

UNIVERSITY OF COLORADO HEALTH AND WELFARE TRUST

TRUST COMMITTEE RESOLUTIONS

ADOPTED AS OF JUNE 25, 2013

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”), and (b) hold, if applicable, the health care flexible spending account contributions for: (i) 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”) and (ii) the Hospital’s employees under the health care spending account plan component of the University of Colorado Hospital Authority Cafeteria Plan (“Cafeteria Plan”); and

WHEREAS, the Trust Committee wishes to approve and/or ratify the engagements, renewals or extension of the engagements for run-out services as well as updated Business Associate Agreements, where applicable, for the following service providers for the fiscal year beginning July 1, 2013: (a) Aon Hewitt, formerly known as Aon Consulting (“Aon Hewitt”), (b) Mercer Health & Benefits LLC (“Mercer”), (c) Davis Graham & Stubbs LLP (“DGS”), (d) ASI Software, Inc. (“ASI”), (e) CliftonLarsonAllen LLP (“Clifton”), (f) Kaiser Permanente Insurance Company (“Kaiser”), (g) Harrington Health Services, Inc., (h) United Medical Alliance (“UMA”) (i) Health Promotion Management, Inc. (“HPMI”), (j) Tool Studios, LLC, (k) Digifit, Inc., and (l) Michael Conti Productions LLC; and

WHEREAS, the Trust Committee wishes to approve and ratify the termination of the Administrative Services Agreement by and among the University as the Plan Sponsor of the H&W Plan, the Trust, and CIGNA Health and Life Insurance Company and applicable affiliates (collectively “CHLIC”) as the third party administrator and claims administrator for each of the following component benefit plans of the H&W Plan funded through the Trust, which include: (a) CU Health Plan – Access Network, (b) CU Health Plan – High Deductible, (c) CU Health Plan – Exclusive, and (d) CU Health Plan – Medicare (collectively “CU Plan”), except for the extension for claims run-out including the bank account at JPMorgan Chase Bank, N.A. in the name of the Trust; and

WHEREAS, the Trust Committee wishes to engage Rocky Mountain Hospital and Medical Services, Inc. dba Anthem Blue Cross and Blue Shield. (“Anthem”) for the fiscal year beginning July 1, 2013 and approve and ratify ancillary actions taken therewith; and

WHEREAS, the Trust Committee wishes to approve the budget, in the form presented to the Trust Committee by Mr. Mark Stanker, CU Health Plan Administration, for the fiscal year of the Trust beginning July 1, 2013; and

WHEREAS, the Trust Committee wishes, effective July 1, 2013, to approve and ratify actions taken or to be taken by the Chairperson of the Trust Committee to reappoint and designate Aaron Van Artsen as the Privacy Official for the H&W Plan, Flex Plan and Cafeteria Plan (collectively, the "Plans") under the Trust, remove Aaron Van Artsen as the Security Official for the Plans under the Trust, appoint and designate Chirag Joshi as the Security Official for the Plans under the Trust, and execute and deliver the Business Associate Agreements with Mr. Van Artsen and Mr. Joshi; and

WHEREAS, the Trust Committee wishes to approve and ratify Amendment No. Five to the Trust Agreement, effective July 1, 2013 to increase the number of Trustees on the Trust Committee from five to seven, reflect the new Colorado Civil Union Act, update the list of component benefit plans, and include the CU Health Plan – Vision; and

WHEREAS, the Trust Committee wishes to designate CU Health Plan Administration as the Plan Administrator for both the H&W Plan and the Trust and for the health care flexible spending account plans funded through the Trust with respect to the Trust administrative tasks; 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, (b) HIPAA Privacy Use and Disclosure Procedures, (c) HIPAA Privacy Policy, (d) HIPAA Security Policy, (e) HIPAA Privacy Plan Sponsor Certification to University of Colorado Health and Welfare Plan, and (f) all related HIPAA business associate agreements; and

WHEREAS, the Trust Committee desires to continue to authorize the Chairperson of the Trust Committee from time to time, or his or her delegates, to take any and all actions including but not limited to any actions with respect to wellness and prevention programs 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 for the H&W Plan, the Cafeteria Plan, but only with respect to the Health Care Spending Account Plan and the Pretax Premium Component for the H&W Plan, the health care flexible spending account plans funded through the Trust, and any other health and welfare benefit plans that may be funded under the Trust, but which includes approving amendments to the Flex Plan and Cafeteria Plan.

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, 2013:

A. 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, to provide its findings regarding its: (i) negotiation of the Hospital’s fee schedule for the Hospital and pharmacy benefits in the aggregate under the CU Health Plan – Exclusive and evaluation of the competitiveness of the Hospital’s fee schedule compared to similar facilities in the area; (ii) negotiation of the Hospital’s fee schedule as an independent advisor for the benefit of the participants in the H&W Plan and Trust who select the CU Health Plan – Exclusive; (iii) recommendation that the Hospital provide hospital and pharmacy benefits under the CU Health Plan – Exclusive, and (iv) evaluation of the network adequacy with respect to healthcare facilities under the CU Health Plan – Exclusive, 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

B. 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, and provide its findings regarding its evaluation of the network adequacy with respect to the physicians under the CU Health Plan – Exclusive, is approved and ratified by a unanimous vote of all the Trustees from the Hospital and the University, with the Trustee from UPI abstaining from the vote; and

C. 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: (i) 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 and (ii) determination of a process to reconcile and the reconciliation of the global payment fee to actual claims, is approved and ratified by a unanimous vote of all the Trustees from the Hospital and the University, with the Trustee from UPI abstaining from the vote; and

D. the engagement of the actuarial firm of Mercer 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

E. the engagement of Mercer by the Trust to serve as an independent advisor to the Trust for the purpose of reviewing and evaluating the quality of UMA's flexible spending account administration services and the competitiveness of its fees, 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

F. 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

G. 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

H. the engagement of ASI 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

I. the engagement of UMA by the Trust and the Hospital as the Plan Sponsor of the University of Colorado Hospital Authority Cafeteria Plan, to provide administrative services for the health care flexible spending account component of the University of Colorado Hospital Authority Cafeteria Plan, including the actions taken or to be taken to establish and maintain a bank account at Wells Fargo Bank, N.A. in the name of the Trust in connection with the UMA engagement, 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

J. the extension of the Agreement by and among the University as the Plan Sponsor of the H&W Plan, the Trust, and Clifton to provide financial statement auditing services is approved and ratified by a unanimous vote of all the Trustees; and

K. the engagement of HPMI by the Trust and the University as the Plan Sponsor of the H&W Plan to provide biometric screenings is approved and ratified by a unanimous vote of all of the Trustees; and

L. the engagement of Tool Studios, LLC 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

M. the engagement of Digifit, Inc. 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

N. the engagement of Michael Conti Productions LLC by the Trust and the University as the Plan Sponsor of the H&W Plan to provide marketing video production services is approved and ratified by a unanimous vote of all of the Trustees; and

O. the engagement of Kaiser Permanente Insurance Company and Harrington Health Services, Inc. as Named Claims Fiduciary, with respect to the administration of the CU Health Plan – Administered by Kaiser Permanente Insurance Company, is approved and ratified by a unanimous vote of all the Trustees; and

P. the extension of the Administrative Services Agreement by and among the University as the Plan Sponsor of the H&W Plan, the Trust, and CHLIC as the third party administrator and claims administrator for claims run-out, for each of the following component benefit plans of the H&W Plan funded through the Trust, which include: (i) CU Health Plan – Access Network, (ii) CU Health Plan – High Deductible, (iii) CU Health Plan – Exclusive, and (iv) CU Health Plan – Medicare (collectively “CU Plan”) is approved and ratified by a unanimous vote of all the Trustees; and

2. The termination of the Administrative Services Agreement by and among the University as the Plan Sponsor of the H&W Plan, the Trust, and CHLIC as the third party administrator and claims administrator for each of the following component benefit plans of the H&W Plan funded through the Trust, which include: (a) CU Health Plan – Access Network, (b) CU Health Plan – High Deductible, (c) CU Health Plan – Exclusive, and (d) CU Health Plan – Medicare, except for the extension approved and ratified above for claims run-out including the bank account at JPMorgan Chase Bank, N.A. in the name of the Trust, is approved and ratified by a unanimous vote of all the Trustees.

3. The entry into the Administrative Services Agreement by and among Anthem, the University as the Plan Sponsor of the H&W Plan and the Trust, and the engagement of Anthem for the fiscal year beginning July 1, 2013, by the Trust and University as the Plan Sponsor of the H&W Plan, to: (a) serve as an independent fiduciary to establish and select the providers and to negotiate rates with such providers other than the Global Payment arrangement between Anthem and The Regents of the University of Colorado, Denver, acting on behalf of the University of Colorado School of Medicine and University Physicians, Incorporated, for the following component benefit plans of the H&W Plan funded through the Trust, which include (i) CU Health Plan – Access Network, (ii) CU Health Plan – High Deductible, (iii) CU Health Plan – Exclusive, (iv) CU Health Plan – Vision and (v) CU Health Plan – Medicare (collectively, the “Self-Funded Plans”); (b) serve as claims administrator for the Self-Funded Plans; and (c) serve as the third party administrator 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

4. The budget, in the form presented to the Trust Committee by Mr. Mark Stanker, CU Health Plan Administration, for the fiscal year of the Trust beginning July 1, 2013, is approved and ratified by a unanimous vote of all the Trustees; and

5. Effective July 1, 2013, the actions taken or to be taken by the Chairperson of the Trust Committee to reappoint and designate Aaron Van Artsen as the Privacy Official for the Plans under the Trust, remove Aaron Van Artsen as the Security Official for the Plans under the Trust, and appoint and designate Chirag Joshi as the Security Official for the Plans under the Trust, and execute and deliver the Business Associate Agreements with Mr. Van Artsen and Mr. Joshi are approved and ratified by a unanimous vote of all of the Trustees; and

6. Amendment No. Five to the Trust Agreement to increase the number of Trustees on the Trust Committee from five to seven, reflect the new Colorado Civil Union Act, update the list of component benefit plans and include the CU Health Plan – Vision, effective July 1, 2013, is approved and ratified by a unanimous vote of all of the Trustees; and

7. By a June 29, 2010 Trust Resolution, University of Colorado System Administration was designated as the Plan Administrator for both the H&W Plan and the Trust and for the health care flexible spending account plans funded through the Trust with respect to the Trust administrative tasks. System Administration has been reorganized and plan administration duties are now performed by CU Health Plan Administration. To reflect the reorganization, CU Health Plan Administration is selected as the Plan Administrator, by a unanimous vote of all the Trustees from the Hospital and UPI and with the Trustees from the University abstaining from the vote and having provided any relevant information to the other Trustees involved in the decision making process; and

8. The Trust Committee hereby continues 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 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, (e) HIPAA Privacy Plan Sponsor Certification to University of Colorado Health and Welfare Plan, and (f) all related HIPAA business associate agreements; and

9. The Trust Committee hereby continues to authorize the Chairperson of the Trust Committee from time to time, or his or her delegates, to take any and all actions including but not limited to any actions with respect to wellness and prevention programs 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 for the H&W Plan, the Cafeteria Plan, but only with respect to the Health Care Spending Account Plan and the Pretax Premium Component for the H&W Plan, and any other health and welfare benefit plans that may be funded through the Trust, but which includes approving amendments to the Flex Plan and Cafeteria Plan, 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 25, 2013 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 25, 2013.

**UNIVERSITY OF COLORADO HEALTH
AND WELFARE TRUST**

By 
E. Jill Pollock
Chairperson of the Trust Committee and
Secretary