

# RISK BASED CAPITAL AGREEMENT

THIS AGREEMENT is entered into this 15<sup>th</sup> day of January, 2020 (“Effective Date”), by and between Aurora Health Care, Inc. (“Aurora”), a Wisconsin nonstock corporation and Quartz Health Plan Corporation (“QHPC”), a Wisconsin nonstock corporation.

## RECITALS

WHEREAS, Aurora has as its corporate member Advocate Aurora Health, Inc. (“AAH”), a Delaware not-for-profit corporation which operates an integrated health care delivery system in Wisconsin and Illinois;

[REDACTED]

WHEREAS, the parties intend to, at all times, maintain adequate RBC (defined below) to comply with requirements of the NAIC and OCI (defined below) regarding RBC in regards to the Advocate Aurora Quartz Medicare Advantage Product.

Now, THEREFORE, the parties agree as follows:

1. Definitions.

- a. “NAIC” means the National Association of Insurance Commissioners.
- b. “OCI” means the Wisconsin Office of the Commissioner of Insurance.
- c. “RBC” or “Risk Based Capital” is a method developed by the NAIC to measure the minimum amount of capital that an insurance company needs to support its overall business operations. RBC is used to set capital requirements considering the size and degree of risk taken by the insurer.

2. Capital Contribution.

- a. [REDACTED]

[REDACTED]

[REDACTED]

■ [REDACTED]

■ [REDACTED]

3. Termination. This Agreement shall terminate contemporaneously with the closing of the transactions contemplated by that certain Exchange Agreement by and among Aurora and the members of QHPC and the terms of this Agreement shall be incorporated into that certain Exchange Agreement.

4. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Wisconsin without reference to principles of choice of law thereunder. Jurisdiction over any actions to enforce this Agreement will be vested in courts located in the State of Wisconsin.

5. Counterparts. This Agreement may be executed in one or more counterparts, and by the different parties hereto in separate counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same document.

IN WITNESS WHEREOF, the authorized representatives of the parties have entered into this Agreement as of the Effective Date.

**[INTENTIONALLY LEFT BLANK]**

**Aurora**

**AURORA HEALTH CARE, INC.**

By: 

Name: Rick Klein

Title: Chief Business Development Officer



**QHPC**

**QUARTZ HEALTH PLAN CORPORATION**

By: \_\_\_\_\_  
Terry R. Bolz, President & CEO

**Aurora**

**AURORA HEALTH CARE, INC.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**QHPC**

**QUARTZ HEALTH PLAN CORPORATION**

By: Terry R. Bolz 1/15/2025  
Terry R. Bolz, President & CEO