

**KAIROS HEALTH ARIZONA, INC.**

**Minutes of the Meeting of the Board of Directors  
April 19, 2018**

A meeting of the board of directors of Kairos Health Arizona, Inc., was held on April 19, 2018 at 333 E Osborn Rd, Suite 100, Phoenix, AZ 85012.

**Members present:** Lana Berry (via teleconference)  
Sandy Cooper  
Rudy Rodriguez  
David Tharp

**Members absent:** David Lykins  
Pam Sitton

**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  
Jane Schemers: Ashton Tiffany, LLC  
Wes Gates: Ashton Tiffany, LLC  
Hannah Olson: Ashton Tiffany, LLC  
Norm Hall: Ashton Tiffany, LLC  
Madeline Zobel: BCBSAZ  
Tom Marreei: MSI  
Terri O'Brien: MSI  
Patrick Kohnen: Claremont Capital Management, LLC  
Tom Palmer: Claremont Capital Management, LLC

**A. Opening of the Meeting**

1. Call to order

Rudy Rodriguez called the meeting to order at 11:15 a.m.

2. Welcome visitors

Bobby Fendley: Fendley Benefits, broker  
Marijon Anderson: Trust member services  
Nathan Myrvold: CVS representative

**KAIROS HEALTH ARIZONA, INC.**

**Minutes of the Meeting of the Board of Directors  
April 19, 2018**

**B. General Business**

1. A motion was made to approve the agenda for April 19, 2018.

David Tharp, moved  
Lana Berry, seconded  
Motion passed

2. A motion was made for approval of the board meeting minutes of February 8, 2018

David Tharp, moved  
Sandy Cooper, seconded  
Motion passed

3. Management Report

- 2018/2019 renewal and onboarding
- Business development update
- Educational item
- Future meetings

4. Financial Report

Lori Jundt presented the preliminary financial statements for the period ending February 28, 2018. Total assets were \$37,193,649, consisting primarily of cash and cash equivalents and investments. Total liabilities were \$27,865,810, consisting primarily of claims payable and IBNR, as well as self-funded members account balances. Net position as of February 28, 2018, excluding the self-funded members' net position, was \$9,327,839. Year to date increase in Kairos net position was \$1,362,374.

5. Claims Report

Tom Marreel presented the claims report through February 28, 2018.

**C. Old Business**

1. 2018/2019 vision rates

Ms. Edwards stated that subsequent to the February board meeting, staff was able to negotiate lower rates though VSP with no changes in coverages. Given

**KAIROS HEALTH ARIZONA, INC.**

**Minutes of the Meeting of the Board of Directors  
April 19, 2018**

the decrease in rates, and in the interest of time, staff distributed the re-negotiated rates to the membership.

A motion was made to ratify the 2018/2019 vision rates as presented.

Sandy Cooper, moved  
David Tharp, seconded  
Motion passed

**D. New Business**

**1. 2018/2019 Ashton Tiffany, LLC, Contract**

Mr. Ashton presented the proposed 2018/2019 Ashton Tiffany, LLC contract. He stated that the board approved the 2018/2019 Budget—Rev. 0, which included a fee for Ashton Tiffany that represented a 4 percent increase over the current fee. Taking into consideration the recent hires brought on to service Kairos, staff believes that the increase is fair and appropriate. He further stated that the contract has been reviewed by outside legal counsel on behalf of the pool.

A motion was made to approve the 2018/2019 Ashton Tiffany, LLC, contract as presented.

Sandy Cooper, moved,  
David Tharp, seconded  
Motion passed

**2. 2018/2019 contract and policies**

Ms. Foss presented the 2018/2019 contract and policy summary identifying the vendors that provide services to the pool. The summary included a description of services, fees/rates, and a high-level overview of key terms and conditions. All proposed rates have been contemplated in the 2018/2019 budget—Rev. 0, which was approved at the previous board meeting.

A motion was made to approve the 2018/2019 contracts and policies as presented.

David Tharp, moved  
Sandy Cooper, seconded  
Motion passed

**KAIROS HEALTH ARIZONA, INC.**

**Minutes of the Meeting of the Board of Directors  
April 19, 2018**

**E. Executive Session**

A motion was made to enter executive session at 12:54 p.m.

David Tharp, moved  
Sandy Cooper, seconded  
Motion passed

A motion was made to exit executive session at 12:57 p.m.

David Tharp, moved  
Sandy Cooper, seconded  
Motion passed

**F. Open Session**

1. A motion was made for approval of the minutes of the February 8, 2018 executive session.

Sandy Cooper, moved  
David Tharp, seconded  
Motion passed

2. A motion was made to ratify the additional payment to the IRS of \$25,900 for the PLR user fee.

Sandy Cooper, moved  
David Tharp, seconded  
Motion passed

**G. Adjournment**

A motion was made to adjourn the meeting at 1:00 p.m.

---

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