



DAVID CHIU
City Attorney

LOUISE S. SIMPSON
Deputy City Attorney

DIRECT DIAL: (415) 554-3987
E-MAIL: LOUISE.SIMPSON@sfcityatty.org

July 21, 2024

TO: Grant Colfax
Director of Health
Department of Public Health

COPY TO: Michael Gerchow
Deputy City Attorney, Acting Team Leader

Julie Van Nostern
Chief Attorney, Health & Human Services

FROM: Louise S. Simpson Deputy
City Attorney

DATE: May 10, 2024

RE: **Conditional Approval as to Form of the Guiding an Improved Dementia Experience (GUIDE) Model Participation Agreement**

The Federal Center for Medicare and Medicaid (CMS) has invited healthcare providers to participate in the CMS GUIDE pilot program that benefits dementia patients. On April 3, 2024, the City received approval from CMS to participate in the Program.

To participate, the City must sign the GUIDE Participation Agreement (Agreement). CMS requires that the City sign the Agreement by May 15, 2024. The effective date of the Agreement is the last day signed. CMS will be the final signatory. The Agreement is signed online. Because signatures will occur online, City will have no visibility into the date signed by CMS.

This signature problem potentially implicates the 10-year rule contained in Charter Section 9.118. Under Section 9.118, any Agreement in excess of 10 years requires formal approval of the San Francisco Board of Supervisors acting in its sole discretion.

The GUIDE Program “Effective Date” and “Term” sections read as follows:

Section 1.01 Effective Date

This Agreement will become effective upon the last date of signature (the “**Effective Date**”).

Section 1.02 Agreement Term

The term of the Agreement begins on the Effective Date and expires two (2) years following the last day of the Agreement Performance Period (“**Agreement Term**”) [June 30, 2032],

unless sooner terminated by CMS in accordance with Section 16.03, in which case the Agreement Term ends on the effective date of termination.

In the event that CMS “signs” before July 1, 2024, then the “Term” could be read to be somewhere between one day and 45 days longer than 10 years, triggering Charter Section 9.118 approval.

The City has asked that CMS modify the “Term” to a period less than 10 years. CMS has not responded to that request, but has otherwise advised that no changes can be made to the Agreement.

Participation in the GUIDE Program will benefit both the City and eligible City residents. The GUIDE Program aims to improve the quality of life for dementia patients and their informal/family caregivers with an approach to care delivery that prioritizes care coordination and caregiver support.

The program is focused on improving quality of life, reducing caregiver burden, and enabling people with dementia to stay in their homes longer using the pillars below:

- **Care Coordination & Management:** Patients will have an interdisciplinary team to create a person-centered care plan to understand the status of their disease, and provide continuous monitoring and care.
- **Caregiver Support & Education:** Participants must deliver caregiver support in the form of training, education, and support groups, as well as a dedicated, expert Care Navigator focused on facilitating access to the services and support they need— both clinical and non-clinical.
- **Respite Services:** Some participating caregivers will be eligible for free respite services amounting to \$2,500 per year.

The program will officially begin in July 2024 and will last eight years, with a two year claims extension. The Program officially ends on June 30 2034.

If the City participates in the GUIDE Program, the City must assemble a “GUIDE” team. CMS will pay the City a monthly amount to cover costs of the City’s GUIDE team. The City anticipates that annual incoming CMS revenue payments will total \$500,000, for a total estimated revenue amount of \$3,500,000 over the term.

Given the possibility that the Term may exceed 10 years by up to 45 days, if the City were to execute the Participation Agreement by the May 15, 2024 due date, the City runs the risk of a Charter Section 9.118 violation for the contract term and revenue generation.

If CMS signs the Agreement before July 1, 2024, DPH City should be prepared promptly to seek retroactive approval of the Participation Agreement.

This confirms that the City Attorney’s Office has reviewed the Participation Agreement and is prepared to approve the Agreement as to form on the sole condition that DPH obtains Board approval of the Agreement, retroactively if necessary, in the event CMS signs the agreement before July 1, 2024. Please maintain a copy of this approval in the contract file.