



January 8, 2016

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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:

Colorado Senior Lobby (CSL) is a non-partisan, all volunteer organization, that speaks with a unified voice for all Coloradans, particularly those who are 60 years of age and older. CSL works to influence change in Colorado to improve the life of all Colorado older citizens. Therefore, CSL would like to make the following statements regarding the conversion plan of InnovAge from a not-for-profit entity to a for-profit entity.

InnovAge has been providing services in Colorado to adults 55 and older and individuals with a disability who are eligible for Medicare and Medicaid, through the Program of All-Inclusive Care for the Elderly (PACE) for 25 years. InnovAge will continue to provide these services, if the conversion of its not-for-profit status to a for-profit status is approved by Colorado's Attorney General. At such time, a foundation will be created with the intent to serve frail elderly and/or disabled individuals.

**Here are the concerns of the Colorado Senior Lobby in regard to this conversion to for-profit status:**

1. There is no adequate assurance that the newly created foundation will provide funding for serving older adults in Colorado and not just InnovAge participants. The principles of charitable trust law and conversions require that the fair market value of the company remains dedicated to the elderly and the frail community currently eligible to be served. On the question as to whether the charitable funds must be used according to the original purposes for which they are held, which is Colorado's frail older adults and disabled population or can they be used for other purposes, CSL urges you to ensure the funds are targeted to all of Colorado's low income elderly and disabled population. The newly created foundation must be able to fund programs and services helping all Colorado's older adults throughout the state, not just InnovAge participants. CSL supports the foundation using funds for all older adults and for individuals with a disability.

303-832-4535 [president@coloradoseniorlobby.org](mailto:president@coloradoseniorlobby.org) [ColoradoSeniorLobby.org](http://ColoradoSeniorLobby.org)

2. The conversion plan proposes the new foundation be created as a spin-off of InnovAge's existing foundation. But that proposal was made without community input and as such has not been thoroughly vetted. CSL is opposed to the new foundation being a spin-off of the existing InnovAge foundation. We respectfully request the Attorney General require the establishment of a new, independent foundation. We also suggest the Attorney General review the pros and cons of creating a new foundation versus providing the funding to an already existing non-profit foundation in Colorado that serves the older and disabled population before the conversion plan is approved.
3. CSL urges the Attorney General to include, with regard to the establishment of the new foundation, provisions that specify the qualifications of the board of directors to ensure significant representation from the older adult and disabled communities, including advocates, service recipients and family members of service recipients; and a community-based process for appointing the new board members that ensures diverse representation and that there is no conflict of interest for any member serving on the board.
4. The conversion plan does not address the issue of oversight and assurance that quality services will continue to be provided to InnovAge's participants. It has been suggested and CSL agrees that an independent Ombudsman program should be developed to cover InnovAge's participants, assuring quality of care and assisting with filing complaints and appeals as well as educational programs about InnovAge services and how to access the Ombudsman services.
5. It is not clear to us if the new foundation will be able to fund only programs within Colorado or whether they can provide funding to programs and services in other states. CSL believes the foundation's geographical funding criteria be listed in the conversion plan and urges the funding allocation be proportionate to the amount of business conducted in each state.

Thank you for the opportunity to comment. We urge the Attorney General to work with Colorado's older adult and disabled communities to ensure the final conversion plan meets the above standards.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above the printed name.

Ed Shackelford  
President