

2.1 Engagement. Collaborator, on behalf of itself and the Physician Participants, hereby agrees to participate in the Program as a Collaborator. Collaborator accepts such engagement under the terms and conditions set forth in this Agreement, and Collaborator and the Physician Participants agree to devote their best efforts to working for the benefit of and to further the best interests of Hospital, Beneficiaries, and other patients in accordance with Hospital's policies and procedures and the Care Redesign plan. Hospital may amend such policies and procedures or Care Redesign plan at any time, but will use reasonable efforts to provide advanced notice of such amendments.

2.2 Physician Participants; Qualifications.

2.2.1 Physician Participants. To effectuate the provision of services hereunder Collaborator shall engage and retain competent and qualified physicians who meet the qualifications set forth in this Section 2.2.1 (collectively, the "Physician Participant Qualifications"). Each Physician Participant who provides services to **CJR** Beneficiaries must:

- (a) Be an owner, employee, or independent contractor of Collaborator;
- (b) Hold an unrestricted license to practice medicine in the State of Texas, and all customary narcotics and controlled substances numbers and licenses as required by federal, state and local laws and regulations with respect to orthopedic surgery
- (c) Maintain in good standing medical staff appointment, together with the appropriate clinical privileges to provide professional medical services at Hospital, including but not limited to Lower Extremity Joint Replacements, and abide by and comply in all material respects with all bylaws, rules and regulations of the medical staff of Hospital and policies governing the medical staff of Hospital;
- (d) Be board certified or board eligible in orthopedic surgery;
- (e) Maintain participating provider status in Medicare and applicable Medicaid programs and have never been (i) excluded, debarred, suspended, or otherwise ineligible to participate in state or Federal healthcare programs or in Federal procurement or non-procurement programs, or (ii) convicted of a criminal offense that falls within the ambit of 42 U.S.C. § 1320a-7(a);
- (f) Have executed a Physician Participant Joinder Agreement, substantially in the form of the Physician Participant Joinder Agreement, attached hereto as Exhibit C;
- (g) Have never been convicted of a felony;
- (h) Promptly complete all records regarding all services provided to CJR Beneficiaries as required by Hospital or its medical staff;
- (i) Travel to and attend specified medical conferences, meetings, community outreach programs, or as otherwise requested to do so by Hospital (in such event, Hospital shall be responsible for any and all actual and reasonable costs associated thereto, in accordance with Hospital policies and procedures); actively participate in Hospital's Care Redesign plan, as stipulated in Exhibit A;

- (j) Be in compliance with all Medicare provider enrollment requirements in 42
- (k) C.F.R. Section 424.500; and
- (l) Have entered into the written distribution agreement attached hereto as Exhibit F with Collaborator.