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## **Introduction of Excelsior Integrated Medical Group PLLC (EIMG)**

### **PRACTICE WITHOUT WALLS**

**Organization:** Excelsior Integrated Medical Group PLLC, a New York professional limited liability company ("EIMG"), is a clinically and financially integrated medical group that qualifies as a group practice (for purposes of the federal anti-referral prohibition, known as the Stark law), is governed by a centralized board, yet provides a meaningful level of autonomy to its operating divisions to operate efficiently and harmoniously.

EIMG considers itself a group practice without walls formed to share economic risk and administrative costs (for example, one accounting firm and law firm, one banking and benefits coordinator relationship, consolidated billing, marketing services, and group purchasing, etc.), establish ancillary services and business lines, gain access to capital and credit necessary to facilitate expansion, secure executive level resources, and apportion the cost of necessary infrastructure, equipment and technology to facilitate the delivery of quality, cost-effective medical services.

**Mission:** EIMG was formed in 2013 to be a clinically and financially integrated, multi-specialty medical practice comprised of primary care physicians and physician specialists in Manhattan, Brooklyn, and Queens, with a substantial focus in Chinatown, Sunset Park, and Flushing.

To address healthcare reform, EIMG has, as one of its threshold initiatives, committed itself and its affiliated physicians to value based medical care delivery, by enabling its physicians to share information, manage patient outcomes more effectively, collaborate to promote quality assurance, while, importantly, allowing its affiliated physicians to maintain a level of autonomy through the operation of their divisions in their prior practice settings utilizing their prior practice employees.

As part of its practice without walls initiative, EIMG operates its own laboratory, diagnostic imaging center, and seeks to procure equipment and office space that can be shared by its affiliated physicians. Importantly, EIMG is committed to corporate compliance and quality assurance, and has established committees to oversee both functions.

**Structure and Governance:** EIMG is a unified and centralized business for purposes of governance and management, including, without limitation, (a) centralized decision-making by a managerial body that maintains effective control over EIMG's affairs and business operations, and quality assurance protocols and policies, and (b) consolidated billing, accounting and financial reporting. EIMG's managerial body (the "Board") possesses the authority to establish the overall business policy and direction of EIMG.

**Establishment and Operation of Divisions:** EIMG's economic and operating model is the cost and revenue center model (each a "Division"). In this respect, each Division operates as a distinct cost center whereby income generated by the physicians affiliated with a Division, and the costs and expenses incurred by such Division, generally stay with such Division. Specifically, operational decisions internal to a Division that do not affect EIMG as a whole, will be determined by the physicians associated with that Division, subject to (compliance with applicable law) and final approval of the Board.

At present time, EIMG has over 25 PCP and physician extensors, 10 specialists, 10 divisions, 9 primary care sites, 6 other specialty sites including cardiology division, lab division, diagnostic imaging center,

house call division, and Physical therapy division, and covers over 30,000 lives, including over 100 very frail, home bound patients, in the New York Metro-area. All our PCP and primary care sites are certified Patient Center Medical Home (PCMH) level 3 and Diabetes Recognition by NCQA and DOH of State of New York.

Additional EIMG owners will be added from time to time in phases as appropriate candidates are identified.

**Corporate Documentation:** The documentation necessary to operate EIMG and facilitate the inclusion of new physicians is as follows: (a) the Operating Agreement among all EIMG members sets forth the terms and conditions under which EIMG operates and conducts its business; (b) License and Administrative Services Agreement between EIMG and each predecessor practice entity; (c) a Subscription Agreement between EIMG and each member to enable each member to purchase an equity interest in EIMG; and (d) other ancillary documents reasonably determined by EIMG's legal and business advisors necessary to facilitate the inclusion of new physicians.