

**Minutes**  
**Board of Directors Meeting**  
**December 16, 2015**

A meeting of the Board of Directors of the New Hampshire Health Plan was held in person at the offices of Hinckley, Allen & Snyder in Concord, New Hampshire on December 16, 2015.

The following individuals attended the meeting, including by phone as indicated because of scheduling challenges resulting from the exigencies of the matters before the Board:

**Directors:**

Beth Roberts (*by phone*)  
David Ellis (*by phone*)  
Bruce King (*by phone*)  
David Trudo (*by phone*)  
Martha McLeod (*by phone*)  
Brandy Millen (*by phone*)  
Domenic Palmieri (*by phone*)

**Other Attendees:**

J. Michael Degnan, Helms & Co.  
John Hastings, Helms & Co.  
Mark McCue, Esq., Hinckley Allen

Given Beth Roberts' delayed attendance, David Ellis presided as Vice Chair and called the meeting to order at 3:00 p.m. A quorum was present.

Mr. Ellis reviewed the meeting agenda and inquired whether the Board had an opportunity to review the minutes of the last Board meeting. Upon a motion by Bruce King and seconded by Domenic Palmieri, the Board unanimously:

**VOTED:** *To approve the minutes of the meeting of the Board of Directors held on October 15, 2015 in the form presented to the Board.*

Mr. Ellis then turned the meeting over to Ms. Roberts, who presided over the remainder of the meeting. Ms. Roberts asked Mr. Degnan to describe the modifications to the Helms & Company contract. Mr. Degnan noted that the Helms contract had been extended through December 31, 2015, but that the term now needed to be extended through the CAG extension period (June 30, 2016) and an additional few months for NHHP's dissolution. He also described the reduction in the Helms fee under the third Consumer Assistance Grant which required an additional amendment to the Helms contract. Ms. Roberts then asked Mark McCue to review for the Board each of the proposed votes pertaining to the Helms contract. Following this review, and upon a motion by Mr. King and seconded by David Trudo, the Board unanimously:

**VOTED:** *That the Administrative Support Services Agreement between the New Hampshire Individual Health Plan Benefit Association (the “Association”) and Helms & Company, Inc. (“Helms”) which commenced July 1, 2007 be further amended as follows, effective January 1, 2016 (the “Agreement”):*

1. *Section 2.1 of the Agreement is deleted in entirety and replaced with the following:*

“Subject to the right of the Association to terminate this Agreement pursuant to Section 7.1 below, the term of this Agreement (the “Term”), which commenced July 1, 2007 (the “Commencement Date”), is extended to the later of June 30, 2016 or the date of the Association’s dissolution; provided that in no event will the Term extend beyond August 31, 2016.”

2. *Section 1.1(b-1) is amended by replacing the first sentence with the following:*

“From July 1, 2013 to June 30, 2014, Helms will serve as the administrator for the first Consumer Assistance Grant (the “First Grant”) and the project manager for Grant Activities. From July 1, 2014 to February 28, 2015, Helms will continue to serve as the administrator for any extension of the First Grant and as the administrator for the second Consumer Assistance Grant (the “Second Grant”). From March 1, 2015 through June 30, 2016 Helms will continue to serve as the administrator for the extension of the Second Grant through December 31, 2015, and as the administrator for the third Consumer Assistance Grant (the “Third Grant”) as extended by a no-cost extension to June 30, 2016, and as the project manager for all Grant Activities.”

3. *The last paragraph of Section 2.2(a) is amended by changing the date of “February 28, 2015” to “December 31, 2015,” and by substituting the phrase “Second and Third Grants” for “Second Grant”, both as they appear in the first sentence, and by inserting the following new sentence before the last sentence of such paragraph:*

“Commencing on January 1, 2016 and continuing through June 16, 2016, the foregoing additional monthly fee will be reduced from Eighteen Thousand Fifty Dollars (\$18,050) to Six Thousand Sixteen Dollars (\$6,016).”

**FURTHER VOTED:** *That each of the Board Chair and the Board Treasurer of the Association is authorized to execute and deliver on behalf of the Association an amendment to the Agreement prepared by the Association’s legal counsel and consistent with the foregoing resolution.*

Ms. Roberts then asked Mr. Degnan to review the Marketplace Assister (MPA) contract performance. He first noted that Helms and PCG had reviewed the performance of the MPAs with respect to their performance under Phase II of the Consumer Assistance Grants (CAGs), which ended December 31, 2014. Mr. Degnan stated that the performance of all the contractors

was very good and he directed the Board's attention to the performance reviews included in the board meeting materials. He noted that Helms released the performance holdbacks under such contracts but inadvertently neglected to obtain the Board's authorization. Mr. Degnan then reviewed with the Board the MPA performance reviews for the no-cost extension period under the second CAG. Following a brief discussion, and upon a motion by Mr. King and seconded by Mr. Ellis, the Board unanimously:

**VOTED:** *To ratify the previous release and distribution by Helms & Company to each Consumer Assistance Grant contractor the compensation withholding due to it under its respective contract with respect to its performance under Phase II of the Consumer Assistance Grants, without any reduction or penalty for unsatisfactory performance, as supported by the performance evaluations.*

**FURTHER VOTED:** *To authorize Helms & Company to release and distribute to each Consumer Assistance Grant contractor, in the amounts presented and recommended to the Board, the compensation withholding under its respective contract with respect to its performance under the No-Cost Extension of the Second Consumer Assistance Grant.*

Ms. Roberts then asked John Hastings to provide a financial update. Mr. Hastings informed the Board that his forecast of net cash remaining upon the dissolution of NHHP had increased by approximately \$100,000 to \$2.6 Million because of unexpected provider returns of overpayments. He also noted that the auditors will begin their audit field work in February and will be issuing their report for the May, 2016 board meeting.

Mr. Degnan then informed the Board of his discussions with HNH Foundation regarding the CAG-related assets of NHHP, and stated that he would follow up with both HNH and the Endowment for Health regarding their budgetary concerns. He will provide an update at the February Board meeting.

There being no further business, the meeting adjourned at 3:20 p.m.

Respectfully submitted,

J. Michael Degnan,  
Secretary *Pro Tem*