



Pawnee Nation Behavioral Health Facility

Initial Term Sheet & Bridge Contract

Prepared by: Ascension Recovery Services

7/26/21



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Introduction:

July 27, 2021

Dear Pawnee Nation Council Member,

Ascension Recovery Services (Ascension RS) is pleased to present to you a simple term sheet and bridge contract for program development services for the Pawnee Nation Behavioral Health Facility. This term sheet and bridge contract will serve to define the relationship, responsibilities and initial deal terms for the first 90 – 120 days so we can begin working immediately with a goal of meeting the imminent deadlines with the State of Oklahoma related to the Certificate of Need (CON) for this behavioral health treatment facility.

As we begin our work, we will simultaneously engage with Pawnee Nation legal counsel, coordinated through Brian Kirk with Chad Smith and Scott Sipolt, and Ascension RS's legal counsel to work through all of the extensive and complex matters associated with a project of this magnitude on tribal land. We will work toward definitive agreements that articulate all aspects of the deal in a manner that is mutually agreeable and beneficial for both parties. The terms of the deal that have been presented by Ascension RS and vetted by other consulting partners are simply a path forward that will make this project work clinically and financially, however Ascension RS remains amenable to any terms that are most beneficial to the Pawnee Nation and we expect the contracting process to be very smooth.

We see projects such as this one all over the country that get stalled and never move forward, particularly because of their complex nature and the inherent need for complex contracting between unrelated parties in partnership on such a venture. We have become a leader at launching and managing successful behavioral health facilities because of our innovative approach to development, our ability to get programs funded through federal and state grant dollars, private capital and other more traditional financing means, our ability to get programs started within confines of the agreed upon budget and our ability to build census quickly while maintaining operational excellence with highest possible clinical outcomes. By using term sheets and short-term bridge contracts, we can make the necessary progress on initial development activities that give both sides a much clearer picture into the financial viability of the proposed project and lead to an easy formal contracting process where both sides get completely comfortable with all of the details of the longer-term deal. Ascension RS is mission driven and a trusted partner in the behavioral health space across the country.

Ascension RS feels completely confident in our ability to deliver to the Pawnee Nation an exceptional behavioral health facility with Pawnee Nation being paid back in full, the initial bridge loan, and not being responsible for any additional financial commitments. Further, Ascension RS is prepared to guarantee distributions to Pawnee Nation for the first 5 operating years at which point we will move into management support role as the Pawnee Nation runs the facility with our help for the next 5 years, while Pawnee Nation keeps all Net Income estimated at \$1.5MM/yr.

Pawnee Nation Behavioral Health Facility – Project Goals:

- **Cultural humility and constant learning** throughout development and operations of the behavioral health facility, with a goal of **cultural competency**
- **Project team with extensive experience working with tribal communities** affected by substance use disorder and co-occurring mental health issues in Indian Country
- **Empower the Pawnee Nation**
 - Develop and implement a behavioral healthcare job training and career development program
 - Employee Pawnee Nation members at the facility through development and ops
 - Set the Pawnee Nation up with a financially and clinically successful enterprise that they will be fully prepared to take over and run without needing ongoing support from Ascension RS
- **Community Driven Process**
 - Excellent work done to date and progress made
 - Community involvement throughout remainder of process
- Open program efficiently and expeditiously, while building a financially sustainable center
- Bring in needed capital to fully fund the development and operation of this center

Project Team – Recent Projects & Clients:

Featured Projects and Clients

























State & Federal Government

Featured Projects and Clients





















Aetna Better Health® of West Virginia

Needs for Next 90 – 120 Days:

- A. Council to approve the summary deal points listed below:
- Pawnee Nation approves the general nature of the summary plan within and attached to this term sheet / bridge contract and engages Ascension RS in pursuance of the plan as outlined in this proposal
 - Pawnee Nation puts up \$1.5MM as a note to the project making these funds immediately available to be drawn on.
 - This is so that we are not delayed when utilizing the \$3MM EDA grant. There inevitably will be expenses not covered by the EDA grant and this bridge loan will fill any gaps in funding until we receive additional state and federal grant funds, bank financing, private capital, tax credits, etc.
 - In order for us to bring this project to life, we need full access to this funding and the ability to spend the money when and how needed to effectively launch this program.
 - **See points 1 – 7 in “Next Steps After Council Approval” section below for the Scope of Work for our first 90 – 120 days.**
- B. Notes:
- a. The project team will work towards definitive long-term legal agreements spelling out all of the details of the project, and roles and responsibilities for all parties involved, and agree to work through all items to reach a favorable agreement by both Pawnee and Ascension.
 - b. Ascension RS will engage all consulting partners, including JBS International, Third Horizon Strategies, architect, engineer, etc. and will immediately launch a sophisticated and comprehensive process to open the Pawnee Nation Behavioral Health Facility withing 2 years, fully funding and operationalizing the business plan
 - c. Let it be noted that Ascension RS is bearing substantial risk through this relationship through our role in raising and pulling together the funding, guaranteeing payments to Pawnee Nation during the first 5 years, and in this arrangement where we are compensated based on financial success of the program through development and initial 5-years of operations.

Next Steps After Council Approval - Q3 2021, July – September 2021:

1. **Establish Working Group for Pawnee Nation and Project Team:**
 - A. Ascension RS will work with Brian Kirk to establish a working group including all relevant parties and committees within Pawnee Nation and Council and establish a workplan and working group schedule
 1. Working Group Sub-committees will include but are not limited to:
 - a. **Legal Working Group** – Including, but not limited to, Pawnee AG and Corporate Lawyers, Chad Smith and Scott Sipolt, other Pawnee members and/or Council members, Brian Kirk, Baker

- Tilly and Ascension RS leadership and legal counsel
- b. **Finance Working Group** - Including, but not limited to, Carol Chapman, Brian Kirk, other Pawnee members and/or Council members, Baker Tilly and Ascension RS
 - c. **Contracting Working Group** - Representatives from the **Finance** and **Legal** working groups will form a sub-committee for Pawnee/Ascension Contracting
 - d. **Medical Working Group** - Including, but not limited to, Dr. Gene Evans, other Pawnee member and/or Council members, Brian Kirk, Baker Tilly and Ascension RS leadership and legal counsel
 - e. **Facility Construction Working Group** – Brian Kirk, other Pawnee members and/or Council members, Baker Tilly and Ascension RS
 - f. **Pawnee Council** – A working group will be established comprised of point person from each of the working groups, Baker Tilly and Ascension RS for a high-level regular and recurring meeting to keep Pawnee Council members fully updated on progress, critical needs, issues needing approval and adherence to budget and timeline of the behavioral health facility development. All Council invited and welcome to join, as well as any others deemed appropriate and necessary
2. **Establish regular standing meetings / schedule for all working groups**
2. **Formal Long-term Contracting:** Ascension RS and Pawnee Nation will immediately begin working towards preparing and completing formal legal agreements for this partnership that will last for the duration of the arrangement, clearly defining all roles and responsibilities, ensuring proper protections for all parties, and making sure we are always staying in compliance with relevant Tribal Law that would govern a relationship such as this. Ascension RS understands that this is a complex process, but feel completely confident that we can develop the partnership to meet all of the needs and requirements of the Pawnee Nation.
- A. **Contracting process to commence at signing of this Term Sheet and be completed in 90 – 120 days.**
3. **Meet Certificate of Need (CON) Deadline:** There is a deadline with the State of Oklahoma in September 2021 that needs to be addressed immediately. If Council approves this term sheet & bridge contract in the July 27, 2021 meeting, Ascension RS will be able to meet the deadline. Anything beyond July 27, 2021 for approval and we likely will not meet the deadline and miss immediate funding opportunities.
- A. **CON:**
1. Ascension RS will coordinate with Pawnee Nation and the State to prepare and finalize all items required for the CON deadline in September
 - a. Engage architect for the project to finalize drawings required by the State

- b. Submit documents to the state
 - c. Schedule initial survey / approval of plans for CON
 2. Ascension RS will work with the state to get additional time, if needed, which will be possible only if we begin working with them and are able to move ahead quickly and fully
 3. Ascension RS will develop a contingency plan for obtaining CON and moving forward with construction of the facility and development of the program

B. Facility Construction:

1. Ascension RS will confirm that there is appropriate space in the initial designs for the proposed program
2. Ascension RS will work with Architect, Engineer to bring presentation plans to finalized construction documents, once CON needs have been met with the State
3. Ascension RS will assist in soliciting bids from General Contractors (GC) and ensuring the selected GC is able to meet the budgetary and timeline needs for the project, always working with Pawnee Nation to ensure desired / preferred general and subcontractors are used or to comply with any required bid solicitation processes
4. **Prior to Groundbreaking:**
 - a. Ascension RS will ensure all formal contracting between Ascension RS and Pawnee Nation has been successfully completed and all tribal laws have been adhered to
 - b. Ascension RS will ensure that the capital stack has been confirmed and all of the necessary funding for the full construction and initial operating working capital are fully committed

4. Refine Existing Planning Materials:

A. Further Refine Market Research/Feasibility Study/Gap Analysis: Ascension RS will confirm our understanding of the market for a behavioral health facility on the Pawnee Nation reservation.

1. We will work with the state to confirm relevant areas of state code related to a new behavioral health facility
2. Review and refine demand / projected census for various service lines to ensure proper capacity is built out
3. Deep dive into where locals are receiving treatment, if at all, for their SUD and co-occurring mental health disorders in the Pawnee Oklahoma region.
4. Assess and begin to map out potential referral sources
5. Begin to establish relationship with payers, provide overview of project plan and keep in contact through development to ensure program optimizes medical / clinical reimbursement

B. Refine Budget (start up and operating) & Proforma Financial Analysis throughout Q3 development: As has been discussed, our goal will be

twofold: 1) develop a clinical model providing the highest quality of care, and 2) develop a sustainable financial business model that cash flows. Ascension RS has reviewed, analyzed and refined the budget developed by various consulting partners and confirmed by the State of Oklahoma department of behavioral health. During Q3 of 2021, Ascension RS will refine and update the financial projections and start-up budget as we get further clarification on sources of capital for project. Let it be noted that Ascension RS has planned for a worst-case scenario where we pull in private capital to fund the entire project, which is more costly at a higher interest rate than traditional bank financing and does not include federal and state funding beyond the EDA grant, and the project is still financially viable. To the extent that we can get grant funds, that do not have to be paid back, we will factor in to the capital stack and refine proforma financial projections.

Revenue:

1. Analysis of various payers (commercial insurance, Medicaid, HIS, cash) to refine a blended payer mix that will be our target
2. Funding sources (state, federal, foundations): Ascension RS will search for any grant opportunities for this project
 - a. Ascension RS and partners will work to get as much of the total cost of this program (start-up, facility and working capital) covered by grant funding, which does not need to be paid back. Below are likely sources of that funding:
 - b. ARP Funding: Likely range \$3MM – 5MM, up to Full Project Cost
 - c. COVID-19 Relief: Likely range \$500k - \$1MM
 - d. SAMHSA: Likely range \$3MM – 5MM, up to Full Project Cost
 - e. Block Grant: Likely range \$3MM – 5MM, up to Full Project Cost
 - f. Other Feder and State Grant Funding: \$1MM - \$3MM

Available Funding:

- g. \$1.75B in American Indian and Alaska Native government programs administered under AS-IA
 - h. \$772.5MM for tribal government services, public safety and justice, social services, child welfare assistance, and other related expenses
 - i. \$420MM will be available for mental health and substance abuse treatment and prevention
 - j. In addition, \$3 billion dollars is being awarded to states and territories through the Community Mental Health Services Block Grant, and Substance Abuse Prevention and Treatment Block Grant.
3. In-network vs out-of-network benefits
 4. Expected commercial insurance reimbursement rates, update Medicaid fee schedule throughout, should the state make any changes
 5. Analysis of the target number of patients to be seen monthly in the program to meet the financial goals

Expenses:

6. Staffing model and salaries – Begin to analyze and assess job creation for Pawnee people through development, initial operations and long-term staffing
 7. Operational expenses – as we begin to get quote
 8. General and administrative expenses
 9. Property / facility remodel needs, if any, and related cost
5. **Capital Stack & Funding:** Ascension RS will begin writing grants for Federal and State funds, initiate conversations with lenders, receive firm commitments from private investors / financiers. For traditional bank financing and private capital, Ascension RS will present all options to Pawnee Nation and ensure that terms of various financing methods meet all requirements of the Pawnee Nation and in compliance with tribal law.

A. Focus Areas:

1. **Grant writing and funding solicitation:** Ascension RS and project partners will launch a full-scale campaign to receive funding awards from relevant State and Federal funding sources.
 - a. This is a key focus of the initial development phase and ongoing throughout the project.
 2. Get commitments for **private capital** used as safety net to fill any funding gaps
 3. Initiate financing discussion and **receive financing commitments from lenders such as USDA**, always complying with tribal law
 4. Apply for **New Market Tax Credits** and explore utilizing **Opportunity Zones**
6. **Business Plan:** Ascension RS will prepare a detailed business plan, including various strategies for making this new program a success. To ensure compliance obligations are satisfied, we will further investigate regulations and code specific to your program.

A. Business Plan Categories:

1. Program Overview
 - a. Treatment Philosophy
2. Service levels / Services offered
3. Implementation strategy
4. Financial summary
 - a. Funding plan (fed and state grants, EDA, private capital, traditional bank financing, USDA loans)
5. Marketing plan
6. Operational plan:
 - o Staffing Model
 - Recruiting
 - Hiring
 - Compensation Analysis and Strategy
 - Credentialing
 - Training

- Facilities
 - Cost Analysis
 - Code Requirements for Behavioral Health Practice
 - Assist with Facility Design
 - Construction Management
 - Funding Construction Project
- Admissions and Patient Screening
 - Admissions Process
 - Patient Screening and Assessment
 - ASAM and other Criteria
- Clinical & Medical Programming – Develop custom model for Pawnee People, combining EBPs and best-practices for treating SUD and co-occurring disorders in Native people
- Discharge and Continuing Care
 - Continuum of Care
 - Discharge Planning
 - a. Reducing Atypical Discharges

7. **Obtaining and Maintaining Licensure, Regulatory (*Process started during Q3 and finalized throughout the remaining development process*):** Ascension RS will obtain the appropriate behavioral health licensure (maintaining licensure and ensuring regulatory compliance through the duration of the contract). We will prepare all items necessary for the state licensure application and facilitate receiving a behavioral health license. Ascension RS will submit the licensure application and ensure that you receive licensure for your program.

Items that will be completed by Ascension RS during this process are as follows:

Preparation/Development of all Policies and Procedures (Facilities Operational Plan):

1. Includes all confidentiality policies and notice of privacy practices, client rights and grievance procedures, QA plan/QA policy, infection control, and all others necessary for licensure and running a successful program. All items created will also be in accordance with CARF and/or Joint Commission standards.
- B. Job descriptions
 - C. Organizational chart
 - D. Tentative staffing roster
 - E. Agency brochures (We assist with developing content; however the marketing agency will ultimately be responsible for creating the brochures, the design and print)
 - F. Program descriptions
 - G. Schedule of counseling and didactic sessions (program schedule)
 - H. Emergency disaster plans

- I. Crisis management
- J. Client termination policy
- K. HIPPA / 42 CFR Part 2 compliance
- L. Compliance with ADA standards
- M. Code of ethics
- N. Facilitate compliance with appropriate fire and safety codes, inspections by local authorities, address zoning for facility, and required background checks
- O. Mission statement
- P. Code of conduct
- Q. Employee handbook
- R. Referral package for potential patients

Remaining Development Process Overview:

- 8. **Capital Stack & Funding:** Ascension RS will begin writing grants for Federal and State funds, initiate conversations with lenders, receive firm commitments from private investors / financiers. For traditional bank financing and private capital, Ascension RS will present all options to Pawnee Nation and ensure that terms of various financing methods meet all requirements of the Pawnee Nation and in compliance with tribal law.
- 9. **Obtaining and Maintaining Licensure, Regulatory (*finalized*):** Ascension RS will obtain the appropriate behavioral health licensure (maintaining licensure and ensuring regulatory compliance through the duration of the contract). We will prepare all items necessary for the state licensure application and facilitate receiving a behavioral health license. Ascension RS will submit the licensure application and ensure that you receive licensure for your program.
- 10. **Obtaining and Maintaining Accreditation:** Ascension RS will prepare the facility for accreditation by a leading national accrediting body such as CARF or Joint Commission. We prepare the facility for initial survey and at 6-months of successful operations, we will receive full, 3-year accreditation.
- 11. **Development of the Program:** Ascension RS offers expertise and support to simplify and accelerate development of program materials, policy and procedure manuals, and design of the guest's daily schedule and curriculum. Ascension RS will assist in developing the treatment model that will best serve clients in your area and will differentiate your program from others in the region. Ascension RS will lead the client in developing the programming to include the following core principles:
 - **Cultural Competence:** Commitment to building cultural competence in all staff. All services and levels of care will be intentionally designed to be culturally competent and accommodating to the Pawnee People as well as other diverse populations in the region, including people of color, non-English speaking people, and people from the LGBTQ+ community. Program will implement an outreach strategy specifically targeting our most underserved populations.



- **Reduce Stigma:** Program will implement specific strategies to identify and mitigate stigma surrounding SUD and mental health disorders.
- **Provide Evidence Based Practices:** Program will utilize proven evidence-based practice and will ensure access to and maintenance of the highest levels of medical care, social services, and treatment for all guests and staff.
- **Explore and Integrate Promising and Innovative Forms of Care:** Research and understand some of the new, effective approaches from around the country, such as more fully integrating physical health, meditation, expressive arts, and other opportunities for holistic wellness into the service continuum, and making workforce development and job training opportunities more readily available to individuals in recovery.
- **Bolster the Region’s Continuum of Care:** Create innovative ways for all people to access the care they need. While the program will not be able to offer every needed service to every population, it is advantageous that the proposed services will bridge critical gaps as well as strengthen and bolster the existing services in the region.
- **Person-Centered Care -- Give guests a say:** Build opportunities for guests to participate in choosing the recovery path that is best suited for them, by meeting them where they are.
- **Connect resources:** Facilitate connections with additional social services such as housing, food, transportation, disability, childcare, and legal assistance, in addition to integrating all aspects of primary care through the health system, to aid in their recovery journey. The program should also coordinate and collaborate with other regional service providers to ensure a seamless transition of care for guests as they transition care.
- **Integrated Care:** Integrated SUD, mental health, and primary medical care through all services and levels of care.
- **Multiple Pathways to Recovery:** Honoring multiple pathways to recovery, including medication-assisted treatment (MAT), to be integrated throughout all care.
- **Individualized Data-Driven Care:** Suggested length of stay determined by an individual’s functional capacity, needs, strengths, performance, progress, and readiness; not by mandatory lengths of stay, which fail to recognize individualized differences and abilities.
- **“No Wrong Door”:** Ensure anyone suffering from SUD can get the help they need, when they need it, through universal screening and assessment tools ensuring rapid access to needed services regardless of the entry point.
- **Professional Development:** Participation in ongoing training and quality control efforts, with a commitment to ensuring the wellness of staff and providing opportunities for professional and personal development. Assisting in training and education to provide opportunities for advancement.
- **Peer Support:** Integration of peer recovery coaches throughout all levels of care and programming.
- **Interdisciplinary Treatment Teams:** Full collaboration of interdisciplinary treatment teams to establish a holistic plan of care with each guest.

- **Provide and/or Coordinate Care Across the Full Continuum:** This will include developing the right sized proportions of care to be provided at the facility and then working with other community providers to connect services.

12. **Marketing:** Ascension RS will lead the development of the web and social media presence, prepare collateral marketing materials used in community outreach, and overall branding for the facility consistent with the high-quality clinical program to be offered and in line with Pawnee Nation branding and marketing guidelines and standards. Marketing a SUD treatment program is very different from any other medical service. We work with a 3rd party marketing agency to develop a brand and image consistent with the goals developed in the previous phases. Marketing efforts are led by the agency and guided by Ascension RS, through consultation with you at every phase. Ascension RS assists marketing as they create webpage and collateral marketing materials by providing a draft of mutually agreeable content for the program. Together, Ascension RS and marketing partner present an overall strategic marketing effort to reach appropriate audiences for building and maintaining census. The marketing effort, including marketing and outreach strategy, will be critical to filling spots in the facility and achieving desired payer mix.

13. **Staff Selection/Interviewing and Training:** Ascension RS will develop the staffing model and everything herein. Let it be noted that the goal for staffing of the facility will be to employ Pawnee People and to provide for career training and workforce development on the reservation so that the Pawnee People have a pathway to work at the facility, further their education and training related to behavioral health and healthcare management, and take over the management of the program, allowing Ascension RS to step away, empowering the Pawnee People.

- A. The program staff may be comprised of addiction medicine doctors, psychiatrists, counselors with varying degrees of supervisory credentials, directorship and clinical supervision experience, counselor techs, other clinicians, and/or non-clinical staff to include chemical dependency technicians/peer recovery coaches, administrative staff, outreach coordinators, compliance officers and volunteers.
- B. Staffing will be based on the program model selected.
- C. The staff will be the fabric of the program and must be well versed in its mission.
- D. The staffing model should include a high percentage of individuals in recovery with greater than two years sobriety who possess a solid understanding of the recovery process.
- E. Ascension RS will provide guidance on selecting these individuals and interviewing them, as well as establishing compensation for such practitioners that ensure that they work within the overall budget.
- F. Ascension RS will provide onboarding training and orientation services prior to opening. We will implement a regular and recurring training program for all staff in the facility, always ensuring staff are receiving Continuing Professional Education (CPEs) credits and growing in their respective positions, always maintaining the highest standards of quality and care.

G. Ascension RS will manage and supervise all staff at the facility

14. Payer Contracting and Billing Practices: Ascension RS will contract with the various payers in the region, ensuring the program has contracts with all of the top payers allowing for a broad catchment area for building census and treating guests.

- A. Ascension RS will initiate, in a timely fashion, discussions with the payers on plans for the new program and be prepared to have contracts in place at the time of opening.
- B. We will establish billing practices and recruit and train billing and utilization review professionals
- C. We will supervise and manage the billing practices to ensure maximum reimbursements are obtained while always maintain clinical requirements for each payer and level of service billed.
 - 1. Ascension RS will implement practices to include:
 - a. Utilization Review
 - b. Maximizing Billable Services and Related Charge Codes
 - c. Reducing denials
 - d. Increasing Length of Stay
 - e. Calculating Cost of Service
 - f. Establishing KPIs such as Desired Billing Margins
 - g. Ensuring We Meet or Exceed Usual, Customary, and Reasonable Rates

15. Real Estate: Together with the Pawnee Nation, Ascension RS will manage the construction process, ensuring the GC and all subcontractors meet all the required timelines and that the project stays *On-Time* and *On-Budget*.

- A. Ascension RS will assist with all zoning and permitting requirements
- B. Ascension RS will address public needs and concerns, including guidance about public relations matters that may arise when developing a project like this

16. Budget and Financial Statement management and presentation: Ascension RS will manage the budget throughout development and operation of the facility, providing detailed monthly reports to Finance Working Group and Pawnee Council in a timely manner, with all relevant supporting detail made available.

17. Data Tracking and Outcomes Measurement: Ascension RS will assist in establishing a component for the program to document evidence-based practices and outcomes. Data and outcomes will be analyzed to ensure that your program is reaching its specific objectives and goals. The data collected will also be used to justify potential state and federal grant funding, enhanced reimbursements, and so on.

- A. **Technology:** Explore integration of technology to facilitate virtual interactions between provider and patient, assess patient challenges and facilitate initial referrals, encourage patient interaction and connection to peers and program and to assist with data tracking and outcomes measurement.

18. Prepare to Launch: At this point Ascension RS will have prepared you to open your doors and begin to change lives in your region. We will have assisted you with completing the following:

- A. A comprehensive business plan that sets the entity up for success
- B. A fully funded budget for start-up and initial working capital
- C. A first-class clinical program developed
- D. A licensed and credentialed facility that is prepared for accreditation
- E. A building that reflects the mission of the program
- F. Contracts established with all desired payers/insurers
- G. A dynamic website and marketing strategy in place
- H. An experienced team hired and well-trained
- I. Prepared for the grand opening

19. Management: *This service initiates at opening of the program.* Ascension RS will manage the operations of this program as a partner with you for the first 5 years after opening. After 5 years of operations, Ascension RS will transition management responsibilities over to the Pawnee Nation leaders we have helped to train and develop, providing wrap-around support in all aspects to the Pawnee Nation leadership. We will ensure smooth operations and transition during this second 5-year time period, with the goal being empowering the Pawnee people and setting the organization up to be financially viable and clinically optimized. These management services include the following:

- J. Ascension RS team members will be responsible for the on-going management and oversight of the facility, in collaboration with the Pawnee Nation, always ensuring the project remains dedicated to and addressing the biggest needs of the Pawnee People.
- K. As part, Ascension RS will recruit, retain and develop quality staff to ensure effective treatment and positive outcomes for individuals seeking treatment at the facility.
- L. Ascension RS will assume responsibility of Human Resources for the facility, coordinating and complying with Pawnee Nation HR policies and procedures.
- M. Ascension RS staff will maintain an effective marketing strategy, utilizing marketing specialists, working to rapidly build census at the facility.
- N. Ascension RS staff will be responsible for the financial oversight and analysis of the facility. Monthly financial reports will be provided to working groups and Council by the 15th of the following month.
- O. Ascension RS staff will be responsible for the on-going maintenance and compliance with State licensure and National accreditation. Ascension RS staff will ensure the facility is within compliance set forth by the state of Oklahoma, as well as the standards set forth by the Joint Commission.
- P. Ascension RS staff will be responsible for and ensure effective clinical practices



are being conducted by staff. Ascension RS staff will ensure appropriate training of all staff at the time of hire, and on an ongoing basis throughout the duration of our involvement in the project.

Q. Ascension RS will have staff on-site throughout development and operations, and will provide support in every area of the operations that is needed throughout the duration of this contract to ensure success. Ascension RS leadership will spend a considerable amount of time on-site on a rotating schedule to include leadership positions from our following departments: clinical, financial, regulatory compliance, implementation, community outreach and engagement, management and operations. This rotation will remain flexible and dependent on the needs of the program. The Ascension RS team will be closely monitoring, facilitating, and ensuring every aspect of the program functions appropriately.

R. Ascension RS staff will report to leadership and Council of the Pawnee Nation.

Thank you for trusting Ascension RS to assist you in this very worthwhile endeavor!

Ascension RS

Accepted By:

Douglas M. Leech, Founder & CEO

Pawnee Nation

Date

Date



Exhibit A - Key Staff for Your Project

Ascension Recovery Services:

Douglas M. Leech, Founder & CEO

Mr. Leech has a B.S. degree in Accounting from Pennsylvania State University and worked at Ernst & Young in Pittsburgh before returning to Morgantown, West Virginia and founding Ascension RS. Through his own struggles with addiction and subsequent recovery, Mr. Leech developed a passion for helping those suffering from the disease of addiction and set out to increase access to substance use disorder (SUD) treatment across West Virginia and the country. Ascension RS is the national leader for developing comprehensive behavioral health systems that provide the highest quality clinical care with a sustainable business model.

Bill Coleman, LCSW, Clinical Director

Mr. Coleman, located in Ascension RS's Florida office, is a Licensed Clinical Social Worker (LCSW) with over 36 years of experience in behavioral health services. He received his B.A. degree from Rollins College in Winter Park, Florida and his MSW from Fordham University in New York. Mr. Coleman's professional and personal life is purpose-driven with a clear intention and commitment to partner with people, agencies, and communities to help transform lives. He is recognized in the behavioral health community as a leader and contributor to evidence-based treatment services, with a clear focus on mindfulness, resilience, and motivational building strategies.

Prior to joining Ascension RS, Mr. Coleman served as the Director of Clinical Services at Hazelden Betty Ford Foundation in Naples, Florida. Before that, he managed substance abuse and mental health services for Dakota County Social Services in St. Paul, Minnesota. Additionally, he was Chief Clinical Officer and then served as Chief Executive Officer at Valley View House, a 300-bed specialty hospital in New York, providing addiction and accompanying co-occurring disorders' treatment services to adults and adolescents. Further, in the 90's, Mr. Coleman opened IOPs and PHPs in New York and New Jersey, providing needed care to many.

Mr. Coleman has always had a keen interest in quality improvement and improving clinical outcomes. Because of his interests and recognized experience, he was also Quality Improvement Director for Magellan Behavioral Health in Montana, where he developed collaborative relationships with high volume providers and helped introduce strategies to more effectively communicate with various HMO and PPO payers.

Ray Tamasi, Chief Innovation Officer

Mr. Tamasi has over 40 years of experience managing treatment, intervention, and prevention services. Prior to joining Ascension RS, Mr. Tamasi was Gosnold's President/CEO for 25 years and during his tenure Gosnold developed an array of clinical services that merited national recognition. He is the Founder and former President of the Gosnold Innovation Center, focusing on the development of innovative approaches for addiction treatment, prevention, and medical integration.



Mr. Tamasi has been recognized nationally and is a frequent speaker on issues of policy and the redefining of the addiction treatment and prevention system. Mr. Tamasi was a member of Governor Charlie Baker's Opioid Working Group in the Commonwealth of Massachusetts and in 2017, the Governor appointed him to the Special Commission on Behavioral Health and Prevention.

Mr. Tamasi is the 2015 recipient of the National Council on Behavioral Health's Visionary Leadership award. In 2016 he was named a Behavioral Health Champion by the National Council on Addictive Disorders and received the Father Martin Award for Professional Excellence. He was also named a recipient of the 2017 Massachusetts Health Council Award. He is a member of the Executive Board of the National Association of Addiction Treatment Providers and a board member with the Institute for the Advancement of Behavioral Health Healthcare. He is also a member of the American College of Healthcare Executives, the Network for the Improvement of Addiction Treatment, the Cape Cod Hospital Board of Incorporators, and the Association for Behavioral Health. Mr. Tamasi has a Bachelor's of Arts in Economics and a Masters of Education with a concentration in Counseling and Healthcare Administration.

Steve Burton, LCSW, Director of Program Development

Steve holds a Masters of Social Work degree from West Virginia University and is a Licensed Certified Social Worker. Over a career spanning nearly 20 years, Steve has held positions in children services, welfare to work, prevention, and addiction treatment administration. As the former Chief Executive Officer of First Choice Health Systems and First Choice Services, Steve helped develop and implement West Virginia's and Pennsylvania's first addiction and behavioral health help lines: Help4WV and PA Get Help Now. Steve is also a former adjunct faculty for the West Virginia University School of Social Work and former President for the National Association of Social Workers-West Virginia chapter.

Morgan Henson, Assistant Director of Program Development

Morgan manages our program development projects from planning to grand opening, ensuring that all client expectations are met, and the project is completed on time and on budget. Morgan has lead development teams on successful opening of behavioral health centers across the country. Her experience working directly in various aspects of development, operations, management and quality control enable her to effectively keep all stakeholders informed and aligned throughout the development process. Some of her past experience includes leading efforts across various aspects of development to include market research, developing business plans, creating policies and procedures, accreditation in cooperation with The Joint Commission and the Commission on Accreditation of Rehabilitation Facilities (CARF), fundraising, marketing and outreach.

Jason Batten, LPC, ALPS, AADC, Senior Manager of Regulatory Compliance

Jason has specialized in treating people diagnosed with co-occurring mental health and substance use disorders. Jason began developing programs in 2012 and has since developed many successful recovery programs, including a broad mix of clinical training programs. In addition to his clinical training and program development experience, Jason is experienced in peer recovery services and has developed a peer recovery coach training utilized in West Virginia. Jason graduated with a master's degree in Professional Counseling from Liberty University.



Julie Knicely, MA, Senior Manager of Implementation

Julie attended West Virginia University and received a Bachelor of Arts in Communication – Organizational/Industrial Communication. She furthered her education in Communication at WVU and received a Master of Arts in Communication, with emphasis on behavioral health. She has worked in the behavioral health field in many different areas. She started as a case manager at a Comprehensive Behavioral Health Center and worked her way up to a Director of Adult/Children’s crisis, case management, therapy services, and utilization review. Julie left community behavioral health to join forces with a community hospital as Director of the psychiatric inpatient and outpatient services. Julie provided management and oversight to an 18-bed geriatric psychiatric unit and a 34-bed adult psychiatric unit. She also provided management of their outpatient psychiatric clinic.

Seth Dolinsky, Senior Associate of Program Development, Northeast Region

Seth has spent the last decade specializing in operational management within the behavioral health field. He spent several years directing St. Paul Sober Living, a highly structured case management sober living program based in Minnesota and Colorado, and most recently was the Treatment Director of Beauterre Recovery Institute, a 62 bed dual diagnosis inpatient treatment center located in Minnesota. A New England native, Seth focuses on project management of the programs Ascension is developing in that region.

Lauren Seggie, Senior Associate of Program Development

Lauren is a Morgantown, WV native and graduated from West Virginia University with a B.A. in Psychology and a minor in Communication Studies. After graduating from WVU, Lauren worked as a program assistant for a statewide non-profit organization that empowers women to join the workforce in non-traditional careers. Lauren was then promoted to Operations Manager, where she assisted with financial management, grant management, community and workforce development, and strategic planning. Lauren is the proud mother of one son, Ezra, and values spending time with her family. At Ascension, Lauren will assist the team with all aspects of program development.

Third Horizon Strategies:

Greg Williams, MA, Payer Strategies, Third Horizon Strategies

Greg is a health policy consultant and communications specialist, providing strategic oversight and direction to numerous initiatives. Most notably, Greg manages the [Alliance for Addiction Payment Reform](#), a national collaboration aimed at improving outcomes for patients, payers, and health systems, and served as a managing editor of the Addiction Recovery Medical Home Alternative Payment Model. Greg has over a decade of experience working with non-profits and government agencies on addiction. As person in long-term recovery from addiction himself, Greg’s work has been dedicated towards creating positive changes in access to quality health care and recovery supports for the over 20 million struggling. Greg received his master’s degree in addiction public policy and media production from New York University.

JBS International:

Shirley Cain, JD, Technical Expert Lead, JBS International, Office for Victims of Crime and Tribal Opioid Response Projects

Shirley Cain, JD, is a Technical Expert Lead and a member of the Red Lake Nation Tribe, with 30 years of experience advocating for families, children and tribal communities affected by substance use disorder and co-occurring mental health issues in Indian Country. She currently supports four Tribal grantees under the Department of Justice, Office for Victims of Crime, Training and Technical Assistance (TTA) project and leads a Tribal Learning Collaborative engaging nine tribes in a cooperative peer to peer information exchange supporting project growth and implementation success. One of the tribal grantees is currently designing a Tribal Wellness Village in their community to assist people who have been incarcerated, recently released from the military and/or with substance use issues. Ms. Cain has co-authored state law amendments to the Minnesota Indian Family Preservation Act and presented regionally and locally on the history and legal implications of the Indian Child Welfare Act (ICWA) and on substance-exposed infants involving Native American women. Shirley's current work with the Tribal Opioid Response (TOR) Team provides TTA for the Tribal Opioid Response grants. Some of their activities include co-facilitating virtual regional and weekly care-and-share meetings to discuss grantee successes and challenges in a new format for peer-to-peer interaction. The team designed community engagement strategies such as outreach through social media, by phone, or by porch visiting during social distancing times. They designed webinars and presentations for addiction and Medication Assisted Treatment (MAT), addressing stigma, addiction myths, child welfare within tribal systems using culture as key to success, and grass roots movements to help with addiction work through peer recovery work and behavioral health aides. The team helped create partnerships to address housing and MAT in jails. It designed tools for work such as the Healing Tool for discussion with tribal communities and their leaders and Set For Success for grantees to help implement their respective projects.

Ms. Cain has served as a Tribal judge, focusing on children's issues, addiction and communication between tribal agencies. She also worked as a Tribal Attorney where she helped to litigate a tax case, drafted an amicus curiae brief for her tribe in an Indian Child Welfare case and a child support case. She also drafted an amicus curiae for another Minnesota Tribe involving a Public Law 280 jurisdiction issue. Ms. Cain also worked as a Tribal Administrator wherein she helped design and build a state Department of Motor Vehicles building to rent to the State of California. Most recently, Ms. Cain has served as a policy specialist coordinating a Native American Equity project focusing on child welfare and has an extensive history in advancing quality services toward the advancement of substance use reform, access to services and development of innovative solutions supporting comprehensive care delivery. Ms. Cain is committed to child and family well-being and is a fierce advocate for equity, inclusion, and diversity towards the advancement of improved behavioral health of American Indians and Alaska Natives.

Kimberly (Kim) Walsh, MPA, LSW, Deputy Director, JBS International, Office of Victims of Crime Projects

Kimberly is a transformational leader with 35 years of progressively responsible executive level management of and experience in national, state, tribal and community behavioral health systems. Ms. Walsh brings passion, determination, and vision to every task—big or small. She embraces challenges head on through the prism of lived experience and expert content knowledge in mental health, substance use disorder (SUD), treatment across the lifespan and victim services with a

focus on children and families. In 2017, Ms. Walsh joined JBS International (JBS) as Project Director for the Substance Abuse and Mental Health Services Administration’s Division of Service Improvement Adolescent Program Area. In 2018, Ms. Walsh was named Project Director for the JBS Office for Victims of Crime Training and Technical Assistance (TTA) project, a multiyear initiative identifying services for children and youth who have experienced significant trauma related to substance use exposure. In this role, Ms. Walsh ensures high-quality design and delivery of clinical and other training and technical assistance (TTA) and deliverables for program areas including site visits with awardees. In addition, Ms. Walsh maintains regular and consistent communication with the federal contacts in implementing the cooperative agreement and provides grant administration including programmatic and fiscal oversight and management.

Prior to JBS, Ms. Walsh served as Deputy Commissioner/state director for West Virginia’s statewide behavioral health system, where she orchestrated and led efforts to combat the opioid epidemic. Ms. Walsh provided expert consultation, training and technical assistance with agencies, organizations, and state leaders, including the Governor’s staff and elected officials to develop and promote comprehensive and effective substance use, opioid specific, systems of care, support, treatment, and recovery highlighting rural communities. Ms. Walsh also spear-headed the West Virginia Integrated Behavioral Health Conference bridging connections for learning and sharing with 1500+ behavioral health and affiliated providers from 26 states and territories. Other positions include serving as Interim CEO for the William R. Sharpe, Jr. Hospital, West Virginia Department of Health and Human Resources and Acting Director, School Social Work Services; Homeless Liaison, Fulton County Schools.

Ms. Walsh’s also served as Associate Director for the Seminole Tribe of Florida, Family Services Department where she established services related to trauma, child maltreatment and substance use disorder with an emphasis on cultural competency. She, along with Seminole staff and leadership, established the first ever domestic violence prevention and intervention project on Seminole reservations. Ms. Walsh also provided an understanding and interpretation of ICWA legislation relevant to Seminole family services programs leading to a renegotiation of the state/tribal agreement in place governing child welfare services.

Ms. Walsh grew up in rural West Virginia and now resides in Alpharetta, Georgia with her husband and their two children. Every day, Ms. Walsh works tirelessly towards building communities where all are welcome, respected, and valued.

Carlos Alcaraz, MPA Deputy Director, JBS International, Office of Victims of Crime Projects

Carlos Alcaraz, MPA, is a Deputy Project Director and Technical Expert Lead for JBS and has more than 16 years of experience in the behavioral health field, specializing in substance use (SUD) and co-occurring disorders (COD) prevention, treatment and recovery support systems addressing the needs of adolescents, young adults, and their families. Throughout his career, Mr. Alcaraz has provided direct clinical treatment and support services and worked to expand the availability of effective evidence-based and culturally responsive services for diverse populations in Southern Arizona, Puerto Rico, the South Pacific, and in tribal communities across the country. In addition to his behavioral health expertise, Mr. Alcaraz has developed a nuanced understanding of behavioral health and child welfare systems in tribal communities through his varied work in these spaces in support of SAMHSA, Children’s Bureau, and Department of Justice initiatives

focused on developing critical training and treatment infrastructure as well as resilience-centered approaches to care and support in tribal nations across the U.S. Using data-driven and outcomes-oriented approaches, Mr. Alcaraz worked with stakeholders from diverse sectors to identify and utilize available data to define needs and service gaps in behavioral health and victim services systems and identify and implement corresponding and evidence-based interventions, ensuring a coordinated response. Having gained a reputation as a knowledgeable and passionate advocate for the use and dissemination of best-practice, evidence-based, and culturally responsive approaches to SUD/COD treatment and recovery services, Mr. Alcaraz continues to develop and exercise his knowledge and skills as a T/TA provider in the health, behavioral health, and crime victims services arenas, including: 1) Primary care and behavioral health integration; 2) Strategic planning towards addressing the opioid crisis in rural America; 3) Developing programs and community responses to meet the unique needs of child victims of the opioid crisis; and 4) Preventing child maltreatment in Indian Country through the development of Tribal capacity and cultural- and resilience-based interventions. Mr. Alcaraz has earned multiple certifications in evidence-based trauma, SUD and COD treatment models and holds a Bachelor of Arts degree in Psychology and a Master of Public Administration degree, both from the University of Arizona.

Anthony (AJ) Ernst, PhD, LCSW, Technical Expert Lead, JBS International, Rural Communities Opioid Response Technical Assistance (RCORP-TA) and Center for Native Child and Family Resistance (CNCFR) Projects

AJ brings more than 30 years of experience as a clinician, administrator, and program evaluator. He has worked with diverse populations and behavioral health systems throughout his career. AJ served as the lead consultant through Wisconsin's Secretary of the Department of Health to work with the Lac du Flambeau Band of Lake Superior Chippewa Indians Tribal Council after the tribe declared a State of Emergency in 2013 due to illegal drugs. The Tribe afterwards employed Dr. Ernst as the Lac du Flambeau Director of Human Services to further assist in implementing behavioral health systems and service delivery changes. He lived on the reservation and oversaw sober homes, all mental health and substance use services, child welfare and domestic abuse programs, economic support, food distribution, TANF, and drug court behavioral health services. He worked with drug court staff, tribal council members, and tribal police to address behavioral health solutions, support traditional practices, and established partnerships with prevention coalitions, local treatment programs, corrections, veterans' services to support Drug Take Back Programs and wraparound services.

Dr. Ernst also provided leadership for knowledge dissemination and systems change initiatives. As Project Director for SAMHSA's Native American Center for Excellence (NACE), Dr. Ernst oversaw all federal task and budget requirements and provided oversight for training and technical assistance to more than 150 tribes. NACE standardized community readiness assessments to evaluate local resources and strengths, built prevention and treatment capacities, expanded implementation of the Gathering of Native American (GONA) framework in tribal communities, and measured community willingness to address suicide prevention, mental health and substance abuse stigma and drug misuse. Dr. Ernst implemented training initiatives on co-occurring disorders, trauma informed care, motivational interviewing, Seeking Safety, and traditional tribal practices including Discovery Dating. He facilitated national webcasts on tribal community-identified issues including PTSD, opioid use disorder, methamphetamine use, alcohol misuse,



stigma reduction, suicide prevention, and two-spirit challenges, and he co-led SAMHSA’s Tribal Service to Science Academies. As the former Director of Technology Transfer for SAMHSA’s Co-occurring Center for Excellence, Dr. Ernst led regional training and technical assistance initiatives on Mental Health and Substance Abuse Services Integration, Systems Change, the Integrated Treatment for Co-Occurring Disorders Kit, Trauma Informed Care, and the Illness Management and Recovery Kit. He facilitated regional learning communities to establish policies, practices, and services that support persons with co-occurring disorders. While State Manager for the Texas Department of Mental Health and Mental Retardation and the Texas Council of Alcohol and Drug Abuse, Dr. Ernst served as a liaison between state agencies, and served as an advisory council member to the Texas Council on Offenders with Mental Illness and the Texas Homeless Network. He led the Texas Co-occurring Workforce Initiative and was the lead author for Texas administrative codes that continue to ensure uniformity of clinical standards for mental health and substance abuse clinicians to address co-occurring disorders across Texas. Dr. Ernst is active in the recovery community and resides near Madison, Wisconsin with his family.

Exhibit B – “Target” Financial Model & “Worst-Case” Financial Model

See financial models attached to this term sheet & bridge contract.

Summary:

The *Target* Financial Model is a base case and what is expected by Ascension RS.

The *Worst-Case* scenario is presented to illustrate how we would develop, open and run the program if federal and state grant funds are not obtained, we are unable to get or choose not to accept traditional bank financing.

Note: *In any scenario, the financial impact to the Pawnee Nation does not change with either scenario. Ascension RS is at risk and will be impacted positively or negatively based on our performance in keeping start-up costs to a minimum, receiving federal and state funding to off-set start-up cost and to supplement operations, building census quickly, etc.*



**Exhibit C – PowerPoint Presentation to Council on July 19, 2021,
Summarizing Deal Points**

See PowerPoint Attached.