

**RESOLUTIONS OF THE BOARD OF TRUSTEES OF
GUNDERSEN LUTHERAN HEALTH SYSTEM, INC.
HEALTH PLAN TRANSACTION WITH
IOWA HEALTH SYSTEM D/B/A UNITYPOINT HEALTH**

Present: [Brad Sturm, Mark Glendenning, Wendy Lommen, John Lyche, Scott Rathgaber, M.D., Jerry Arndt, Jerry Kember, Dan Florness, Kelly Bahr, M.D., Steve Shapiro, M.D., Brian Sieck, M.D., Greg Thompson, M.D., and Jon Zlabek, M.D.]

Excused: [None]

Recused: [None.]

These Resolutions are adopted by the Board of Trustees of Gundersen Lutheran Health System, Inc. ("GHS"), in their capacity as such, in each of their respective identities as directors of Gundersen Lutheran Administrative Services, Inc., a Wisconsin nonstock corporation ("GLAS"), and for and on behalf of GHS as the sole member of GLAS.

WHEREAS, University Health Care, Inc., a Wisconsin non-profit member corporation f/k/a University Health Resources, Inc. ("UHC"), and GHS own all of the capital stock of Unity Health Plans Insurance Corporation, a Wisconsin stock insurance corporation organized under Chapter 611 of the Wisconsin Statutes ("Unity") that is authorized to do business in Wisconsin and engages in the business of health insurance;

WHEREAS, GHS and UHC are the sole members of Gundersen Health Plan, Inc. ("GHP"), a Wisconsin non-stock service insurance corporation organized under Chapter 613 of the Wisconsin Statutes that is authorized to do business in Wisconsin and Iowa and engages in the business of health insurance;

WHEREAS, GHS and UHC own all of the capital stock of Quartz Health Solutions, Inc. (f/k/a SPWI TPA, Inc. and d/b/a Quartz), a Wisconsin for-profit corporation organized under Chapter 180 of Wisconsin Statutes ("Quartz") that is authorized to do business in Wisconsin and is an employee benefit plan administrator licensed and in good standing with the OCI;

WHEREAS, Iowa Health System d/b/a UnityPoint Health, an Iowa non-profit corporation ("UPH"), owns all of the capital stock of Physicians Plus Insurance Corporation, a Wisconsin insurance corporation organized under Chapter 611 of the Wisconsin Statutes ("PPIC") that is authorized to do business in Wisconsin and engages in the business of health insurance;

WHEREAS, GHS, UHC and UPH have entered into negotiations regarding an Exchange Agreement expected to be dated and executed in February, 2017 (the "Exchange Agreement"), pursuant to which it is contemplated that (a) UPH will contribute all of the outstanding capital stock of PPIC, and GHS and UHC will collectively contribute all of the outstanding capital stock of Quartz and Unity, to Quartz Holding Company, a newly formed Wisconsin for-profit corporation ("HoldCo"), (b) in exchange for those contributions, UPH, GHS and UHC will collectively receive all of the stock of HoldCo, in proportions equal to their indirect ownership of

the capital and surplus of the contributed companies; (c) GHS and UHC will collectively contribute to UPH membership interests in GHP such that the parties' membership interests in GHP are in the same proportions as their equity interests in HoldCo; and (d) HoldCo will contribute all of the stock of Unity to PPIC, such that HoldCo will be the owner of all of the issued and outstanding capital stock of Quartz and PPIC, and PPIC will be the owner of all of the issued and outstanding capital stock of Unity, in each case, on the terms and conditions set forth in the Exchange Agreement (the "Proposed Transaction");

WHEREAS, in connection with the Proposed Transaction it is contemplated that: (i) the articles of incorporation and bylaws of HoldCo will be created in the form attached to the Exchange Agreement as Exhibit B (the "HoldCo Organizational Documents"); (ii) PPIC and Quartz will enter into a Management Agreement in the form attached to the Exchange Agreement as Exhibit C (the "Management Agreement (PPIC)"); (iii) GHP and Quartz will enter into an Amended and Restated Management Agreement in the form attached to the Exchange Agreement as Exhibit C (the "Amended and Restated Management Agreement (GHP)"); (iv) Unity and Quartz will enter into an Amended and Restated Management Agreement in the form attached to the Exchange Agreement as Exhibit C (the "Amended and Restated Management Agreement (Unity)"); (v) GHS, UHC, UPH and HoldCo will enter into a Stockholders Agreement in the form attached to the Exchange Agreement as Exhibit C (the "Stockholders Agreement (HoldCo)"); (vi) GHS, UHC, UPH and GHP will enter into an Amended and Restated Members Agreement in the form attached to the Exchange Agreement as Exhibit C (the "Amended and Restated Members Agreement (GHP)"); (vii) GHS, UHC, UPH, HoldCo and Quartz will enter into an Interested Parties Agreement in the form attached to the Exchange Agreement as Exhibit C (the "Interested Parties Agreement (Quartz)"); (viii) GHS, UHC, UPH, HoldCo and PPIC will enter into an Interested Parties Agreement in the form attached to the Exchange Agreement as Exhibit C (the "Interested Parties Agreement (PPIC)"); (ix) GHS, UHC, UPH, HoldCo, PPIC and Unity will enter into an Interested Parties Agreement in the form attached to the Exchange Agreement as Exhibit C (the "Interested Parties Agreement (Unity)"); (x) GHP will adopt the Amended and Restated Bylaws in the form attached to the Exchange Agreement as Exhibit C (the "Amended and Restated Bylaws (GHP)"); (xi) Quartz will adopt the Amended and Restated Bylaws in the form attached to the Exchange Agreement as Exhibit C (the "Amended and Restated Bylaws (Quartz)"); (xii) PPIC will adopt the Amended and Restated Bylaws in the form attached to the Exchange Agreement as Exhibit C (the "Amended and Restated Bylaws (PPIC)"); (xiii) Unity will adopt the Amended and Restated Bylaws in the form attached to the Exchange Agreement as Exhibit C (the "Amended and Restated Bylaws (Unity)"); (xiv) GHS and UHC will enter into Membership Assignments in the form attached to the Exchange Agreement as Exhibit C (the "Membership Assignments (re GHP)"); (xv) GHS and UHC will enter into Stock Transfer Powers in the form attached to the Exchange Agreement as Exhibit C (the "Stock Transfer Powers (re Quartz)"); (xvi) UPH will enter into a Stock Transfer Power in the form attached to the Exchange Agreement as Exhibit C (the "Stock Transfer Power (re PPIC)"); (xvii) GHS and UHC will enter into Stock Transfer Powers in the form attached to the Exchange Agreement as Exhibit C (the "Stock Transfer Powers (re Unity)"); (xviii) PPIC and Quartz will enter into an Employee Lease Agreement in the form attached to the Exchange Agreement as Exhibit C (the "Employee Lease Agreement (PPIC)"); (xix) GLAS and Quartz may enter into an Amended and Restated Employee Lease Agreement on terms and in a form substantially similar to the Employee Lease Agreement (PPIC) (the "Amended and Restated Employee Lease Agreement (GLAS)"); (xx) Unity and Quartz may enter into an Amended and Restated Employee Lease Agreement on terms and in a form substantially similar to the Employee Lease

Agreement (PPIC) (the "Amended and Restated Employee Lease Agreement (Unity)") and (xxi) UPH, PPIC and Quartz will enter into a Transition Services Agreement in the form attached to the Exchange Agreement as Exhibit C (the "Transition Services Agreement" and, with the HoldCo Organizational Documents, the Management Agreement (PPIC), the Amended and Restated Management Agreement (GHP), the Amended and Restated Management Agreement (Unity), the Stockholders Agreement (HoldCo), the Amended and Restated Members Agreement (GHP), the Interested Parties Agreement (Quartz), the Interested Parties Agreement (PPIC), the Interested Parties Agreement (Unity), the Amended and Restated Bylaws (GHP), the Amended and Restated Bylaws (Quartz), the Amended and Restated Bylaws (PPIC), the Amended and Restated Bylaws (Unity), the Membership Assignments (re GHP), the Stock Transfer Powers (re Quartz), the Stock Transfer Power (re PPIC), the Stock Transfer Powers (re Unity), the Employee Lease Agreement (PPIC), the Amended and Restated Employee Lease Agreement (GLAS), and the Amended and Restated Employee Lease Agreement (Unity), the "Related Agreements");

July 1 **WHEREAS**, the closing of the Proposed Transaction is scheduled to occur on or before July 1, 2017, or, if later, as soon as reasonably practicable following the approval of the Exchange Agreement, and the transactions contemplated thereby, by the Office of the Commissioner of Insurance for the State of Wisconsin ("OCI") and the Department of Health for the State of Minnesota ("DOH"); and

WHEREAS, the Board of Trustees, in its capacity as such, in each of their respective identities as directors of GLAS, and for and on behalf of GHS as the sole member of GLAS, has determined it to be in the best interests of GHS and GLAS to consummate the Proposed Transaction and all related transactions contemplated by the Exchange Agreement and Related Agreements (i) as soon as reasonably practicable following the approval of the Exchange Agreement, and the transactions contemplated thereby, by the OCI and the DOH; and (ii) contingent upon a thorough review and approval by the executive leadership of GHS of all material terms and conditions of the Exchange Agreement, the Related Agreements, and any additional certificates, agreements, instruments or documents contemplated, required, necessary or appropriate for the effectuation of the Proposed Transaction and all other transactions contemplated by the Exchange Agreement and Related Agreements (such certificates, agreements, instruments and documents are referred to collectively with the Exchange Agreement and Related Agreements as the "Transaction Documents").

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

RESOLVED FIRST, that (i) pending the approval of the Exchange Agreement, and the transactions contemplated thereby, by the OCI and the DOH, and (ii) contingent upon a thorough review and approval by the executive leadership of GHS of all material terms and conditions of the Transaction Documents, the Transaction Documents are hereby authorized and approved.

RESOLVED SECOND, that (i) pending the approval of the Exchange Agreement, and the transactions contemplated thereby, by the OCI and the DOH, and (ii) contingent upon a thorough review and approval by the executive leadership of GHS of all material terms and conditions of the Transaction Documents, the Proposed Transaction and all related transactions contemplated by the Transaction Documents are hereby authorized and approved.

RESOLVED THIRD, that the officers and agents of GHS and GLAS be and are hereby authorized for and in the name of GHS and GLAS to take all such further action as in their judgment shall be necessary or convenient to carry out the intent and to accomplish the purposes of these Resolutions, including, pending only the approval of the Exchange Agreement, and the transactions contemplated thereby, by the OCI and the DOH, and the thorough review and approval by the executive leadership of GHS of all material terms and conditions of the Transaction Documents, the execution, delivery and performance of the Transaction Documents.

RESOLVED FOURTH, that, pending only the approval of the Exchange Agreement, and the transactions contemplated thereby, by the OCI and the DOH, and the thorough review and approval by the executive leadership of GHS of all material terms and conditions of the Transaction Documents, the appropriate officers or agents of GHS and GLAS be, and they each hereby are, authorized for and in the name of GHS and GLAS to perform the obligations of GHS and GLAS under the Transaction Documents, to make representations on behalf of GHS and GLAS, and to take such actions as they shall deem necessary or appropriate to close the Proposed Transaction and related transactions provided for in the Transaction Documents.

RESOLVED FIFTH, that following the closing of the Proposed Transaction and the related transactions provided for in the Transaction Documents, the appropriate officers or agents of GHS be, and they each hereby are, authorized for and in the name of GHS to (i) take such actions as they shall deem necessary or appropriate to effect or memorialize the voting of GHS' stock in HoldCo, and of GHS' membership interest in GHP and (ii) execute and deliver such documents and take such other actions as they shall deem necessary or appropriate to effect or implement the post-closing transactions contemplated by the Transaction Documents.


RESOLVED SIXTH, that, pending only the approval of the Exchange Agreement, and the transactions contemplated thereby, by the OCI and the DOH, and the thorough review and approval by the executive leadership of GHS of all material terms and conditions of the Transaction Documents, all actions of any kind heretofore taken by the officers of GHS or GLAS in connection with the Proposed Transaction and related transactions and matters contemplated by the foregoing Resolutions are hereby adopted, confirmed, ratified and approved in all respects as the acts and deeds of GHS or GLAS, as applicable.

[Secretary's certification is on the next page.]

SECRETARY'S CERTIFICATE

The undersigned Secretary of the Board of Trustees hereby certifies that the foregoing is a true copy of the Resolutions duly adopted on January 30, 2017 by the Board of Trustees of Gundersen Lutheran Health System, Inc.

Dated effective the 13th day of March, 2017


John Lyche
Secretary of the Board of Trustees

