

**RESOLUTIONS
OF THE
BOARD OF MANAGERS
OF
ARKANSAS HEALTH NETWORK, LLC**

March 9, 2015
Board of Managers Meeting

At a duly called meeting of the Board of Managers (“**Managers**”) of Arkansas Health Network, LLC, an Arkansas limited liability company (“**Company**”) on March 9, 2015, at which a quorum of the Managers are present, the Managers hereby adopt the following resolutions:

WHEREAS, Company has entered into a Participation Agreement with the Center for Medicare and Medicaid Services (“**CMS**”) and is a participant in good standing in the Medicare Shared Savings Program (“**MSSP**”) as an Accountable Care Organization (“**ACO**”);

WHEREAS, pursuant to Section 1899(f) of the Social Security Act (42 U.S.C. § 1395jjj), certain waivers of federal fraud and abuse laws are available in connection with certain activities and arrangements involving the Company and its ACO participants that the ACO’s governing body determines to be reasonably related to the purposes of the MSSP;

WHEREAS, Company provides services to St. Vincent Infirmiry Medical Center d/b/a St. Vincent Health System, an Arkansas nonprofit corporation (“**Hospital**”), that are designed to improve the quality and efficiency of services furnished to Hospital’s inpatients and outpatients, pursuant to that certain Hospital Efficiency Agreement effective January 1, 2015 (“**Hospital Efficiency Agreement**”), which agreement was previously approved by action of the Managers on August 14, 2014;

WHEREAS, the Company and Hospital have previously determined that the provision of additional education and training, and the services of Hospital’s discharge planners in support of Company patients in connection with the MSSP, will benefit the broader sphere of post-discharge services furnished to Medicare beneficiaries who receive inpatient and outpatient health care services from Hospital (“**Care Management Training and Services**”);

WHEREAS, the Company has entered into ACO participation agreements with its “Participants”, pursuant to which the Company has developed certain financial incentive programs, and also provides support services in the form of the ACO Group Practice Reporting Option interface for use by the Company’s ACO participants for reporting clinical quality measures as consistent with the requirements of the MSSP (“**ACO GPRO Interface**”), all of which are designed to encourage the participating providers to provide clinical services to patients in a way that adheres to various quality assurance initiatives, improves patient satisfaction, and helps reduce the cost of providing quality healthcare;

WHEREAS, the Hospital Efficiency Agreement, Care Management Training and Services, and ACO participation agreements have previously been presented to, considered and approved by the Managers prior to the effective dates of such arrangements;

WHEREAS, the Managers have concluded that the Hospital Efficiency Agreement, the Care Management Training and Services, and ACO participation agreements, including the ACO GPRO Interface, will contribute to the improvement of the quality and efficiency of services, and reduce the cost of services, provided to Medicare beneficiaries; and

NOW, THEREFORE, BE IT RESOLVED, that the Managers have determined that the foregoing arrangements entered into or conducted by Company are all reasonably related to the purposes of the MSSP, because they: (i) encourage participating providers to adhere to the quality assurance and improvement program and evidence-based clinical guidelines associated with the Company and its participation in the MSSP, including to promote improved quality of care in the Hospital, (ii) promote accountability for the quality, cost, and overall care for Company's attributed beneficiaries by assisting with meeting requirements for reporting on quality and cost measures, and/or (iii) overall, support the MSSP aims of better care for individuals, better health for populations, and lower growth in expenditures, and the Company's participation in the MSSP and achievement of the program's goals.

FURTHER RESOLVED, that the Company's Managers direct the Company's authorized officers and agents to take such actions that are reasonably necessary and prudent to implement the foregoing resolutions, to include, without limitation, seeking approval of and posting appropriate disclosure of the foregoing initiatives on the Company web-site in order to promote compliance with the MSSP and applicable fraud and abuse waivers related to the same, to include, without limitation, modifying the form of web-site disclosure attached at Exhibit A, as needed to promote compliance or as otherwise directed by CMS.

IN WITNESS WHEREOF, I, Secretary of the Board of Managers, certify that the Managers have approved the foregoing resolutions at a meeting of the Managers held on the 9th day of March 2015.

By: _____

Secretary of the Board of Managers
Arkansas Health Network, LLC