

**MINUTES OF ORGANIZATIONAL MEETING OF
THE MEMBERS AND MANAGERS
OF
ADIRONDACKS ACO, LLC**

The first meeting of the Members and Managers of Adirondacks ACO, LLC was held at the offices of the Company, on the 25th day of July 2013, at the call of the Managers.

The following Members were present:

Champlain Valley Physicians Hospital Medical Center
Fletcher Allen Medical Group, PLLC

The following Managers were present:

Stephens Mundy
Alison Guile, M.D.
Rob DeMuro, M.D.
Howard Schapiro, M.D.
Debra Leonard, M.D.
Todd Moore
John Rugge, M.D.
Tucker Slingerland, M.D.
David Beguin, M.D.
Kris Ambler, M.D.
Dianne Shugrue
Paul Scimeca
Chandler Ralph
Rod Giltz

The meeting was called to order and Stephens Mundy was elected Chairman of the meeting of the meeting.

The Chairman reported that the Company's Articles of Organization had been filed and recorded by the State of New York on May 23, 2013. A copy of the Articles was ordered and filed in the Company's minute book.

In addition, Affidavits of Publication for the Articles of Organization are to be filed with the Department of State, and receipts therefore will be filed in the corporate book with the

Articles of Organization.

The Chairman stated that the purpose of the meeting was to take all steps necessary to complete the organization of the Company to enable the Company to commence business. The Chairman proposed the adoption of resolutions to effectuate these purposes. After full consideration, the annexed resolutions were duly adopted.

There being no further business presented the meeting was duly adjourned.

Dated: July 25, 2013



Stephens Mundy, Chairman