COMMUNITY HEALTH CHOICE, INC.

REGULAR MEETING OF THE
BOARD OF DIRECTORS
MINUTES

WEDNESDAY, NOVEMBER 28, 2012
11:30 a.m.

2636 SOUTH LOOP WEST, SUITE 900
HOUSTON, TEXAS 77054

Board Members Present
Elena Marks, Chair
Raymond Khoury, Vice Chairman
Jose Garcia, M.D., Secretary
Gilbert Herrera (joined the meeting at 11:50 p.m.)
Margo Hilliard, M.D.
Charles Moore
Daisy Stiner

Board Members Absent

Others Present:
Kenneth Janda – President and Chief Executive Officer, CHC
Fred Buckwold, M.D. – Sr. Vice President/Medical Affairs, CHC
Richard Lee – Sr. Vice President/Finance, CHC
Karen Love – Sr. Vice President/Strategic Planning and Partnerships, CHC
Ernest Mendez – Sr. Vice President/Operations, CHC
Alfonso Rubio – Sr. Vice President/Information Technology, CHC
Nancy Wingstrom – Sr. Vice President/Administration & Legal Affairs, CHC
Jeff Allen – Vice President/Network Management, CHC
Daisy Morales – Vice President/Marketing and Outreach, CHC
Tanya Nguyen – Vice President/Operations, CHC
John Petrosino – Vice President/Compliance and Privacy, CHC
Charlotte Woods – Vice President/Administration, CHC
David Lopez – President and Chief Executive Officer, Harris Health System
Mike Norby – Executive Vice President and CFO, Harris Health System
Peggy Boice – Harris County Judge Ed Emmett’s Office
Vivian Groce – Harris County Purchasing
Karen Bush – Harris County Purchasing
James O’Conner, Trizetto
Osama Latif, SLS Houston Properties
Danny Sheena, SLS Houston Properties
Beth Mendez, SLS Houston Properties
Administrative Staff and Guests
I. **CALL MEETING TO ORDER**
   Elena Marks, Chair, called the meeting to order at 11:34 a.m. with a quorum present.

II. **APPROVAL OF SEPTEMBER 19, 2012 MINUTES**

   **Motion HMO 12-11.1**
   Motion was made by Charles Moore and seconded by Daisy Stiner to approve the September 19, 2012 Board of Directors' Minutes, as presented.

   Vote of the Board on the above Motion was unanimous.

III. **PURCHASING**
   Nancy Wingstrom, Sr. Vice President/Administration and Legal, presented the Purchasing items.

   a. **Consideration of Approval of Purchases Requiring Board Approval**

   1. **Approval of the First Renewal Option for Envoy LLC, and Emdeon Company to Provide Claim Check and Explanation of Benefits Printing and Mailing Services for Community Health Choice, Inc.; Job No. 11/0252, Board Motion HMO 11-11.4.**
   
<table>
<thead>
<tr>
<th>Term:</th>
<th>December 22, 2012 through December 21, 2013</th>
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<tr>
<td>Amount:</td>
<td>$440,000 estimated</td>
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   **Motion HMO 12-11.2**
   Motion was made by Dr. Garcia and seconded by Dr. Hilliard to approve the first renewal option for Envoy LLC, and Emdeon Company to provide claim check and explanation of benefits printing and mailing services, as presented.

   Vote of the Board on the above Motion was unanimous

   2. **Approval of Funding for Year One of a Three (3) Year Agreement for Dell Marketing, LP to Provide Microsoft Enterprise License Agreement and True-Up Reconciliation for Community Health Choice, Inc.; Board Motion HMO 12-01.4**

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Motion HMO 12-11.3
Motion was made by Dr. Garcia and seconded by Dr. Hilliard to approve funding for year one of a three year agreement for Dell Marketing, LP to provide Microsoft Enterprise License Agreement and True-Up Reconciliation, as presented.

Vote of the Board on the above Motion was unanimous.

3. Ratification of Funding for Computer Task Group, Inc. (CTG) to Provide Information Technology Consulting/Contracting for the Harris County Hospital District (dba Harris Health System); Job No. 09/0030
   Term: September 1, 2012 through August 31, 2013
   Amount: $194,800 estimated

Motion HMO 12-11.4
Motion was made by Dr. Garcia and seconded by Dr. Hilliard to ratify funding for Computer Task Group, Inc. (CTG) to provide Information Technology Consulting/Contracting for the Harris County Hospital District (dba Harris Health System), as presented.

Vote of the Board on the above Motion was unanimous

4. Ratification of Exemption from the Competitive Bid Requirements for Shruti Patel, M.D. to Provide Medical Consulting Services for Community Health Choice, Inc.
   Term: November 12, 2012 through November 11, 2013
   Amount: $180,000 estimated

Ms. Wingstrom reported that this Professional Services Agreement was written for Dr. Shruti Patel who had since obtained employment elsewhere and so it was requested that the Board ratify the exemption for the Competitive Bid Requirements and approve CHC’s contracting for these services under the same terms and conditions not to exceed this amount but with a different doctor.

Motion HMO 12-11.5
Motion was made by Dr. Garcia and seconded by Dr. Hilliard to approve entering into a Personal Services Agreement for the provision of Medical Consulting Services for the same terms, conditions and amount not to exceed, as presented.

Vote of the Board on the above Motion was unanimous
5. Approval of an Assignment for GTESS Corporation (Assignor), BlueCrest Venture Finance Master Fund Limited (Assignee and Assignor) and BancTec, Inc. (Assignee) to Provide Electronic Claims Processing Services for Community Health Choice, Inc.; Job No. 12/0077, Board Motion HMO 12-05.3
   Amount: $144,000 estimated

Motion HMO 12-11.6
Motion was made by Dr. Garcia and seconded by Dr. Hilliard to approve an assignment for GTESS Corporation (Assignor), BlueCrest Venture Finance Master Fund Limited (Assignee and Assignor) and BancTec, Inc. (Assignee) to provide electronic claims processing services, as presented.

Vote of the Board on the above Motion was unanimous

b. Transmittal of Sole Source and Standardized Items/Completed Purchased Under $100,000 (For Informational Purposes Only)
1. Transmittal of Additional Funds for Envoy LLC, and Emdeon Company to Provide Claim Check and Explanation of Benefits Printing and Mailing Services for Community Health Choice, Inc.; Job No. 11/0252, Board Motion HMO 11-11.4.
   Term: December 22, 2011 through December 21, 2012
   Amount: $85,000 additional funds

2. Transmittal of Award on the Basis of Best Proposal Meeting Requirements for Richards/Carlberg to Provide Rebranding and Marketing Campaign for Community Health Choice, Inc.; Job No. 12/0180.
   Term: One (1) year initial term with two (2) one-year renewal options
   Amount: See confidential attachment

3. Transmittal of Purchase on the Basis of Low Quote for Le Tigre Solutions Inc. to Provide Hewlett Packard (HP) Blade Servers for Community Health Choice, Inc.
   Amount: $69,564 estimated

4. Transmittal of Purchase on the Basis of Only Quote Received for General Datatech, LP to Provide Cisco SmartNet Maintenance for Community Health Choice, Inc.
   Amount: $69,084 estimated
5. Transmittal of Additional Funds for Morgan Consulting Resources, Inc. to Provide Recruitment for Director of Contracting for Community Health Choice, Inc.

   **Term:** August 6, 2012 through August 5, 2013
   **Amount:** $22,000 estimated additional funds

IV. OPERATIONS REPORT

Status Report on TriZetto/QNXT Project – Ken Janda, President/CEO, prefaced the status report by stating that, initially, it was projected that the new system would be implemented on September 1st, which was subsequently postponed to January 1st and now, because it was taking more time, implementation was projected to be March 1st and, consequently, costing more money than originally estimated.

Ernest Mendez, Sr. Vice President/Operations, introduced James O’Connor, Strategic Account Executive from Trizetto responsible for managing the relationship with CHC. Mr. O’Connor gave a status report on the new system implementation and outlined causes for implementation delays. He explained that 1) there had been fifteen (15) different change requests from the State (Texas Health and Human Services Commission) relative to interfaces/data formats; 2) CHC asked for some enhancements to the system to better support its business and, 3) in some cases, Trizetto under-scoped the project. Since these interfaces were a key component of the State readiness review and the overall success of the project, they did not feel comfortable with the implementation date of January 1 and needed to postpone it to March 1st. Mr. O’Connor indicated that there was a financial impact to this delay which was estimated at approximately $1.3 million in additional required funding. Through an agreement between CHC and Trizetto, CHC’s portion was approximately $500,000 and Trizetto’s was approximately $800,000. Trizetto added resources to the project to help facilitate the timely remediation and testing of the interfaces since these electronic interfaces were critical path items. In addition, they mobilized a group of consultants to make hardware and software recommendations in terms of optimization working closely with CHC IT to stabilize the hardware and software infrastructure. He reported that there was increased communications with daily conference calls with the implementation team members and weekly executive conference calls. This week, significant improvement had been seen in overall system availability and performance.

Mr. Janda added that there had been high levels of frustration that several of the interfaces had taken so long and commended Trizetto’s commitment level. Mr. Moore asked how far into the future was it anticipated that the new system would take CHC. Mr. Janda responded that, one of the reasons QNTX Solutions with Trizetto was chosen was, it was believed that it would provide a platform that would work for CHC for quite a number of years going forward including assuming that CHC moved into the Health Insurance Exchange or other new
products because it was a very flexible system. The other critical thing, he explained, was that Trizetto was really a market leader in systems for managed care organizations. Mr. Moore stressed the importance of ensuring that providers were satisfied with how well and how promptly CHC processed claims payments and commended the CHC Claims staff for the current efficiency in that regard. He indicated that it would be even more critical going forward if CHC entered new product lines. Mr. Mendez reported that the community providers that CHC served were familiar with this system already and CHC expected the implementation to go well and seamless to its providers. Mr. Mendez confirmed that HHSC had approved the implementation date of March 1st.

David Lopez, Harris Health Systems President/CEO, asked Mr. O’Connor why some of these problems were not anticipated or was the implementation date too aggressive, given their experience in the industry. Mr. O’Connor explained that it was often a moving target in that, from the initial time a system was begun to the time a system was built, there were changes along the way or there were State mandated changes. He indicated that it was a combination of factors - the state mandates were part of the problem but also, as Trizetto delivered the solutions, CHC would request changes and enhancements to optimize the system and, Trizetto was at fault as well as far as under-scoping the project. Mr. Lopez expressed concern about the system’s ability to interface with other systems such as Harris Health System’s (Epic). Mr. Janda responded that the connection between QNXT and Epic was not in the initial plan and was always something planned to be addressed in the future. Epic’s resistance to integrate with other systems was discussed.

V. FACILITIES


Ms. Wingstrom recognized and commended Charlotte Woods, Vice President/Administration, for the tremendous job in negotiating a new lease agreement and working with the new building landlord on the building improvements that had occurred since the building changed ownership. She reported that the new landlord had been very cooperative and responsive.

Ms. Wingstrom indicated that the new Lease Agreement was being presented for approval in advance since the current Lease Agreement did not expire until July 2013, because the new landlord had shown good faith efforts with the building management and improvements and it was believed that CHC should show a good faith effort to them of CHC’s intent to remain as a tenant. She reported that the Lease Agreement was very favorable to both parties and would help CHC establish a good collaborative relationship with the new landlord and it also gave
the landlord the confidence to work with CHC immediately going forward rather than waiting until mid-next year.

Mr. Janda introduced the new building owners and Property Manager who were present in the audience. Chair Marks commended Ms. Woods for the numerous months she spent working to secure CHC a new Lease Agreement.

**Motion HMO 12-11.8**
Motion was made by Jose Garcia and seconded by Margo Hilliard to approve entering into the proposed Lease Agreement (with SLS-South Loop, LLC), under the terms presented.

Vote of the Board on the above Motion was unanimous.

At 12:10 p.m., Chair Marks announced that the Board would go into Closed Session pursuant to Texas Health and Safety Code §161.032 and Tex Gov’t Code Sec. 551.085.

**XIII. CLOSED SESSION**

a. Discussion of Medical Peer Review Committee Regarding Recommendations of Medical Care Management Committee Pursuant To Texas Health and Safety Code §161.032 and Appropriate Action Upon Return To Open Session

b. Discussion and Consideration of Recommendation to Participate in the Insurance Exchange Market for 2014 Pursuant to Tex Gov’t Code Sec. 551.085(a)(1) and (2) and 551.085(b) and Appropriate Action Upon Return To Open Session

**XIV. RECONVENE**
At 1:41 p.m., Chair Marks reconvened the Open Meeting. The following action was taken:

**Motion HMO 12-11.7**
Motion was made by Charles Moore and seconded by Margo Hilliard to authorize approval of Health Insurance Exchange participation effort as outlined by staff.

Vote of the Board on the above Motion was unanimous.

**VI. AUDIT COMMITTEE REPORT**
No report due to time constraints.

**VII. STRATEGIC INITIATIVES**

a. **Update on Community Benefit Program Awards for 2012**
   No report due to time constraints.

b. **Approval of 2013 Provider Compensation Programs**
Karen Love, Sr. Vice President/Strategic Planning & Partnerships, presented the 2013 Provider Compensation Programs - See Addendum VII.b.

**Motion HMO 12-11.9**
Motion was made by Raymond Khoury and seconded by Charles Moore to approve the 2013 Provider Compensation Programs, as presented.

Vote of the Board on the above Motion was unanimous.

**VIII. COMPLIANCE REPORT**

a. **CY2012, Quarter 3 Special Investigative Unit Activity**
No report due to time constraints.

b. **HIPAA Update – 2012**
No report due to time constraints.

c. **URAC Update – 2012**
No report due to time constraints.

d. **Annual Board of Directors’ Conflict of Interest Certification in Accordance with Article III, Section XII(e) of the Corporate Bylaws and Community Health Choice, Inc.'s Ethics and Corporate Integrity Policy for Calendar Year 2013** – Ms. Wingstrom indicated that the required forms were provided to Board Members today for execution and signature in accordance with the Corporate Bylaws.

**IX. FINANCE REPORT**

Richard Lee, Sr. Vice President/Finance, presented the Financial Report as indicated below.

a. **Presentation, Discussion and Approval of September 2012 Financial Statements** – See Addendum IX.a.

**Motion HMO 12-11.10**
Motion was made by Charles Moore and seconded by Raymond Khoury to approve the September 2012 Financial Statements, as presented.

Vote of the Board on the above Motion was unanimous.
b. Presentation, Discussion and Approval of October 2012 Financial Statements – See Addendum IX.b.

**Motion HMO 12-11.11**
Motion was made by Charles Moore and seconded by Raymond Khoury to approve the October 2012 Financial Statements, as presented.

Vote of the Board on the above Motion was unanimous.

Mr. Janda explained that Executive Management was concerned about the current financials and had a number of activities going on to improve the medical costs in a number of different areas with a complete action plan discussed monthly. He indicated that, the reality was CHC took a $2.5 million cut on revenue per month at the same time, a spike in high cost claims was seen and an increasing number of deliveries. He projected that the next twelve months would be very challenging for CHC, financially.

c. Presentation, Discussion and Approval for Calendar Year 2013 Financial and Capital Budget - See Addendum IX.c.

**Motion HMO 12-11.12**
Motion was made by Charles Moore and seconded by Margo Hilliard to approve the 2013 Financial and Capital Budget, as presented.

Vote of the Board on the above Motion was unanimous.

**X. MARKETING REPORT**
Report of October 2012 Membership and Member Months – No report due to time constraints.

**XI. MEDICAL AFFAIRS REPORT**
No report due to time constraints.

a. Presentation and Discussion of September and October 2012 Utilization Management Report

b. Report of September and October 2012 Medical Care Management Committee on Credentialed Physicians and Other Providers
XII. PRESIDENT’S REPORT

a. Approval of Appointment of the following Vice Presidents in Accordance with the Bylaws of Community Health Choice, Inc. under Article IV – Officers
   1. Network Management
   2. Medical Director
   3. Quality Management

Motion HMO 12-11.13
Motion was made by Charles Moore and seconded by Raymond Khoury to approve the following Vice Presidents, as presented.
   1. Vice President/Network Management – Jeff Allen
   2. Medical Director – Aashish Shah, M.D.
   3. Vice President/Quality Management – Pamela Hellstrom

Vote of the Board on the above Motion was unanimous.

b. Update on Medicaid Expansion - Post Election
No report due to time constraints.

c. Update on Harris Health System’s Board of Managers Ad Hoc Committee with Discussion and Possible Action to Approve Amendments to CHC Bylaws
Chair Marks reported that, in CHC’s continuing work with the (Harris Health System) Board of Managers to try to simplify CHC’s operating procedures and distinguish CHC from a governmental entity because it is a 501(c)(4), they had been working with an Ad Hoc Committee appointed by the Board of Managers. She indicated that there had been a series of meetings together and them (the Committee) on their own. A good meeting was had several weeks ago at which time the Committee told us that they were going to take action at the December Board of Managers’ Meeting. She indicated that, in today’s package, CHC Board Members were provided, again, the redlined revisions to the CHC Bylaws that were initially presented to the Ad Hoc Committee when the subject was first raised with the Board of Managers. Chair Marks explained that, in order for the Board of Managers to be able to take action to amend CHC’s Bylaws to make these changes, CHC’s Board needed to approve it (Amendment to Bylaws) first, and, since the Board of Managers’ Meeting was coming up the approval was before the CHC Board today.

She indicated that there were probably plenty of changes that could be made to update the Bylaws and modernize them in a lot of ways, but that was not CHC’s intent with this revision – this revision was just to meet the needs of the arrangement CHC was trying to work out with the Board of Managers, not to be the end all/be all of that set of Bylaws. She stated
that an entire governance review would probably be needed at some point but not today.

Ms. Wingstrom summarized the revisions indicating that the bulk were in “The Powers Reserved to HCHD” Section - the primary changes being in the Human Resources and Purchasing areas; the section regarding Open Meetings because CHC was not governmental it should not be subject to the Open Meetings Act; the section regarding the ability to give gifts; and the “Policies Section” would be deleted because that was the one that aligned CHC with the governmental policies of Harris County Hospital District. This would allow CHC to develop its own purchasing, financial and Human Resources policies.

Chair Marks explained that, assuming that CHC’s Board approved the Bylaws and the Board of Managers approved them at their December Meeting, CHC would continue following the current policies and procedures until Ms. Wingstrom presented a new set of policies and procedures to the CHC Board for its consideration. Ms. Wingstrom reiterated that this (Bylaw Amendment) lifted the restrictions and opened the door for CHC to change current policies and procedures. She said CHC was still paying Harris Health – through the Administrative Services Agreement - for Human Resource services, purchasing services as well as a number of other services. The Administrative Services Agreement had not been amended so CHC would continue paying for those services. Chair Marks stressed that this did not change unless and until the CHC Board approved another set of policies – it just gave the CHC Board the opportunity to do so, if the Bylaws were voted on today and the Board of Managers voted on it (the Amendment) at their December Meeting.

Daisy Stiner requested answers to a couple of general questions that, she believed, would probably be asked at the Harris Health Board Meeting. First, she asked what drove the change of transactions (from over $50,000 to) over $500,000? Ms. Wingstrom responded that the amount was a Harris County restriction and with the way CHC’s business was, at times, there was a need to act very quickly with purchases to compete, and there was a need to be able to make purchases up to a certain level without waiting for Board approval and it was felt that $50,000 was archaic and too limiting to do much with these days. Mr. Janda added that, (the revisions) put more authority with the CHC Board without so many items also having to be approved by the Board of Managers, like the Lease Agreement, for example. He explained that the Board of Managers maintained the approval of appointments to the CHC Board of Directors, and CHC annual budget and other means of control. Mr. Janda explained that he and Ms. Wingstrom felt that $500,000 was a good ceiling as there were many expenditures below that about that were not controversial and
not major expenditures for an organization that had $600 million in revenue.

Ms. Stiner asked, with respect to handling the financial side which had always been tied to investments, etc. through Harris Health, if it was believed that CHC had the capability, staff-wise, or was CHC going to have to look for more consultants to manage the financial side. Mr. Lee responded that there were no plans to add staff for that function currently. Chairs Marks reiterated that processes would be status quo right now. Ms. Wingstrom indicated that the recommended revisions to the Bylaws to provide CHC the ability to change that in the future, however, there were no immediate changes in how CHC did the finances anticipated. Mr. Janda explained that a position was included in next year's budget to handle more of the purchasing process internally rather than through Harris County Purchasing and a position to expand the Human Resources function.

Ms. Stiner asked why the corporation, initially, was prohibited from making a “gift”. Ms. Wingstrom responded that it was because CHC was considered a governmental agency. If an entity was supported by tax dollars and a governmental agency, then it could not “give” those dollars away. She explained that CHC did not fit any of the definitions of “governmental agency”. Mr. Janda said this caused problems when CHC did a lot of sponsorships for different other non-profit entities. In response to Mr. Lopez’ question, Ms. Wingstrom indicated that, as a non-profit 501(c)(4), CHC could not make political campaign donations.

Ms. Stiner asked Ms. Wingstrom about the (proposed) removal of the reference to the government code that dealt with “Conflict of Interests” – if not this, because CHC was a 501(c)(4), what regulation governed CHC. Ms. Wingstrom responded that that was just the definition from the government code. CHC’s definition would be taken either from the health and safety code or the IRS codes but she would make note of Ms. Stiner’s suggestion to include the government code as a reference.

Mr. Moore asked if, in the Ad Hoc Committee, it was safe to assume that Board of Managers’ Member, Elvin Franklin, was on board with all of these recommended revisions. Ms. Wingstrom responded that that was the impression they got. Chair Marks said that the Ad Hoc Committee said that the Board of Managers was going to take action on this at the December Meeting. Ms. Wingstrom reported that Harris Health System actually had some very serious legal ramifications that were in favor of this at this point. This, Chair Marks added, was regarding the pension plan.
Gilbert Herrera pointed out to Mr. Lopez that, the more CHC expanded out of Harris County, Harris Health would face huge pressure from Commissioners Court – Harris Health would get all of the negatives of being affiliated and none of the benefits of being affiliated (with CHC). Ms. Wingstrom reminded all that CHC was not disaffiliating. Chair Marks said, as long as the Harris Health Systems’ Board of Managers had control over CHC’s Board – there was some relationship. Mr. Janda pointed out that CHC was considered a “discretely reported component”.

Mr. Lopez expressed concern about the staff with the retirement accounts and trying to protect those that were part of the defined benefit plan from potential loss. Mr. Janda responded that CHC was probably going to have to end up having to separate its employees from a retirement plan standpoint. Ms. Wingstrom added that, as that developed, that would be an outside expense but was written that into the budget.

**Motion HMO 12-11.14**
Motion was made by Raymond Khoury and seconded by Charles Moore to approve the amendments to the Bylaws of Community Health Choice, Inc., as presented.

Vote of the Board on the above Motion was unanimous.

d. **Discussion of Possible 2013 Proposed Board of Directors Meeting Schedule** - No report due to time constraints.

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<tr>
<td><strong>Bi-Monthly</strong></td>
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*4th Wednesday
XV. **ADJOURN**

There being no further business to discuss Chair Marks adjourned the meeting at 2:25 p.m.

**CERTIFICATION**

I certify that the foregoing is the Minutes of the Meeting of the Board of Directors of Community Health Choice, Inc., held at 2636 South Loop West, 9th floor, Executive Boardroom, Houston, Texas 77054 on Wednesday, November 28, 2012.

Elena Marks, Chair

José Garcia, M.D.
Secretary

Recording Secretary: Shannan Francis