

**RESOLUTION OF THE MANAGERS OF
ADIRONDACKS ACO, LLC**

WHEREAS, Section 9.7 of the AMENDED AND RESTATED OPERATING AGREEMENT OF ADIRONDACKS ACO, LLC (the "Company") allows the Company to pass resolutions without a meeting on consent of the Managers; and

WHEREAS, the Centers for Medicare and Medicaid Services (CMS) have promulgated rules authorizing waivers of the fraud and abuse laws in connection with arrangements that are reasonably related to the purposes of the Medicare Shared Savings Program; and

WHEREAS, the term "reasonably related" includes activities that encourage investment in infrastructure and redesigned care processes for high quality and efficient service delivery for patients; and

WHEREAS, the Company has entered into multiple risk-sharing arrangements under which it remits payment to physicians for services provided to enrollees of multiple health plans wherein the health plans require Company to provide evidence of ability to promptly pay risk sharing amounts; and

WHEREAS, to enable Company to provide evidence of ability to promptly pay risk sharing amounts to health plans, the Company has requested that Champlain Valley Physicians Hospital Medical Center extend a line of credit to it; and

WHEREAS, participants of Company are ultimately obligated to make payments to Company to pay each participant's agreed proportion of risk sharing amounts owed to health plans and, as such, if use of the line of credit arrangement is necessary, Company's debt to Champlain Valley Physicians Hospital will be paid in full by the Participants; and

WHEREAS, the Board of Managers has made a bona fide determination that it is in the best interest of Company to authorize the application of the Participation Waivers to the line of credit arrangement because it will encourage investment of incentive monies paid by health plans in infrastructure and redesigned care processes for high quality and efficient service delivery for all patients served by Company; and

NOW THEREFORE, the Managers of the Company have adopted the following Resolution by inscribing their names below in one or more counterparts:

BE IT RESOLVED, that the Managers approve, by a simple majority vote, the application of the participation waiver to the line of credit arrangement between CVPH and

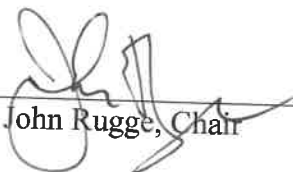
Company and approve the publication of said arrangement within sixty (60) days on Company's website; and

BE IT FURTHER RESOLVED, that the Managers approve, by a majority vote, the creation of a line of credit and hereby authorizes the management of Company to utilize the line of credit on an as needed basis in order to cover the timing gap between when payment is owed by Company to a health plan and when Company collects payment from participants;

The undersigned being duly authorized to record the minutes of the meetings of the Managers of the Company, DOES HEREBY CERTIFY that the signatures inscribed on this resolution constitute at least a majority vote pursuant to the terms of the Amended and Restated Operating Agreement; and

I FURTHER CERTIFY that I will present this resolution with all written consents inscribed to it, in one or more counterparts, at the next meeting of the Board of Managers.

IN WITNESS WHEREOF, I have hereto set my hand the 10 day of July
2018.




Dr. John Rugge, Chair

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Vote of Managers

By: Ambler, Kris

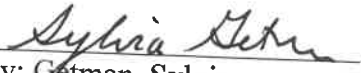


By: Beguin, David

By: Brumsted, John

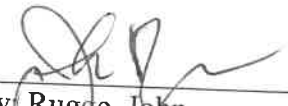
By: Burton, Eric

By: Fillion, Paul

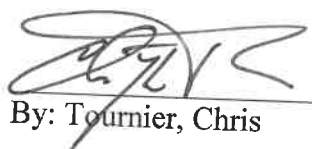

By: Getman, Sylvia

By: Hammond, Patti

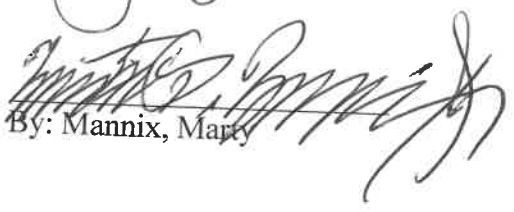
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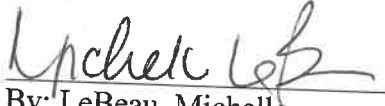

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By: LeBeau, Michelle

By: Shugrue, Dianne

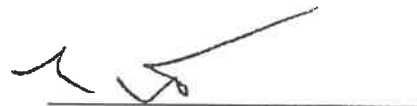
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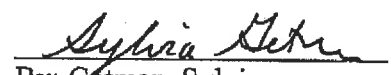

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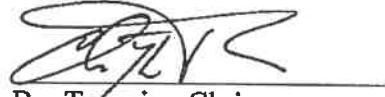
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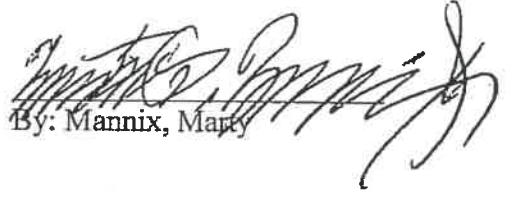
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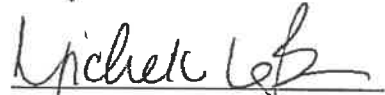
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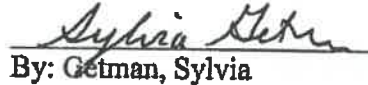
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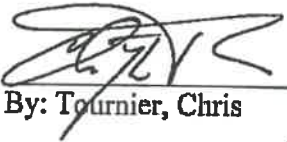
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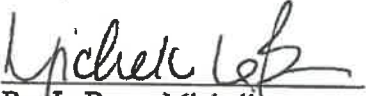


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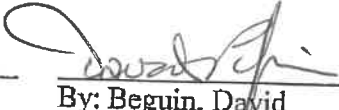
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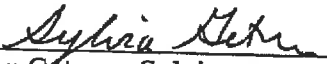
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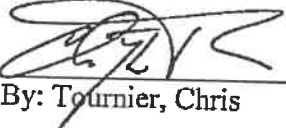
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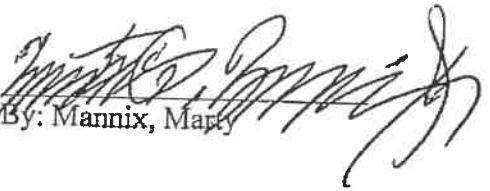
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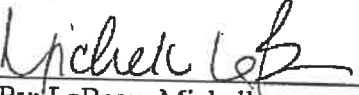
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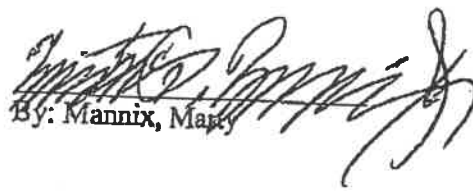
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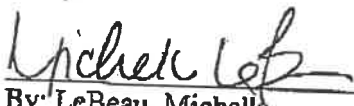


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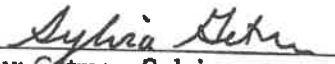


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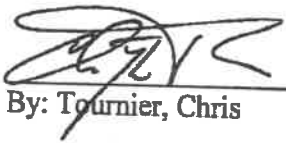
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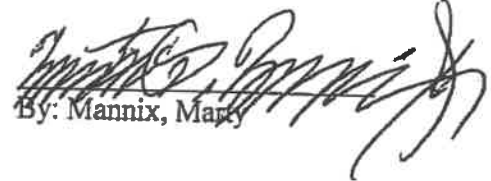
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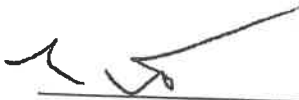

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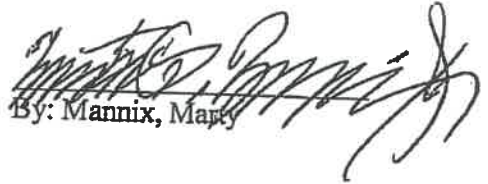
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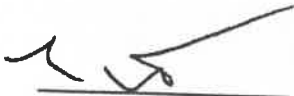
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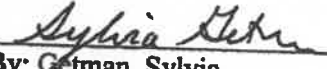


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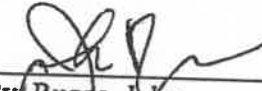
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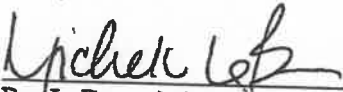
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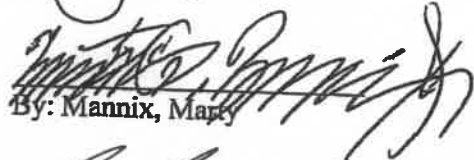
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The Members of the Company hereby consent to the aforementioned resolutions as required by Section 5.3(a) of the Amended and Restate Operating Agreement.

HUDSON HEADWATERS HEALTH NETWORK



Dr. John Rugge, Chair

CHAMPLAIN VALLEY PHYSICIANS HOSPITAL MEDICAL CENTER



By: LeBeau, Michelle