

KAIROS HEALTH ARIZONA, INC.

**Minutes of the Meeting of the Board of Directors
April 15, 2020**

A meeting of the board of directors of Kairos Health Arizona, Inc., was held on April 15, 2020.

Members present: Lana Berry
Sandy Cooper
Jeffrey Gadd
Chris Knutsen
Rudy Rodriguez
David Tharp
Dr. Michael L. Wright
All members appeared telephonically

Members absent: None

Staff present: John Ashton: Ashton Tiffany, LLC
Mike Tiffany: Ashton Tiffany, LLC
Tracy Foss: Ashton Tiffany, LLC
Jennifer Darnall: Ashton Tiffany, LLC
Tanya Edwards: Ashton Tiffany, LLC
Jennifer Gabriel: Ashton Tiffany, LLC
Lori Jundt: Ashton Tiffany, LLC
Jeremy Larson: Ashton Tiffany, LLC
Tara Zika: Ashton Tiffany, LLC
Hannah Olson: Ashton Tiffany, LLC
Divi Matuszewski: Ashton Tiffany, LLC
Angie Stoudemire: Ashton Tiffany, LLC
Jenna Arico: Ashton Tiffany, LLC
Sarah Virgil: Ashton Tiffany, LLC
Chris Marler: Ashton Tiffany, LLC
Klaudia Gyder: Ashton Tiffany, LLC
Wesley Ashton: Ashton Tiffany, LLC
Peter Gregory: Ashton Tiffany, LLC
Stephanie Yingling: Ashton Tiffany, LLC
Tom Palmer: Claremont Capital Management, LLC
Patrick Kohen: Claremont Capital Management, LLC
Ed Taylor: BCBSAZ
Washington Coven: BCBSAZ
Tom Marreel: MSI
Scott Iwanowski: MSI
Chris Welker: Wright Welker & Pauole

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A. Opening of the Meeting

1. Call to order

Rudy Rodriguez called the meeting to order at 12:19 p.m.

2. Welcome visitors

There were no visitors.

B. General Business

1. A motion was made to approve the agenda for April 15, 2020.

Sandy Cooper, moved
David Tharp, seconded
Motion passed unanimously

2. A motion was made to approve the minutes of the meeting of the board from February 12, 2020.

Sandy Cooper, moved
David Tharp, seconded
Motion passed unanimously

3. A motion was made to approve the minutes of the meeting of the board from March 30, 2020.

Michael Wright, moved
Lana Berry, seconded
Motion passed unanimously

4. Management report

The following items were discussed in the management report:

- COVID-19 update;
- BCBSAZ proposed rules of engagement*;
- AGRIP think tank;
- 2020/2021 renewal and onboarding;
- customer service workshops;

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- Benefit Insights & More;
- business development updates; and
- future meeting schedule.

*David Tharp expressed concerns regarding BCBSAZ's proposed rules of engagement

5. Financial report

Jeremy Larson presented the management dashboard for the period ending February 29, 2020. Year-to-date net operating revenues were \$67,856,783. Total operating expenses and other income totaled \$67,644,290. Total net income for self-funded members was \$1,666,659. Total net loss for the shared risk pool was \$1,454,166.

Tom Palmer presented the investment report, as well as an update on the current state of the financial markets.

6. Claims report

Washington Coven presented the medical claims report through January 31, 2020.

C. New Business

1. Discussion and approval of plan changes

Tanya Edwards presented the 2019/2020 COVID-19 plan changes and the 2020/2021 telehealth service changes, which are as follows:

- no copay or cost-sharing for COVID-19 testing;
- no penalties for out-of-network vs. in-network lab work;
- no copay or cost-sharing for telehealth services on all five medical plans; and
- coverage for telemedicine at a normal cost-sharing amount.

Ms. Edwards also requested approval to waive cost-sharing for telehealth services on all five medical plans through June 30, 2021.

A motion was made to approve the plan changes.

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David Tharp, moved
Chris Knutsen, seconded
Motion passed unanimously

2. Discussion and approval of Ashton Tiffany 2020/2021 contract

John Ashton presented the 2020/2021 Ashton Tiffany, LLC, contract changes for review by the board, which were as follows:

- clarification of scope of services related to information technology; and
- amendment of the term for the annual fee.

A motion was made to approve the 2020/2021 Ashton Tiffany, LLC, contract.

Sandy Cooper, moved
Jeffrey Gadd, seconded
Motion passed unanimously

3. Discussion and approval of 2020/2021 contracts and policies

Tanya Edwards presented the 2020/2021 contract and policy summary identifying the vendors that provide services to the pool. The summary included a description of services, fees/rates, and an overview of key terms and conditions. Ms. Edwards advised that the vast majority of the proposed fees have been contemplated in the 2020/2021 Budget—Rev. 0, which was approved at the previous board meeting. John Ashton reminded the board that the estimated fees are based on current census.

A motion was made to approve the 2020/2021 contracts and policies.

Jeffrey Gadd, moved
Lana Berry, seconded
Motion passed unanimously

D. Executive Session

1. A motion was made to enter executive session.

Sandy Cooper, moved
Michael Wright, seconded
Motion passed unanimously

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2. A motion was made to exit executive session.

Jeffrey Gadd, moved
Lana Berry, seconded
Motion passed unanimously

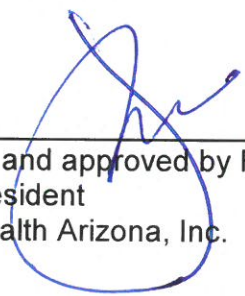
E. Open Session

1. A motion was made to approve the minutes of the February 12, 2020 executive session.

Michael Wright, moved
Chris Knutsen, seconded
Motion passed unanimously

F. Adjournment

Rudy Rodriguez adjourned the meeting at 3:07 p.m.



Received and approved by Rudy Rodriguez
Board President
Kairos Health Arizona, Inc.