

**KAIROS HEALTH ARIZONA, INC.**

**Meeting of the Board  
Agenda  
May 11, 2017**

Pursuant to A.R.S. 38-431.02, notice is hereby given to the general public that the board of directors for the pool will hold its meeting of the board, open to the public, pursuant to the following agenda:

Date: May 11, 2017  
Time: 1:00 p.m.  
Location: 333 East Osborn  
1<sup>st</sup> Floor Boardroom  
Phoenix, AZ 85012

<b>AGENDA ITEM</b>	<b>PRESENTER</b>	<b>DESIRED ACTION</b>	<b>PAGE</b>
<b>A. OPENING OF THE MEETING</b>			
1. Call to order			
2. Introductions and roles	J. Ashton		
3. Welcome visitors	J. Ashton		
<b>B. GENERAL BUSINESS</b>			
1. Approval of agenda	J. Ashton	Approval	1
2. Approval of minutes from April 27, 2017	J. Ashton	Approval	4
<b>C. NEW BUSINESS</b>			
1. Discussion and approval of plan of merger	J. Ashton	Approval	6
2. Discussion and approval of bylaws	J. Ashton	Approval	7
3. Discussion and approval of creation of vacancies	J. Ashton	Approval	17
4. Discussion and appointment of board of directors	J. Ashton	Approval	18

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5. Discussion and ratification of the bylaws	J. Ashton	Ratification	<a href="#">20</a>
6. Discussion and approval of officers	J. Ashton	Approval	<a href="#">21</a>
7. Discussion and approval of membership agreement	J. Ashton	Approval	<a href="#">22</a>
8. Discussion and ratification of bank accounts	J. Darnall	Ratification	<a href="#">23</a>
9. Discussion and ratification of all actions related to the formation of the pool	J. Darnall	Approval	<a href="#">24</a>
10. Discussion and approval of administrator	J. Ashton	Approval	<a href="#">25</a>
11. Discussion and approval of corporate counsel	J. Darnall	Approval	<a href="#">44</a>
12. Discussion and approval of investment manager and investment accounts	J. Darnall	Approval	<a href="#">57</a>
13. Discussion and approval of fiscal year end	J. Darnall	Approval	<a href="#">67</a>
14. Discussion and approval of authority matrix	J. Darnall	Approval	<a href="#">68</a>
15. Discussion and approval of policies and procedures	J. Darnall	Approval	<a href="#">70</a>
16. Discussion and approval of AGRIP membership	J. Darnall	Approval	<a href="#">116</a>

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17. Discussion of marketing and public information activities	J. Darnall	Discussion	<a href="#">118</a>
<b>B. GENERAL BUSINESS (con't.)</b>			
1. Management report	J. Ashton J. Darnall T. Foss	Discussion	<a href="#">120</a>
<b>D. EXECUTIVE SESSION— Pursuant to ARS § 38-431.03(A)(3) the board may go into executive session to discuss, consider and receive legal advice on the following items:</b>			
1. Potential affiliations between Kairos and other organizations	J. Ashton	Discussion	<a href="#">125</a>
2. Kairos' tax exempt status	J. Ashton M. Georgeoff	Discussion	<a href="#">129</a>
<b>E. OPEN SESSION</b>			
To take any necessary legal action on executive session items D.1 and D.2			
<b>F. ADJOURNMENT</b>			