

zoonie

The logo for Summit Health Management features the words "SUMMIT HEALTH" in a serif font above "MANAGEMENT" in a sans-serif font. A thin orange arc is positioned above the text, and a small black dot is placed above the letter "I" in "SUMMIT".



**Chief, Organized Delivery Systems and
President, Summit Select**

Berkeley Heights, New Jersey

Position Specification

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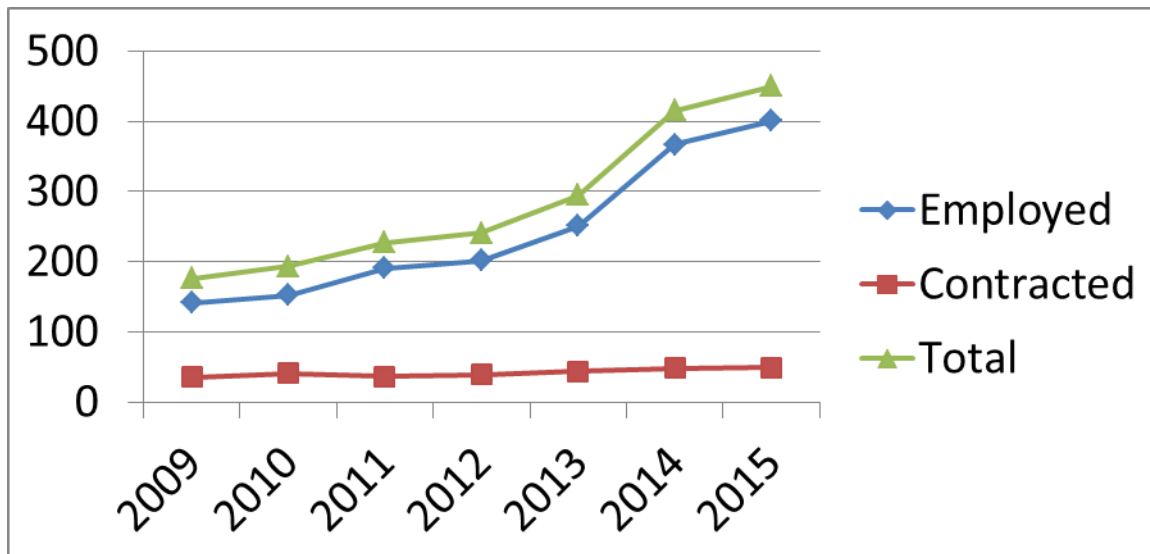
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I. BACKGROUND ON THE SUMMIT MEDICAL GROUP:

Summit Medical Group (SMG) has provided high quality medical care to residents of New Jersey since 1929 when Dr. William H. Lawrence and Dr. Maynard G. Bensley organized SMG “...for the dual purpose of efficient care of the ambulatory sick and direct saving of finance (for patients).” Despite tremendous growth and changes in health care delivery models over the years, over 85 years later SMG’s mission remains the same - - patient-centered, outcomes-focused care at lower cost to the sick and well populations for whom SMG is accountable.

Proud to carry out Dr. Lawrence’s and Dr. Bensley’s vision for health care, SMG is recognized as one of the most rapidly growing, innovative, and successful healthcare organizations in the region. SMG is a for-profit, physician-owned and governed multispecialty medical practice with over 620 providers and 2,100 employees who support more than 74 medical specialties.

The Group has experienced tremendous growth in recent years. The following demonstrates SMG’s physician growth over the last six years:



While several of these physicians are recent fellowship graduates, the majority are physicians who already practice in New Jersey and were acquired by SMG. The turnover rate of physicians at SMG is less than 1% per year (excluding geographic relocation and retirements).

SMG enjoys an attractive payor mix of approximately 75% commercial and 25% Medicare (currently non-participating in any Medicaid programs). Summit Medical Group currently has over 450,000 active patients, including over 80,000 Attributed Patients.

SMG’s headquarters are based at its state-of-the-art, 42-acre main campus in Berkeley Heights. In addition to the main campus, SMG provides care in 66 other locations in the nine northern counties of New Jersey. In 2015, SMG opened two additional campuses. SMG’s new campus in Florham Park, a four-story, 100,000 square foot facility, offers more than 20 medical specialties and services in one convenient location. SMG’s new location in Livingston is a 50,000 square

foot facility currently housing 23 medical specialties. Both facilities house a high acuity urgent care center, a “fast track” walk-in center for lower acuity medical issues, pediatric after hours services, licensed imaging facilities which include CT, MRI and mammography.



Florham Park Campus



Livingston Campus

In 2016, SMG is also breaking ground on a state-of-the-art 130,000 square foot cancer center co-branded with MD Anderson, a first of its kind relationship between an internationally renowned cancer center and a privately owned physician medical practice.

SMG identifies best treatments and practices for patients, and is uniquely positioned to offer patients access to an exceptionally wide range of specialties, state-of-the-art diagnostics and technologies, and leading-edge treatments. SMG’s physicians are leaders in their respective fields and are consistently named among the top doctors in the state, with many SMG physicians holding faculty positions at area medical schools.

The SMG Model of Care

Summit Medical Group’s commitment to staying at the forefront of medical care is underscored by its three guiding principles:

Patient-focused care, which we achieve by:

- Empowering patients to take control of their health and health care through educational opportunities as well as our Web-based patient portal, which provides access to patient information
- Ensuring that physicians and staff are responsible and provide continuity of care for each patient
- Developing collaborative relationships with patients, particularly those challenged with navigating the health care system

Efficient, well-coordinated, comprehensive, convenient, and prompt care, which we achieve by

- Ensuring timely access to all care
- Continually expanding clinical services to meet patients’ growing needs
- Coordinating care through centralized scheduling, care managers, and health care navigators who streamline care for patients requiring complicated disease management
- Offering multiple convenient satellite locations for greater accessibility

High-quality care and value to our patients, which we achieve by

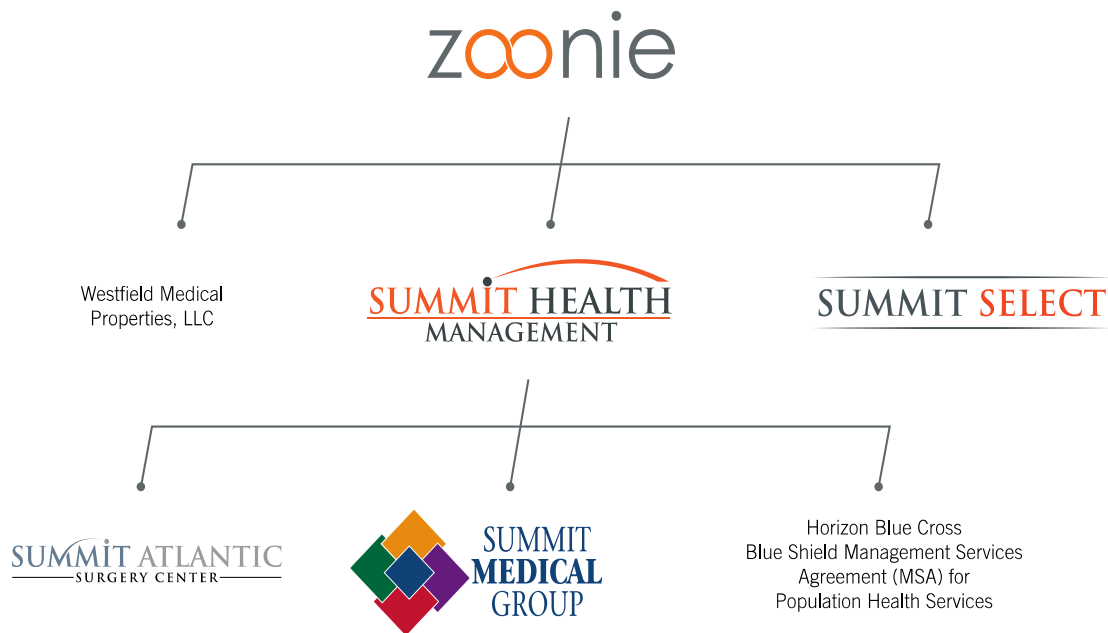
- Employing integrated teams of highly skilled experienced practitioners from multiple specialties
- Cultivating the highest standards of care by monitoring and improving clinical quality, patient safety, and patient satisfaction
- Developing cost-effective medical homes and disease management programs that utilize proven methods to enhance patient outcomes
- Utilizing a sophisticated electronic health record (EHR) and electronic prescribing program that maintains patient privacy and expedites the exchange of information by allowing our caregivers to access patient information from any location

SMG was listed yearly in NJBiz's "Top 50 Fast Growing Companies in New Jersey" from 2008 through 2014. It has also been featured in the Modern Healthcare Program "2012 Healthcare's Hottest" list. In 2015, SMG/SHM's Chairman and CEO, Dr. Jeffrey LeBenger, was awarded the prestigious EY "Entrepreneur of the Year" award in the healthcare sector in New Jersey, and was also named "Healthcare Professional of the Year" by NJBiz. In addition, in 2016, Dr. Le Benger was ranked #8 on NJBiz's "Most Powerful People in Healthcare in the State of New Jersey." SMG has been a recipient of the NJBiz Corporate Citizen of the Year Award.

II. ORGANIZATIONAL SUMMARY**Zoonie, LLC**

In 2013, SMG determined it would separate its management and population health services from its medical practice and formed Zoonie, LLC, a New Jersey limited liability company. Pursuant to a private offering held in December, 2013, approximately 130 SMG shareholders, as well as certain members of the C-Suite, capitalized Zoonie in an amount exceeding \$20 Million Dollars. Effective January 1, 2014, over 350 non-clinical employees were transferred from SMG to Summit Health Management, LLC (described below in more detail) for the purpose of providing physician leadership and governance services, revenue cycle management services (including coding compliance services), population health management services and operations management services to SMG and other entities throughout the country.

Currently, Zoonie is the holding company for the following entities: 1) Summit Health Management, LLC, a population health and practice management company; 2) Westfield Medical Properties, LLC, a real estate company; and 3) Summit Select, LLC, an entity with a pending application to the New Jersey Department of Banking and Insurance to become a licensed organized delivery system ("ODS").



Zoonie’s governance structure includes a Chairman, a Lead Director, two Directors from Summit Medical Group and three other Directors. The Independent Directors chair the Audit and Compensation Committees of the Board.

The Zoonie Management Team currently includes Dr. Jeff LeBenger, Chairman and CEO, Karen Graham, Chief Operating Officer, Rebecca Levy, Chief Legal Officer, Robert Booth, Chief Financial Officer, Lynn Lang, Chief Strategy and Business Development Officer and Aimee Vadyak, Chief Human Resources Officer. Each of these members of the management team also fulfills these roles on behalf of Summit Medical Group as well.

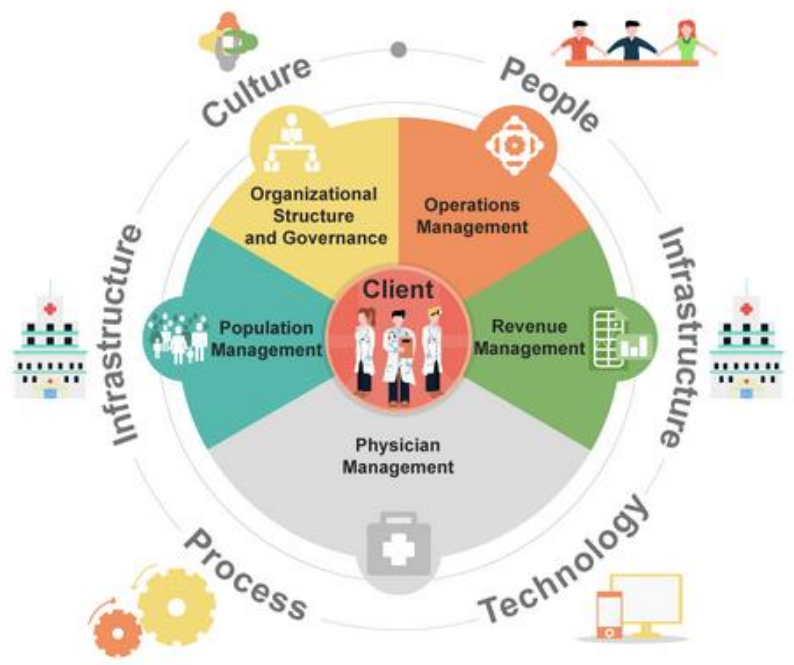
Currently, Zoonie has approximately 130 shareholders and anticipates doing an additional offering at the end of 2016. This offering will be open to Shareholders of Summit Medical Group and the C-Suite of Zoonie.

Summit Health Management, LLC Overview

Leveraging and building upon SMG’s strengths in practice management and practice transformation, SMG created Summit Health Management in 2013 as an enterprise solution and management services company. Summit Health Management provides organizational structure and governance, operational, revenue, physician, and population health management to Summit Medical Group and offers similar management services to medical groups and healthcare organizations around the country.

Summit Health Management's practice management services are focused in five discrete but inter-related categories essential to running a successful, enterprise-scale medical group. These services include:

- Organizational Structure and Governance
 - Form vs. function analysis
 - Decision-making and communication
 - Board/management evaluation
 - Leadership style and capabilities
- Operations Management
 - Staff performance/training
 - Technology and supporting infrastructure management
 - Clinical and financial systems and progress
 - Strategic real estate development
- Revenue Management
 - Revenue cycle optimization
 - Contracting
 - Coding
 - Regulatory compliance
- Physician Management
 - Physician compensation
 - Performance dashboard
 - Recruitment and retention
 - Credentialing
- Population Management
 - Care management models
 - Clinical intelligence
 - Quality reporting
 - Strategic clinical programs



SHM has invested aggressively in infrastructure and services necessary to transition SMG physicians from fee-for-service to fee-for value. We have a proven track record of superior care outcomes and a demonstrated ability to bend the cost curve by employing a data-driven approach and leveraging national best practices that enable SHM to provide clients a solution to their population health management needs.

SMG and SHM, together, demonstrate convincingly that a for-profit multispecialty medical group in a state (New Jersey) that has been among the slowest to adopt healthcare reform can embrace patient-centered reforms to become a high-performing health system with outcomes and cost savings similar to those of large integrated not-for-profit healthcare systems in states at the forefront of healthcare reform.

In addition to the successful management of SMG, SHM also manages the Summit Atlantic Surgery Center, LLC (a joint venture ambulatory surgery center between SMG and Atlantic

Health System). Further, in 2015 SHM entered into a contract with Horizon Blue Cross Blue Shield to provide population health services to members of its “OMNIA Health Alliance”.

The most important challenge was—and still is—the highly fragmented and competitive healthcare environment of our region, making care coordination and management across the continuum of care significantly more difficult. Despite this, the SHM leadership is successfully changing SMG’s physician culture from traditional fee-for-service to a fee-for-value model with a strategic combination of intensive leadership, development and an ever-evolving physician compensation model that increasingly rewards value over productivity.

Summit Select, LLC

Summit Select was formed to obtain licensure from the New Jersey Department of Banking and Insurance (DOBI) as an Organized Delivery System that will offer value based products in New Jersey. Summit Select will be an integrated entity offering risk and gain sharing commercial and Medicare Advantage products as well as ensuring the success of other value based/population health initiatives. Summit Select will provide capabilities to oversee networks which include leading health systems, take risk/gain sharing from health plans and provide a high-quality, affordable organized delivery system for the market. Summit Select is a key part of Zoonie’s overall strategy direction.

Strategic Direction

Over the past ten years, Summit Medical Group has embraced patient-centered healthcare reforms, and is approaching the halfway point on its journey from traditional fee-for-service (FFS) to fee-for-value (FFV). These efforts, particularly in transforming its physician culture and clinical model, have already proven successful in enhancing SMG’s cost, utilization, and quality metrics. These ongoing strategic efforts are integral to Summit’s vision of providing patient-centered, outcomes-focused care at lower cost to the sick and healthy populations for whom SMG is accountable.

III. COMMUNITY DESCRIPTION

Summit Medical Group’s main campus is located in Berkeley Heights, New Jersey (North-Central New Jersey) with satellite locations in Bayonne, Bridgewater, Millburn, Montclair, Morristown, New Providence, Short Hills, Springfield, Verona, Warren, West Orange, Cedar Knolls, Livingston, Union, Riverdale, Nutley, Clifton, Glen Ridge, and Westfield. The primary service area for SMG is approximately a twenty (20) mile radius around Berkeley Heights. This includes some of the most affluent cities in New Jersey including Short Hills, Morristown and Somerset.

Approximately 30 minutes from Manhattan, this area is known for its scenic beauty and attractive lifestyle. It is home to some of the best schools in the U.S. as well as the nationally known Visual Arts Center of New Jersey. The area is a hub for leading global and national corporations. A significant number of Fortune 100 companies are headquartered nearby,

including Medco, Johnson & Johnson, Prudential, Merck, and Honeywell. More information about Berkeley Heights and other communities in the North Central New Jersey Area can be found at these websites:

www.berkeleyheightstwp.com

www.ci.summit.nj.us

www.millburn.com

www.warrennj.org

www.westfieldnj.govoffice2.com

IV. POSITION SUMMARY

Title: Chief, Organized Delivery Systems and President, Summit Select

Reports to: Dr. Jeff LeBenger, President and CEO, Summit Health Management

The Chief, Organized Delivery Systems and President, Summit Select will be accountable for the development, implementation, and ongoing oversight of organized delivery systems. He/she will be charged with ensuring the success of Summit Select as an integrated entity offering risk and gain sharing contracts for commercial and Medicare Advantage products as well as ensuring the success of other value based/population health initiatives. In alignment with the Zoonie CEO and C-Suite, he/she will successfully lead/oversee a network of leading health systems that takes risk/gain sharing from health plans, effectively carries out the functions for population health management, and provides a high-quality, affordable option in the market. The person will have full responsibility for developing and growing Summit Select in accordance with its guiding principles and business plan. He/she will play a key role in the development and implementation of corporate strategies and plans for all value based/population health/ODS products.

The person will build and oversee a small, cohesive and high-performing team. Direct reports will include the Senior Vice President for Population Health & Quality (Jamie Reedy, MD MPH) a Director of Contracts/Networks (TBD) and a Director of Analytics (TBD). He/she will have oversight and responsibility for management functions including marketing, product development, clinical analytics, claims processing, enrollment, member services and regulatory through either the development/use of internal capabilities (purchased from Summit Health Management), hiring of outsourced service providers or from services through partnership with health plans.

Overall categories under the responsibility of this position include:

- Management staff and support
 - Small team, system resources through SHM
- Network
 - Develop strong, productive relationships between Summit provider organizations and with health plans including contract negotiation

- Medical / Clinical Integration
 - Working with the Senior Vice President for Population Health, develop a region wide integrated health system with superior quality metrics and reduced cost trends
- Finance
 - Budget, actuarial, metrics/measurement, and benefit design
- Health Information Technology and Analytics
 - EMS, claims and other data, interoperability, analytics, innovative health technologies, consumer accessibility and functionality
- Strategy
 - Strategic planning (in coordination with CEO and C-Suite); Medicare and Commercial product development, brand development, marketing
- Clinical Model Interface with CMO of Summit Health Management
- Compliance
 - CMS, HHS, DOJ, FTC and state regulatory bodies

IV. DUTIES AND RESPONSIBILITIES

Additional duties and responsibilities of the position include:

- Develop a business plan for organized delivery systems including Summit Select.
- Develop relationships with health plans targeted for partnership and successfully negotiate contracts that enable Summit Select to be attractive in the market with respect to cost and quality, while meeting profitability objectives as outlined in the Business Plan. Give particular focus to SMG's agreement with Horizon and making that a success.
- Create an IPA network to support Summit Select in nine counties in northern New Jersey to support ODS agreements;
- Foster and maintain open and effective relationships with key stakeholders including Boards of participating hospitals and medical groups, participating and potential provider organizations, health plans, and relevant regulatory bodies;
- Enable collaborative, productive relationships between providers that empower the delivery of coordinated and accountable care to patients;
- Build and implement a shared savings model that achieves cost-efficient care and enables Summit and its partners to successfully compete in a price-sensitive healthcare market;

- Successfully develop the infrastructure and capabilities of Summit Select to enable rapid scaling while maintaining an efficient organizational structure to support different value based clinical models;
- Achieve targeted levels of clinical and financial integration between Summit Select members to empower efficient care coordination and ensure regulatory compliance;
- Implement the use of evidence-based protocols and decision support tools to align treatment with the patient's needs;
- Advance the use of health information technology/analytics that enables coordination of care, patient access, and supports quality;
- Lead with a patient-centric mindset, with priority on providing the high-quality, affordable option in the market;
- As a member of the Zoonie executive team provides ODS capabilities to be part of any management services SHM may provide nationally;
- Instill a focus on transparency in quality reporting;
- Work closely with clinical team and Summit Health Management to coordinate the right clinical model with the right health plan product;
- Build and lead an organization that delivers on the vision of truly accountable care.

V. GOALS AND OBJECTIVES

Within the first 18-24 months, the successful Chair/President will have:

- Successfully achieved partnerships with one or more health plans and have begun enrolling members in January 2018;
- Built and maintained strong, trusting, and effective working relationships with the CEO and the Zoonie Team, participating and potential provider members, and relevant health plans; strengthened physician-hospital relationships and trust among partners;
- Built a strong working relationship with Horizon Blue Cross Blue Shield
- Built an IPA network (wrap around) in nine counties in Northern New Jersey to support Summit Select ODS initiatives.
- Developed a reputation as a trusted, sincere and transparent leader who can execute, is a problem solver, and drive initiatives to completion;
- Launched and met enrollment goals for commercial HMO, PPO, and Medicare Advantage products;
- Created a scalable infrastructure to support the addition of one or more health plan contracts and begin enrolling members;
- Working with the SVP, Population Health Management developed a transition of care/post-acute care strategy that enables Summit to achieve its acute care utilization

targets, including developing a network-wide coordinated referral plan that utilizes and builds internal capabilities as well as developing potential shared-risk arrangements with external providers that meet the Corporation's standards;

- Made substantive progress in establishing a strong brand that differentiates Summit Select from existing market options through the development of best-in-class healthcare products and leveraging the local market strength of participating providers;
- Built an organization characterized by successful care management, innovation, and productive relationships between participating providers and with health plans;
- Innovative utilization of coordinated care models and health technology to elevate the patient's experience of care to a new level in a tech-savvy, price-sensitive, and sophisticated consumer market;
- Instill a focus on transparency in quality reporting;
- With the VP, Population Health Management, developed and implemented evidence-based protocols and decision support tools to align treatment with the patient's needs;
- Significantly enhanced the integration of care delivery provided by Summit providers.

VI. CANDIDATE QUALIFICATIONS

The successful candidate will be a results-oriented leader with at least ten years or more of increasing responsibility in a leadership role for one or more healthcare organizations (health plans, providers doing clinical integration/capitation, ACOs), implementing the innovative payment, care management, data system, and culture change reforms needed to succeed in an accountable care marketplace. He/she will have experience at the C-suite level or in a commensurate leadership position. The successful candidate will possess at least ten years of experience in a mature managed care market characterized by capitated or other risk sharing contracts, involving hospitals and medical groups/IPAs. Undergraduate degree required; graduate degree in a relevant business or clinical discipline preferred.

Characteristics of the ideal candidate include:

- Experience overseeing the key drivers of success, including product design, medical management, payer contracting, capitation/risk arrangements, provider contracting, network development, claims processing, and regulatory relations;
- Familiarity with other areas important for the success, such as finance, actuarial analysis, member services, electronic medical records, physician compensation models, sales and marketing;
- Experience with both commercial and Medicare covered lives;
- A highly skilled relationship builder who is sincere and transparent;
- Demonstrated success in relating to and working with multiple constituencies including providers, payers, management services organizations and Boards;

- Demonstrated experience in building a business and successfully entering a market; expanding an existing business to a new geographic area; or developing a new line of business;
- Works well with healthcare providers and has a strong understanding of integrated health systems, including the financial dynamics of both acute-care facilities and physician organizations
- Comfortable working in a small (but well capitalized) organization with limited resources;
- Strong negotiation skills, particularly payor contracts;
- Creativity; the ability to succeed in a dynamic landscape and handle ambiguity;
- Someone who delegates appropriately and effectively; can lead through influence to obtain necessary resources;
- Ability to build strong relationships and communicate effectively with multiple constituents in different sectors;
- Excellent interpersonal skills working with payers, clinicians, hospitals, Board of Directors/Managers;
- Must be both a visionary champion and a detailed-oriented operator; self-directed; a believer and advocate for managed care and population health.

VII. PROCEDURE FOR CANDIDACY

Meyer Consulting has been exclusively retained to conduct this search. Applications, referrals, and inquiries should be directed to Summit's search consultants, Mike Meyer and Ryan Hubbs, via email at summitselect@meyerconsultinginc.com. We can be reached by phone at 602/321.0753 (Meyer) or 347/284.0160 (Hubbs). All communication will be treated with full professional confidentiality.