

**RESOLUTION
BOARD OF DIRECTORS
ROCKY MOUNTAIN ACCOUNTABLE HEALTH NETWORK, INC.**

Billings, Montana
December 14, 2015

(MSSP Waivers)

WHEREAS, Rocky Mountain Accountable Health Network, Inc. (“RMAHN”) has entered into a participation agreement with the Centers for Medicare and Medicaid Services (“CMS”) to participate as an accountable care organization (“ACO”) in the Medicare Shared Savings Program (“MSSP”) as of January 1, 2014, and is currently in good standing under its participation agreement; and

WHEREAS, RMAHN currently meets the requirements of 42 C.F.R. §§ 425.106 and 425.108 concerning its governance, leadership and management; and

WHEREAS, since RMAHN began participating in the MSSP, St. Vincent Healthcare and Rocky Mountain Health Network, LLC (“RMHN”) have provided certain management services to RMAHN to support RMAHN’s ongoing operations; and

WHEREAS, the Department of Health and Human Services (“HHS”) and the Centers for Medicare and Medicaid Services (“CMS”) have finalized rules allowing for the waiver of certain federal fraud and abuse rules as they relate to certain arrangements between an ACO and its participants and other entities, provided certain requirements are met; and

WHEREAS, RMAHN now desires to memorialize the provision of management services by St. Vincent Healthcare and RMHN to RMAHN and adopt the Resolutions below to qualify for the ACO Participation Waiver and any other applicable Waivers as they may apply to these arrangements.

NOW, THEREFORE, BE IT RESOLVED, the Recitals set forth above are hereby incorporated into these Resolutions by this reference.

FURTHER RESOLVED, the Board of Directors of RMAHN acknowledges its intent and authority to qualify certain arrangements between RMAHN and its participants and other entities for the ACO Participation Waiver and all such other applicable Waivers as published by HHS and CMS related to RMAHN’s participation in the MSSP, the purpose of which is ensure that these arrangements are not impeded by determinations or risk of non-compliance with federal fraud and abuse laws, including the Stark law and Anti-Kickback Statute provided certain requirements are met.

FURTHER RESOLVED, the Board of Directors of RMAHN authorizes and affirms the continuation of the following arrangements previously in place, but not documented, in furtherance of RMAHN’s purpose to operate consistent with the statutory purposes and published goals of the MSSP. The Board of Directors of RMAHN authorizes the following

agreements documenting these arrangements to be effective as of the date these Resolutions are adopted.

Management Services Agreements (a more detailed description is provided in the attachment) between:

- RMAHN and RMHN.
- RMAHN and St. Vincent Healthcare (and its affiliates).

FURTHER RESOLVED, the Board of Directors of RMAHN has determined based on information, descriptions and documents made available to it, that the above-referenced arrangements, including the underlying financial terms, are reasonably related to the purposes of the MSSP because, among other reasons, the arrangements by their terms include the provision of personnel (including the Medical Director, Executive Director and other administrative staff) and technology (including a data tool that captures and analyzes quality and other information) for RMAHN develop systems and processes to promote evidence-based medicine and patient engagement; personnel (including the Medical Director, Executive Director and other administrative staff) and the aforementioned data tool for RMAHN to evaluate the needs of its assigned patient population and meet the MSSP requirements for reporting on quality and cost measures; personnel (including the Medical Director, Executive Director, Compliance Officer and other administrative staff), space, equipment and technology (including the aforementioned data tool) that form the clinical and administrative systems for RMAHN; personnel (including the Medical Director, Executive Director and other administrative staff), support services and technology (including the aforementioned data tool) for RMAHN to engage in care redesign processes and coordinate patient care, including for Medicare patients, to meet the quality performance standards of the MSSP and accomplish other purposes and fulfill other requirements of the MSSP, all in a reasonable and cost effective manner.

FINALLY RESOLVED, the Board of Directors of RMAHN authorizes and directs the Executive Director of RMAHN to carry out all acts necessary to comply with these Resolutions and their intent, including executing the management agreements and arranging for a description of the arrangements to be publicly disclosed in compliance with guidance issued by the Secretary of HHS.

Adopted this 14th day of December, 2015.

By: M. C. Hagan MD
M C HAGAN MD, Secretary

Attachment: Description of Arrangements

Management Services Agreement

RMAHN and St. Vincent Healthcare (and its affiliates)

Parties: RMAHN and St. Vincent Healthcare.

Purpose: This agreement serves as a management agreement under which St. Vincent provides defined management services to RMAHN.

Services: Management services include operations support, services of a Compliance Officer, services of a Medical Director, and data analytics tools and population health software to support RMAHN's participation in the MSSP.

Financial terms: St. Vincent Healthcare is compensated for its services by way of a budget, which compensation will be paid upon receipt of shared savings, if any.

Date: Effective as of January 1, 2016.

RMAHN and RMHN

Parties: RMAHN and RMHN.

Purpose: This agreement serves as a management agreement under which RMHN provides defined management services to RMAHN.

Services: Management services include services of an Executive Director; finance services; and analytics, administrative and special projects services to support RMAHN's participation in the MSSP.

Financial terms: RMHN is compensated for its services by way of a budget, which compensation will be paid upon receipt of shared savings, if any.

Date: Effective as of January 1, 2016.