

MINUTES OF THE JOINT MEETING OF  
THE VOTING MEMBERS AND MANAGERS OF  
TRILOGY HEALTH HOLDINGS, LLC

January 10, 2019

A joint special meeting of the Voting Members and Managers of TRILOGY HEALTH HOLDINGS, LLC (the "Company") was held on January 10, 2019 at the Company's principal offices, convened by conference call. The meeting was called to order by William Felsing ("Felsing") at approximately 4:00 p.m. and the Voting Members and Managers in attendance (in person or via telephone) included:

Name	Attended in Person	Attended via Telephone
William Felsing	X	
Glenn Reinhardt	X	
James Enright		
Michael Flock		
Bonita Warner	X	
Ajit Parekh, M.D.		
Michael Repka	X	
Ronald Scasny	X	
Joanne Bolz		
INDEPENDENT PHYSICIANS NETWORK, INC., represented by Michael Repka	X	
SCAS MANAGEMENT GROUP, LLC, represented by Ronald Scasny	X	

Glenn Reinhardt ("Reinhardt") acted as secretary of the meeting.

All capitalized terms used in these Minutes have the meaning assigned in the Second Amended and Restated Operating Agreement of Trilogy Health Holdings, LLC (the "Operating Agreement"), unless otherwise defined herein.

**Motion:**

WHEREAS, the Company has negotiated the terms of a Stock Purchase Agreement (the "Purchase Agreement") with My Choice Family Care, Inc., a Wisconsin nonstock corporation ("Buyer"), pursuant to which the Company will sell all of its issued and outstanding shares of common stock in THI to Buyer (the "Transaction"); and

WHEREAS, accordingly, the Voting Members and Managers deem it to be in the best interest of the Company to cause the Company, pursuant to Sections 5.2(a)(i) and 5.6 of the Operating Agreement, to enter into the Purchase Agreement and any other agreements, instruments and documents as are necessary or appropriate to consummate the Transaction (the Purchase Agreement, together with such agreements, instruments and documents being referred to as the "Transaction Documents");

IT IS HEREBY RESOLVED:

1. that the Transaction and the Transaction Documents are hereby ratified, approved, consented to and adopted in all respects; and

2. that Felsing, Reinhardt and any other Manager designated by Felsing or Reinhardt (each, a "Proper Manager") is hereby authorized and directed for, on behalf of and in the name of the Company, to execute and deliver the Transaction Documents and take any other actions as he or she deems necessary or appropriate to effectuate the intent of the foregoing recitals and resolutions.

Such motion was duly made by Bonita Warner and seconded by Michael Repka, and approved by the following Voting Members and Managers as follows:

Voting Member	Approve	Deny
William Felsing	X	
Glenn Reinhardt	X	
James Enright		
Michael Flock		
Bonita Warner	X	
INDEPENDENT PHYSICIANS NETWORK, INC., represented by Michael Repka	X	
SCAS MANAGEMENT GROUP, LLC, represented by Ronald Scasny	X	

Manager	Approve	Deny
William Felsing	X	
Glenn Reinhardt	X	
Ajit M. Parekh, M.D.		
Michael Repka	X	
Ronald Scasny	X	
Joanne Bolz		
Bonita Warner	X	

**Motion:**

WHEREAS, the Voting Members and Managers deem it to be in the best interests of the Company to, pursuant to Sections 5.2(a)(i) and 5.6 of the Operating Agreement, ratify, confirm and approve all of the past actions taken by the Voting Members and Managers;

IT IS HEREBY RESOLVED that all of the past actions taken by the Voting Members and Managers and not previously approved are in all respects ratified, confirmed and approved.

Such motion was duly made by Ronald Scasny and seconded by Bonita Warner, and approved by the following Voting Members and Managers as follows:

Voting Member	Approve	Deny
William Felsing	X	
Glenn Reinhardt	X	
James Enright		
Michael Flock		

Voting Member	Approve	Deny
Bonita Warner	X	
INDEPENDENT PHYSICIANS NETWORK, INC., represented by Michael Repka	X	
SCAS MANAGEMENT GROUP, LLC, represented by Ronald Scasny	X	

Manager	Approve	Deny
William Felsing	X	
Glenn Reinhardt	X	
Ajit Parekh, M.D.		
Michael Repka	X	
Ronald Scasny	X	
Joanne Bolz		
Bonita Warner	X	

*[remainder of page intentionally left blank; signature on next page]*

There being no further business to come before the Voting Members and Managers the meeting was adjourned at approximately 4:25 p.m. on January 10, 2019.

Respectfully submitted,

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Glenn Reinhardt, secretary of the meeting