

**UNIVERSITY OF COLORADO HEALTH AND WELFARE TRUST
TRUST COMMITTEE RESOLUTIONS**

ADOPTED AS OF JUNE 2, 2015

WHEREAS, The Regents of the University of Colorado, a body corporate and a state institution of higher education of the State of Colorado (“University”), the University of Colorado Hospital Authority, a body corporate and political subdivision of the State of Colorado (“Hospital”), and University Physicians, Incorporated, a Colorado nonprofit corporation (“UPI”), established the University of Colorado Health and Welfare Trust (“Trust”) to among other things: (a) provide the funding vehicle for the University of Colorado Health and Welfare Plan (“H&W Plan”), (b) hold, if applicable, the health care flexible spending account contributions for the University’s and UPI’s employees under the health care flexible spending account component of The University of Colorado Flexible Benefits Plan (“Flex Plan”), (c) invest the Trust funds and (d) pay appropriate claims and expenses; and

WHEREAS, the Trust Committee desires to approve and/or ratify the engagements, renewals and/or amendments (“engagement”) for the following service providers for the fiscal year beginning July 1, 2015: (a) University of Colorado Hospital Authority; (b) Rocky Mountain Hospital and Medical Services, Inc. dba Anthem Blue Cross and Blue Shield (“Anthem”); (c) Kaiser Permanente Insurance Company (“Kaiser”); (d) Harrington Health Services, Inc.; (e) Colorado Dental Service, Inc. dba Delta Dental of Colorado (“Delta Dental”); (f) Application Software, Inc. (“ASI”); (g) ASI COBRA, LLC (“ASI COBRA”); (h) Davis Graham & Stubbs LLP (“DGS”); (i) Mercer Health & Benefits LLC (“Mercer”); (j) Aon Hewitt; and (k) Wells Fargo Health Benefit Services (“Wells Fargo”); and

WHEREAS, the Trust Committee desires to approve and/or ratify the engagements, renewals and/or amendments (“engagement”) for ancillary service providers detailed in Resolution 2; and

WHEREAS, the Trust Committee desires to renew its (1) crime insurance, (2) fiduciary liability insurance, and (3) errors and omissions insurance; and

WHEREAS, the Trust Committee desires to approve the budget, in the form presented to the Trust Committee by Mr. Tony DeCrosta, Chief Plan Administrator for the CU Health Plan, for the fiscal year of the Trust beginning July 1, 2015; and

WHEREAS, the Trust Committee desires to approve and ratify, effective July 1, 2015, Amendment No. Seven to the Trust which (a) provides that any health savings account fees, costs and expenses related to component benefit plans under the H&W Plan may be paid by the Trust, (b) updates the list of component benefit plans under the University of Colorado Health and Welfare Plan to remove CU Health Plan-Access Network; (c) updates the list of component benefit plans under the University of Colorado Health and Welfare Plan to include CU Health Plan-Dental EPO, CU Health Plan-Dental PPO, and CU Health Plan-Dental Premier; and (d) updates the list of component benefit plans under the University of Colorado Health and Welfare

Plan to provide for the name change of CU Health Plan – High Deductible to CU Health Plan – High Deductible/HSA Compatible; and

WHEREAS, the Trust Committee desires to continue to approve and ratify actions taken or to be taken by the Chairperson of the Trust Committee to adopt, amend and/or provide, in conjunction with the plan sponsors, the privacy and security compliance documents under the Health Insurance Portability and Accountability Act of 1996, as amended from time to time (“HIPAA”) including but not limited to: (a) Notice of Privacy Practices; and (b) all related HIPAA business associate agreements; and

WHEREAS, the Trust Committee desires to continue to authorize the Chairperson of the Trust Committee, the Chief Plan Administrator, and/or his or her delegates, individually and/or jointly, to take any and all actions deemed necessary, appropriate or advisable and ratify and approve actions already taken, with respect to the Trust, the H&W Plan funded through the Trust, the Flex Plan, but only with respect to the Health Care Flexible Spending Account Plan and the Pretax Premium Component of the Flex Plan with respect to health premiums for the H&W Plan, the Cafeteria Plan, but only with respect to the Pretax Premium Component of the Cafeteria Plan with respect to health premiums for the H&W Plan, and any other health and welfare benefit plans that may be funded through the Trust.

NOW THEREFORE, BE IT RESOLVED THAT:

1. The Trust Committee, as further described in each item below, hereby approves and ratifies the following actions related to service providers and the performance of such services as are described below or as may be requested of each such service provider for the fiscal year beginning July 1, 2015:

A. the engagement of University of Colorado Hospital Authority to provide mail order pharmacy services for the CU Health Plans administered by Anthem is approved and ratified by a unanimous vote of all the Trustees from the University and UPI, with the Trustees from Hospital abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

B. the engagement of Anthem by the Trust and the University as the Plan Sponsor of the H&W Plan to: (a) serve as claims administrator for the following component benefit plans of the H&W Plan funded through the Trust, which include (i) CU Health Plan – High Deductible/HSA Compatible, (ii) CU Health Plan – Exclusive, (iii) CU Health Plan – Vision, (iv) CU Health Plan – Medicare and (v) CU Health Plan - Extended (collectively, the “Self-Funded Plans”); and (b) serve as the third party administrator for the Self-Funded Plans, is approved and ratified by a unanimous vote of all the Trustees; and

C. the engagement of Anthem by the Trust and the University as the Plan Sponsor of the H&W Plan to serve as an independent fiduciary to establish and select the providers and to negotiate rates with providers, including Hospital, for the Self-Funded Plans is approved and ratified by a unanimous vote of all the Trustees from the University and UPI, with the Trustees from the Hospital abstaining from the vote and

providing any relevant information to the Trustees involved in the decision making process; and

D. the engagement of Anthem by the Trust and the University as the Plan Sponsor of the H&W Plan to serve as an independent fiduciary to establish and select the providers and to negotiate rates with providers, including UPI, for the for the Self-Funded Plans is approved and ratified by a unanimous vote of all the Trustees from the University and Hospital, with the Trustee from UPI abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

E. the engagement of Kaiser Permanente Insurance Company and Harrington Health Services, Inc. as Named Claims Fiduciary by the Trust and the University as the Plan Sponsor of the H&W Plan for the administration of the CU Health Plan –Kaiser is approved and ratified by a unanimous vote of all the Trustees; and

F. the engagement of Harrington Health Services, Inc. for additional administration services of the CU Health Plan-Kaiser is approved and ratified by a unanimous vote of all the Trustees; and

G. the engagement of Delta Dental to provide administration services for the CU Health Plan – Dental EPO, the CU Health Plan – Dental PPO, and the CU Health Plan – Dental Premier is approved and ratified by a unanimous vote of all the Trustees; and

H. the engagement of ASI by the Trust and the University as the Plan Sponsor of the H&W Plan, to provide administrative services for the health care flexible spending account component of The University of Colorado Flexible Benefits Plan, is approved and ratified by a unanimous vote of all the Trustees; and

I. the engagement of ASI COBRA by the Trust and the University as the Plan Sponsor of the H&W Plan, to provide COBRA administrative services for the benefit of the participants in the H&W Plan and Trust, is approved and ratified by a unanimous vote of all the Trustees; and

J. the engagement of the law firm of DGS to provide such legal services as may be requested from time to time, is approved and ratified by a unanimous vote of all the Trustees and, in connection therewith, the Trust Committee hereby waives any conflicts with DGS's representation of the University, the Hospital and/or UPI; and

K. the engagement of Mercer by the Trust and the University as the Plan Sponsor of the H&W Plan to perform actuarial calculations for the self-funded health plans and provide other appropriate related services, is approved and ratified by a unanimous vote of all the Trustees; and

L. the engagement of Mercer by the Trust and the University as the Plan Sponsor of the H&W Plan to serve as an independent advisor for the benefit of the

participants in the H&W Plan and Trust who select the CU Health Plan – Exclusive, and to document its findings regarding the competitiveness of the fee in a written report(s) regarding its comparison of UPI’s global payment fee to market based physician costs within the Denver/Boulder market for like HMO products in order to determine that UPI’s fees in the aggregate meet competitive market benchmarks is approved and ratified by a unanimous vote of all the Trustees from the University and Hospital, with the Trustee from UPI abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

M. the engagement of Aon Hewitt by the Trust and the University as the Plan Sponsor of the H&W Plan to serve as an independent advisor for the benefit of the participants in the H&W Plan and Trust who select the CU Health Plan – Exclusive by providing network discount review services is approved and ratified by a unanimous vote of all the Trustees from the University and UPI, with the Trustees from the Hospital abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

N. the engagement of Wells Fargo for administration services pertaining to the health savings accounts related to the CU Health Plan – High Deductible/HSA Compatible component benefit plan is approved and ratified by a unanimous vote of all the Trustees.

2. The Trust Committee, as further described in each item below, hereby approves and ratifies the following actions related to additional service providers and the performance of such services as are described below or as may be requested of each such service provider for the fiscal years of the Trust beginning July 1, 2014 and July 1, 2015:

A. the engagement of Truven by the Trust and the University as the Plan Sponsor of the H&W Plan to provide data consulting services is approved and ratified by a unanimous vote of all of the Trustees; and

B. the engagement of Pharmaceutical Strategies Group, LLC by the Trust and the University as the Plan Sponsor of the H&W Plan to provide pharmacy consulting services is approved and ratified by a unanimous vote of all the Trustees from the University and UPI, with the Trustees from the Hospital abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

C. the engagement of Wellness & Prevention by the Trust and the University as the Plan Sponsor of the H&W Plan to provide health risk assessment services is approved and ratified by a unanimous vote of all of the Trustees; and

D. the engagement of National Jewish by the Trust and the University as the Plan Sponsor of the H&W Plan to provide tobacco cessation services is approved and ratified by a unanimous vote of all of the Trustees; and

E. the engagement of Weight Watchers by the Trust and the University as the Plan Sponsor of the H&W Plan to provide weight loss services is approved and ratified by a unanimous vote of all of the Trustees; and

F. the engagement of Digifit by the Trust and the University as the Plan Sponsor of the H&W Plan to provide information technology services is approved and ratified by a unanimous vote of all of the Trustees; and

G. the engagement of Karsh Hagan by the Trust and the University as the Plan Sponsor of the H&W Plan to provide marketing services, is approved and ratified by a unanimous vote of all of the Trustees; and

H. the engagement of Online Tools for Parents, LLC by the Trust and the University as the Plan Sponsor of the H&W Plan to provide consulting and information technology services for the children's program is approved and ratified by a unanimous vote of all of the Trustees; and

I. the engagement of GeoPalz, LLC by the Trust and the University as the Plan Sponsor of the H&W Plan to provide information technology services for the children's program is approved and ratified by a unanimous vote of all of the Trustees; and

J. the engagement of Foraker Labs, LLC by the Trust and the University as the Plan Sponsor of the H&W Plan to provide information technology services for the children's program is approved and ratified by a unanimous vote of all of the Trustees; and

K. the engagement of the University to provide consulting services for the children's program, consulting services regarding behavioral health coaching and consulting services for the diabetes program is approved and ratified by a unanimous vote of all the Trustees from the Hospital and UPI, with the Trustees from the University abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

L. the engagement of UPI to provide professional services regarding an MRI study is approved and ratified by a unanimous vote of all the Trustees from the University and Hospital, with the Trustee from UPI abstaining from the vote and providing any relevant information to the Trustees involved in the decision making process; and

M. the engagement of CliftonLarsonAllen LLP to provide financial statement auditing services is approved and ratified by a unanimous vote of all Trustees.

3. The purchase by the Trust of (1) crime insurance, (2) fiduciary liability insurance, and (3) errors and omissions insurance from an underwriter selected at the discretion of the Trust Committee chair is approved and ratified by a unanimous vote of all of the Trustees.

4. The budget, in the form presented to the Trust Committee by Mr. Tony DeCrosta, Chief Plan Administrator for the CU Health Plan, for the fiscal year of the Trust beginning July 1, 2015, is approved and ratified by a unanimous vote of all the Trustees.

5. Amendment No. Seven to the Trust, effective July 1, 2015, which (a) provides that any health savings account fees, costs and expenses related to component benefit plans under the H&W Plan may be paid by the Trust; (b) updates the list of component benefit plans under the University of Colorado Health and Welfare Plan to remove CU Health Plan-Access Network; (c) updates the list of component benefit plans under the University of Colorado Health and Welfare Plan to include CU Health Plan-Dental EPO, CU Health Plan-Dental PPO, and CU Health Plan-Dental Premier; and (d) updates the list of component benefit plans under the University of Colorado Health and Welfare Plan to provide for the name change of CU Health Plan – High Deductible to CU Health Plan – High Deductible/HSA Compatible is approved and ratified by a unanimous vote of all of the Trustees.

6. The actions taken or to be taken by the Chairperson of the Trust Committee to adopt, amend and/or provide, in conjunction with the plan sponsor, the privacy and security compliance documents under HIPAA including but not limited to: (a) Notice of Privacy Practices; (b) HIPAA Privacy Use and Disclosure Procedures; (c) HIPAA Privacy Policy; (d) HIPAA Security Policy; and (e) all related HIPAA business associate agreements are approved and ratified by a unanimous vote of all of the Trustees.

7. The Trust Committee hereby continues to authorize the Chairperson of the Trust Committee, the Chief Plan Administrator, and/or his or her delegates, individually and/or jointly, to take any and all actions deemed necessary, appropriate or advisable and ratify and approve actions already taken, with respect to the Trust, the University of Colorado Health and Welfare Plan funded through the Trust, and the Flex Plan, but only with respect to the Health Care Flexible Spending Account Plan and the Pretax Premium Component of the Flex Plan with respect to health premiums for the H&W Plan, the Cafeteria Plan, but only with respect to the Pretax Premium Component of the Cafeteria Plan with respect to health premiums for the H&W Plan, and any other health and welfare benefit plans that may be funded through the Trust, and such authorization is approved and ratified by a unanimous vote of all the Trustees.

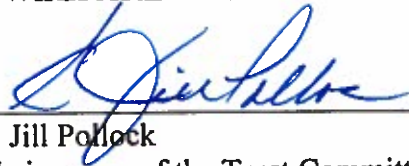
PASSED AND ADOPTED at a Trust Committee meeting held on June 2, 2015 at which all Trustees were present or represented by proxy, in Denver, Colorado or participated in such meeting by telephone.

**CERTIFICATION OF ADOPTION OF UNIVERSITY OF COLORADO
HEALTH AND WELFARE TRUST COMMITTEE RESOLUTIONS**

I, E. Jill Pollock, Chairperson of the Trust Committee and Secretary of the Trust Committee, hereby certify that the above Trust Committee Resolutions were adopted as stated above on June 2, 2015.

**UNIVERSITY OF COLORADO HEALTH
AND WELFARE TRUST**

By



E. Jill Pollock
Chairperson of the Trust Committee and
Secretary