

December 22, 2015

Cynthia Coffman, Esq.
Attorney General of the State of Colorado
Ralph L. Carr Colorado Judicial Center
1300 Broadway, 10th Floor
Denver, CO 80203

Re: Master Plan of Conversion, Total Community Options, Inc. d/b/a InnovAge

Dear Attorney General Coffman:

As an Area Agency on Aging (AAA) designated under the federal Older Americans Act and the Older Coloradans Act, the Denver Regional Council of Governments (DRCOG) appreciates the opportunity to share our comments with you regarding the conversion of InnovAge and its subsidiaries to a for-profit status of incorporation (conversion).

Pursuant to federal and state law, the DRCOG AAA delivers community-based services to older adults in the Denver region to assist them in living in their homes and communities for as long as possible; advocates (through its Long Term Care Ombudsman Program) for individuals residing in long-term care facilities; and advocates for older adults throughout the Denver region.

We are pleased the Master Plan of Conversion (Conversion Plan) states in Exhibit B and Exhibit D that the Total Community Options Foundation to be established as part of the transaction (Conversion Foundation) will be an independent foundation. We urge the Attorney General to ensure all elements of the Conversion Plan support this ongoing independence.

We are concerned the Conversion Plan, as explained in Exhibit B and Exhibit D, does not describe in sufficient detail how the proposed Conversion Foundation will continue the charitable purpose of the existing foundation and maximize the benefit to the community. DRCOG urges the Attorney General ensure the Conversion Plan incorporates the following components:

- The Board of Directors referenced in Exhibit B will include significant representation from members of the community with experience in services for older adults.
- Exhibit D of the Conversion Plan states the Conversion Foundation “will provide funding for continued support of the frail elderly community served by the Company.” We urge the Attorney General to assure the Conversion Foundation be charged with a mission to also provide funding for services to frail elderly who are not served by the Company based on the principle of promoting community living for older adults.

We make life better!



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We have an interest in ensuring the conversion will not have a negative impact on the vulnerable elderly eligible for the Program of All-Inclusive Care for the Elderly (PACE). As this is the first nonprofit to for-profit conversion of a provider of PACE services, we believe this conversion represents an important opportunity to set high standards for the protection of the community interest. DRCOG believes the PACE program has provided an important option for providing supports to older adults to enable them to continue living in the community. It has provided a valuable alternative to institutionalization for frail members of our community. We urge the Attorney General to require a detailed plan to ensure PACE clients have access to an independent, third-party and community-based advocate to assure the clients' rights and dignity are protected.

We urge the Attorney General to work with the community and InnovAge to adjust the Conversion Plan to meet the above standards.

Sincerely,



Jennifer Schaufele
Executive Director