice President of Operations	88,200
Admin Asst./Public Policy Analyst	25,000
Merit pool	23,000

TOTAL SALARIES	281,700
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Employee benefits	32,467
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TOTAL EMPLOYEE BENEFITS	32,467
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Payroll taxes	<u>22,797</u>
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TOTAL PAYROLL TAXES	<u>22,797</u>
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TOTAL SALARY & FRINGE BENEFITS	336,965
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Contracted Services:

Lobbying	93,076
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Public Relations	40,000
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Consultant - Other	25,000
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Legal	24,000
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Actuarial	20,000
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Website Design	13,500
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Audit/Tax	10,000
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Accounting	9,000
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I-SAT - Other	1,800
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Strategic planning consultant	-
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Administrative services	5,100
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Marketing	<u>-</u>
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241,476

Brand development	27,500
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SNF Feasibility	-
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PACE 2.0	<u>46,500</u>
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74,000

Subtotal	315,476
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TRAVEL & TRAINING:

Travel and Entertainment	9,700
Training and Conferences	5,600
Subtotal	15,300
TOTAL PROGRAM & TRAVEL EXPENSE	330,776
 GENERAL OFFICE & ADM EXPENSE	
Board retreat	50,000
Affiliate meeting	20,000
Dues and subscriptions	14,500
Office rent	13,380
IT	6,720
Telephone	4,740
Insurance	2,900
Fees and licenses	2,600
Printing	500
Supplies	500
Strategic planning	-
Rent - Facility	-
TOTAL GENERAL OFFICE & ADM EXPENSE	115,840
 OTHER EXPENSES:	
Catering	5,500
Depreciation	3,000
Contributions and Gifts	2,800
Postage	100
TOTAL OTHER EXPENSES:	11,400
TOTAL OPERATING EXPENSES	794,981
NET SURPLUS (DEFICIT)	\$ (68,481)
 Unrestricted net assets, Beg of Year	233,847

Projected net surplus

(68,481)

**Projected unrestricted net assets, End of
Year**

**\$
165,366**

Days cash on hand BOY

147

Days cash on hand EOY

116

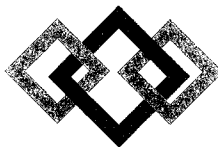
CALPACE

FINANCIAL STATEMENTS
FOR THE YEAR ENDED
JUNE 30, 2020

WITH
INDEPENDENT CERTIFIED PUBLIC
ACCOUNTANTS' AUDIT REPORT

CALPACE
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JUNE 30, 2020

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INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS' AUDIT REPORT

To the Board of Directors
CalPACE
Sacramento, California

Report on the Consolidated Financial Statements

We have audited the accompanying financial statements of CalPACE, which comprise the statement of financial position as of June 30, 2020, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

Auditors' Responsibility, continued...

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion the financial statements referred to above present fairly, in all material respects, the financial position of CalPACE as of June 30, 2020, and the changes in their net assets and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a horizontal line and a small upward tick.

Sacramento, California
December 18, 2020

CALPACE
STATEMENT OF FINANCIAL POSITION
JUNE 30, 2020

ASSETS

Current Assets

General Checking	321,233.10
Receivables - Other	7,350.00
Prepaid Expenses	701.78

Total Current Assets	329,284.88
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Fixed Assets

Furniture & Equipment	14,455.00
Less: Accumulated Depreciation	(6,195.09)

Net Fixed Assets	8,259.91
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Total Assets	337,544.79
---------------------	------------

LIABILITIES & NET ASSETS

Current Liabilities

Accounts Payable	53,460.00
Accrued Expenses	27,586.68
Deferred Revenue	16,700.39

Total Current Liabilities	97,747.07
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Net Assets

Unrestricted	239,797.72
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Total Net Assets	239,797.72
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Total Liabilities & Net Assets	337,544.79
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CALPACE
STATEMENT OF ACTIVITIES
FOR THE YEAR ENDED JUNE 30, 2020

	YEAR-TO-DATE AMOUNT	Y-T-D RATIO
Revenues		
Membership	575,625.00	78.21
Sponsorship	4,575.00	0.62
Strategic planning & brand development	87,900.00	11.94
Membership events	61,900.00	8.41
ISAT Fees	6,000.00	0.82
Total Revenues	736,000.00	100.00
Expenditures		
Program activities	543,548.03	73.85
Supporting activities	166,171.03	22.58
Total Expenditures	709,719.06	96.43
 Increase (Decrease) in Unrestricted Net Assets	 26,280.94	 3.57
 Net Assets:		
Beginning of year	213,516.78	
End of year	239,797.72	

CALPACE
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JUNE 30, 2020

	CalPACE	Management and General	Total
Accounting	10,260.00	0.00	10,260.00
Catering	0.00	15,649.96	15,649.96
Contractual	35,714.82	0.00	35,714.82
Contributions	0.00	1,127.30	1,127.30
Depreciation	1,713.21	428.30	2,141.51
Insurance	0.00	2,798.50	2,798.50
Legal	39,000.00	0.00	39,000.00
License and fees	2,112.85	0.00	2,112.85
Lobbying	88,644.00	0.00	88,644.00
Management contract	5,100.00	0.00	5,100.00
Membership	0.00	8,429.57	8,429.57
Miscellaneous	0.00	48.23	48.23
Payroll taxes and fringes	30,914.01	7,728.51	38,642.52
Postage & Printing	0.00	250.20	250.20
Public relations	4,900.00	0.00	4,900.00
Rent	0.00	11,145.00	11,145.00
Retreat	0.00	45,426.47	45,426.47
Salaries & employee leasing	216,529.02	49,259.62	265,788.64
Strategic planning	91,151.35	0.00	91,151.35
Supplies	0.00	1,879.72	1,879.72
Technology	0.00	5,096.99	5,096.99
Telephone	0.00	4,725.65	4,725.65
Training and conference	2,467.20	0.00	2,467.20
Travel & meetings	13,861.57	12,177.01	26,038.58
Website	1,180.00	0.00	1,180.00
Total	543,548.03	166,171.03	709,719.06

CALPACE
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2020

Cash Flows from Operating Activities:

Change in Net Assets 26,280.94

Adjustments to Reconcile Change in Net Assets

to Net Cash Provided by (Used in) Operating Activities:

Depreciation 2,141.51

Change in Operating Assets and Liabilities:

Receivables (5,085.98)

Prepaid Expenses (8.50)

Accounts Payable (26,275.57)

Accrued Expenses 5,855.15

Deferred Revenue (10,800.00)

Net Cash Provided by (Used in) Operating Activities (7,892.45)

Cash Flows from Investing Activities:

Purchase of Property and Equipment (8,434.60)

Net Cash Provided by (Used in) Investing Activities (8,434.60)

Net Increase (Decrease) in Cash (16,327.05)

Cash, Beginning of Year 337,560.15

Cash, End of Year 321,233.10

Taxes Paid 0.00

Interest 0.00

Note 1 - Nature of Organization

CalPACE, the California PACE Association, is a California nonprofit mutual benefit corporation and is granted tax-exemption status under Internal Revenue Code Section 501(c)(6) and California Revenue and Taxation Code Section 23701e. The specific purpose of CalPACE is to promote expansion of comprehensive health care services to the frail and elderly in the State of California through the Program of All-inclusive Care for Elderly (PACE). CalPACE additional purposes are to support, maintain, safeguard and promote through education and advocacy the PACE model of care and to promote quality health care services for the elderly in the state of California.

CalPACE was officially incorporated in August 2007 by four existing California PACE programs, which have been in operation for several years. Currently there are sixteen operational PACE programs in California and they are:

AltaMed PACE – Los Angeles
Brandman Centers for Senior Care – Los Angeles
CalOptima PACE – Orange County
Center for Elders' Independence – Alameda, Contra Costa
Family Health Centers of San Diego – San Diego
Gary & Mary West PACE – San Diego
InnovAge Greater CA PACE – Riverside, San Bernardino
Innovative Integrated Health – Fresno, Kern, Tulare
LA Coast – Los Angeles
On Lok PACE – San Francisco, Alameda, Santa Clara
Pacific Pace – Los Angeles
Redwood Coast PACE – Eureka
San Diego PACE – San Diego
St. Paul's PACE – San Diego
Stockton PACE – San Joaquin, Stanislaus
Sutter SeniorCare PACE – Sacramento

CalPACE has three categories of membership: (1) Full membership is available to fully operational organizations that have been designated as a PACE program by the state of California, operates in California and is a member of the National PACE association; (2) Allied Organization membership, which is available to fully operational organizations that have been designated as a PACE program by the state of California, operates in California and is not a member of the National PACE Association; and (3) Associate membership is available to organizations that are in the process of becoming a PACE provider or have demonstrated interest in becoming a PACE provider, with this category being further split into (a) Associates exploring PACE and (b) PACE application approved.

Cash and Cash Equivalents

For cash flow reporting purposes, cash and cash equivalents include highly liquid investments with maturities of three months or less when purchased.

Note 2 - Summary of Significant Accounting Policies

Cash and Cash Equivalents

For cash flow reporting purposes, cash and cash equivalents include highly liquid investments with maturities of three months or less when purchased.

Liquidity Management

The Association's financial assets available within one year of the balance sheet date for general expenditure are as follows:

Cash in Bank	321,233.10
Accounts Receivable	7,350.00
Accounts Payable	(53,460.00)
Total	275,123.10

As part of the Association's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities and other obligations come due. The Association has a goal to maintain reserves, which consist of cash and short-term investments, on hand to meet 90 days of normal operating expenses, which are, on average approximately \$145,000.00. To help manage unanticipated liquidity needs the Association maintains credit cards which can be used in the event of an unanticipated liquidity need.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts based on its assessment of current status of collectability. Management has assessed based on past experience and member correspondence that all receivables are collectible, and as such no allowance for doubtful accounts has been accrued.

Property, Equipment and Leasehold Improvements

Any assets purchased with a useful life of over one year and a purchase price greater than \$1,000.00 are capitalized. Property and equipment are valued at cost and depreciated using the straight-line method over the estimated useful lives of the assets. Depreciation expense charged to operations in the accompanying financial statements for the year ended June 30, 2020 was \$2,141.51.

Note 2 - Summary of Significant Accounting Policies (continued)

Income Taxes

The Association is exempt from income taxes under Internal Revenue Code Section 501(c)(6) and California Revenue and Taxation Code Section 23701e. CalPACE is required to file annual information returns with the Internal Revenue Service and the California Franchise Tax Board. Management has considered its tax positions and believes that all the positions taken on its federal and state returns are more likely than not to be sustained upon examination. The federal and state taxing authorities generally can examine the tax returns for three years and four years after they are filed.

Financial Statement Presentation

The Association presents its financial statements in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 958, Subtopic 205, *Not-for-Profit Entities - Presentation of Financial Statements* (FASB ASC 958-205). On August 18, 2016 the FASB issued ASU 2016-14 Not-for-Profit Entities (Topic 958) Presentation of Financial Statements of Not-for-Profit Entities. Under the amended FASB ASC 958-205, the Association is required to report information regarding its financial position and activities according to two classes of net assets: net assets without donor restriction and net assets with donor restriction. The Association has no net assets with donor restrictions.

Functional Expenses

The costs of providing program services and supporting services have been summarized on a functional basis on the statement of functional expenses. Management has elected to use the following functional allocations: CalPACE as program services and General & Admin as supporting services. Indirect costs are allocated amount program and supporting services based on the percentage of time spent by employees providing such services. Currently the employees spend 80% of their time on program activities and 20% on supporting activities.

Going Concern

In August 2014, FASB issued ASU 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern (Subtopic 205-40). This ASU requires management to evaluate whether there are conditions or events, considered in the aggregate that raise substantial doubt about the entity's ability to continue as a going concern, which was previously performed by the external auditors. Management is required to perform this assessment for both interim and annual reporting periods and must make certain disclosures if it concludes that substantial doubt exists. The adoption of this standard by management did not have any effect on the combined financial statements, as management has concluded that substantial doubt does not exist with regard to the Association's ability to continue as a going concern.

CALPACE
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2020

Note 3 - Office Support Contract

On July 1, 2014 CalPACE entered into an agreement with Leading Age California (LAC) for LAC to provide general office facilities, payroll, benefit and office support services as well as office space with existing furniture within the LAC office located at 1315 I Street, Suite 100, Sacramento, CA. This contract was for the period from July 1, 2014 through June 30, 2015 and automatically renews every twelve months, unless either party gives notice of its intent to terminate 60 days prior to renewal. CalPACE shares office space and members of management with LAC, a related party.

The fixed monthly fee is \$2,693.00. Services requested not covered by the fixed monthly fee are billed hourly and requested equipment/supplies are billed at cost. CalPACE staff are CalPACE employees even though the payroll is administered by LAC.

Costs associated with the office support contract as of June 30, 2020 are as follows:

Rent	11,145.00
Telephone	2,580.00
Accounting and administrative support	13,860.00
Information Technology	3,533.30
Total	31,118.30

CalPACE also reimburses LAC monthly for expenses paid on behalf of CalPACE employees, which include salaries, health and other fringe benefits, payroll tax and workers compensation.

Costs paid to LAC for employee expenses as of June 30, 2020 are as follows:

Salaries	241,851.44
Employee leasing	19,490.55
Health insurance	10,153.28
401(k) Match	8,730.00
Payroll taxes	18,739.25
Worker's compensation	1,019.99
Total	299,984.51

CalPACE offers certain full-time employees who qualify the opportunity to contribute to a 401(k) defined contribution plan. CalPACE offers to match a percentage of the employee contributions to the plan. Employer contributions to the plan for the year ended June 30, 2020 were \$8,730.00.

Note 4 - Revenue

Membership & Affiliates

The annual membership fee for Full members and Allied Organizations is a share of CalPACE's annual budgeted expenses with a minimum of \$15,000.00 and a maximum of \$80,000.00 based on the annual revenues of the member PACE programs. The fee for the Associate members is based on the state of their PACE progress and ranges from \$3,750.00 to \$12,500.00. Affiliates pay a fee of \$2,500.00 for benefits associated with the affiliation.

Strategic Planning

CalPACE has engaged in a strategic planning program to help assess the Medicare Advantage Special Needs Plan as a growth opportunity for CalPACE members and increase PACE program awareness among eligible PACE recipients in California. Certain program members have agreed to reimburse CalPACE for the expenses associated with these programs.

Events

CalPACE holds an annual retreat for full PACE members and a meet and greet for associate and affiliate members in an effort to facilitate communication and networking amongst PACE programs, associate members and affiliates. Small fees are collected for non-board member attendees at the annual retreat, and members pay a registration fee for the meet and greet.

Note 5 - Concentration of Risks

Credit Risk

The Federal Deposit Insurance Corporation (FDIC) insures the cash balances in banks up to \$250,000.00 per customer per bank. CalPACE's bank balance was \$115,875.47 above FDIC insured limit as of June 30, 2020.

Concentration of Member Dues

CalPACE's major source of revenue is from membership dues which accounted for 78.21% of the gross revenue for the current fiscal year. Of the dues collected the two largest members were AltaMed at 13.90% and On Lok at 13.90%. The next two largest members paid 15.35% of the total dues combined.

Note 6 - Subsequent Events

The management of CalPACE has reviewed the results of operations and evaluated subsequent events for the period of time from its year end June 30, 2020 through December 18, 2020, the date the financial statements were available to be issued, and have determined that no adjustments are necessary to the amounts reported in the accompanying financial statements nor have any subsequent events occurred, the nature of which would require disclosure.

*Cal*PACE

Lobbying Expenses

18% of dues paid to CalPACE is estimated be allocated to lobbying and political activities in the 2020 year.

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

► Go to www.irs.gov/FormW9 for instructions and the latest information.

Print or type. See Specific Instructions on page 3.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. CaIPACE	
	2 Business name/disregarded entity name, if different from above	
	3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes. ☐ Individual/sole proprietor or single-member LLC ☐ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ► _____ Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner. ☒ Other (see instructions) ► Not-for-profit association	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <i>(Applies to accounts maintained outside the U.S.)</i>
	5 Address (number, street, and apt. or suite no.) See instructions. 1315 I Street, Suite 100	Requester's name and address (optional)
	6 City, state, and ZIP code Sacramento, CA 95814	
7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number									
			-				-		
or									
Employer identification number									
2	6		-	1	1	6	9	8	3
									0

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person ► 	Date ► 01-25-2021
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding, later.



PACE Organization Responsibilities

Data Metrics

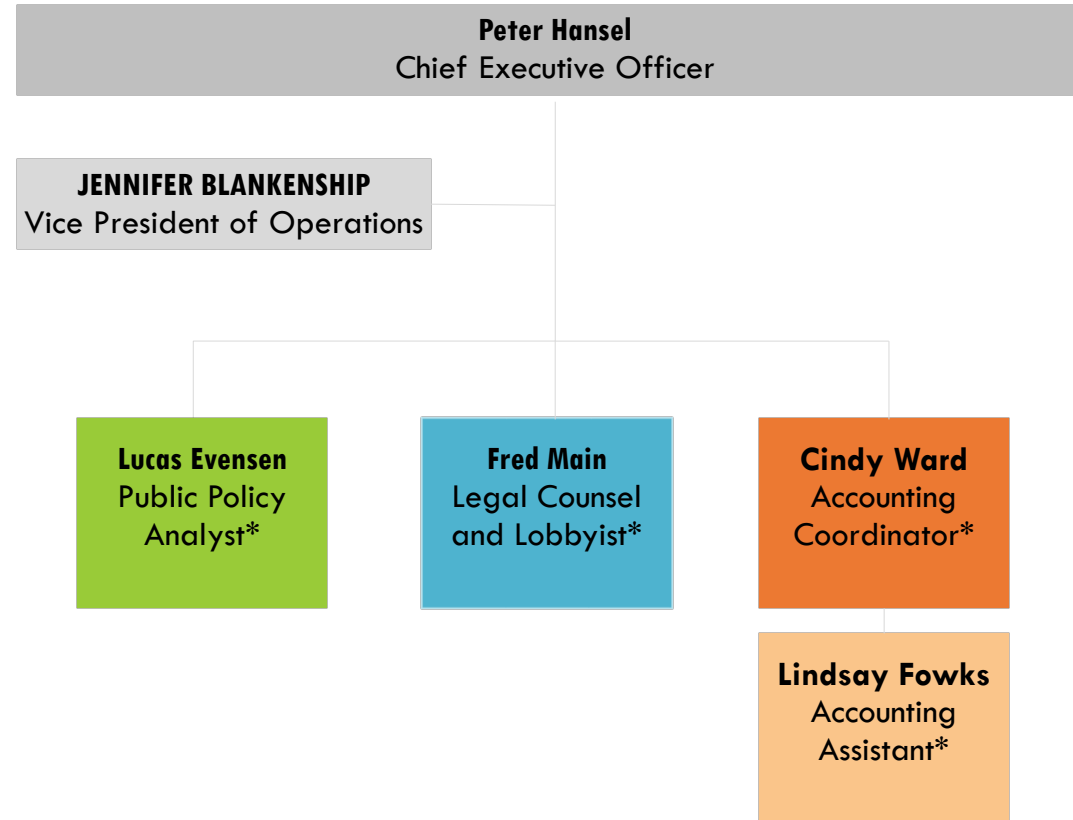
PACE organizations submit routine data metrics to CalPACE. Below, please find a table of typical measures and due dates collected by CalPACE.

Measure	Due
Census	Quarterly on the first day of Jan., Apr., Jul., Oct.
Center and ACS Locations	Bi-annually on January 30 and July 30
Contact and Distribution List	Update as necessary
COVID-19 Metrics	Monthly on the first day
I-SAT Metrics	Annually by January 30
Standard Quality Metrics	Annually by July 30

I-SAT Participation

PACE organizations are asked to utilize the I-SAT tool, designed by CalPACE, to measure participant, family, and caregiver satisfaction. Reports of the annual survey are included in the collection of standard quality metrics by July 30 each year and used in CalPACE fact sheets and promotional materials to demonstrate high satisfaction.

*Cal*PACE ORGANIZATION CHART



*Part-time support, under contract



Contact List - Staff and Key Contractors*

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Email: fred@clearadvocacy.com

Lindsay Fowks, Accounting Coordinator*

Office: 916-469-3373

Email: accounting@calpace.org



Staff Job Descriptions

Chief Executive Officer

Reporting the Executive Committee, the Chief Executive Officer (CEO) provides the leadership, vision, and direction for all activities associated with the CalPACE mission. Collaborates with the Board to refine and implement the strategic plan while ensuring that the budget, staff, and priorities are aligned with CalPACE's core mission. Cultivates a strong and transparent working relationship with the Board and ensures open communication about the measurement of policy, financial, programmatic, and impact performance against stated milestones and goals. Oversees the financial status of the organization including developing long and short range financial plans. Acts as the figurative head of the organization when communicating with government entities and the general public. Approves agreements and contracts for the organization. Ensures adherence to all applicable laws and regulations regarding lobbying and political contributions.

Vice President of Operations

Reporting to the CEO, the Vice President of Operations manages overall operations. Oversees board administration, membership, committees and workgroups, fundraising, IT, accounting, education, projects, initiatives, and public relations. Plans, coordinates, assigns, and monitors performance and coaches, mentors, trains employees and contractors on best practices for the dual goals of meeting association goals and employee/contractor career development. Collaborates with CEO on strategic plan development and implementation. Negotiates agreements and contracts for the organization. At the direction of the Board, acts on behalf of the association in the CEO's absence.