

Hearing Date: 2/3/2022 9:30 AM - 9:35 AM
Location: <<CourtRoomNumber>>
Judge: Calendar, 11

FILED
1/28/2022 5:31 PM
IRIS Y. MARTINEZ
CIRCUIT CLERK
COOK COUNTY, IL
2020CH04431
Calendar, 11
16497072

FILED DATE: 1/28/2022 5:31 PM 2020CH04431

Exhibit 1

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**UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
OF NEXTLEVEL HEALTH PARTNERS, INC.**

The undersigned, being the members of the board of directors (the “Board”) of NextLevel Health Partners, Inc. (the “Company”), acting pursuant to the applicable sections of the Illinois Business Corporation Act of 1983 (“BCA”), do hereby consent to the adoption of, and do hereby confirm, approve, adopt, and authorize and ratify the actions set forth in this document (this “Written Consent”). The actions herein by this Written Consent constitute a special meeting of the Board.

APPROVAL OF THE JOINT PETITION TO SET A DATE FOR THE FIXING OF RIGHTS AND LIABILITIES, AND DEADLINES, AND PROCEDURES FOR THE FILING OF CLAIMS

WHEREAS, the Board previously has determined that it is advisable and in the best interest of the Company to cease writing new business, and to take all necessary and appropriate steps to wind up its business and affairs, and dissolve, in compliance with applicable law, including without limitation the BCA and the Illinois Insurance Code (the “Code”) and the applicable rules and regulations promulgated thereunder;

WHEREAS, the Company was placed into conservation pursuant to a court order entered on June 9, 2020 (the “Conservation Order”) pursuant to Section 188.1 of the Code;

WHEREAS, the Conservation Order affirmed the appointment of the Director (the “Director”) of the Illinois Department of Insurance (the “Department”) and his successors in office as Conservator (as such term is defined in the Conservation Order) of the Company, and directed that the Conservator take immediate possession and control of the property, books, records, accounts, assets, business, and affairs of the Company and of the premises currently occupied, or thereafter occupied, by the Company for the transaction of business, to conserve them for the benefit of the policyholders and creditors of the Company and of the public, and to take such actions that the nature of Conservation proceeding and interests of the policyholders and creditors of the Company, or the public, may require, subject to further orders of the court;

WHEREAS, on June 30, 2020, the Company consummated the transactions contemplated by that certain Court- and Department-approved Member Transfer Agreement (the “Member Transfer Agreement,”) under which the Company transferred to Meridian Health Plan of Illinois, Inc. (“Meridian”), a subsidiary of Centene Corporation (“Centene”), the following: (i) coverage of all individual residents of the State of Illinois to whom the Company provided services under its contract with the Illinois Department of Health and Family Services (“HFS”) as part of the HealthChoice Illinois (“HCIL”) program through HCIL Contract No. 2018-24-801 (the “Transferred Members”); (ii) all of the Company’s books, records, ledgers, files, data bases, documents, studies, reports, sub-agent files, underwriting files, loss control files, claim files and other material (the “Transferred Information”) relating to the Transferred Members, and all contracts between the Company and its physicians, hospitals, pharmacies or other health care professionals, independent practice associations, facilities or suppliers that had contracted with the Company to provide or arrange for the provision of health care services, dental services, prescription drugs or supplies to such Transferred Members (the “Provider Contracts”); and (iii) all liabilities arising out of services provided or relating to the Transferred Members or Transferred Information, in each case, in respect of periods occurring or services rendered on or prior to June 30, 2020;

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WHEREAS, in connection with the transfer of assets and liabilities as set forth in the Member Transfer Agreement, the Company remained responsible for all claims for services and liabilities arising out of the Provider Contracts, medical claims liabilities, and premium refund/adjustment demands relating to the period on or prior to June 30, 2020;

WHEREAS, since July 1, 2020, when the Company ceased to write new business, acting under the Conservator's supervision, the Company has paid and otherwise resolved approximately \$49,586,829.90 in claim liabilities, representing nearly all of its financial obligations with respect to claims by providers;

WHEREAS, one claim remains by Kindred THC, LLC d/b/a Kindred Hospital, in the amount of \$300,000 which is highly disputed by the Company, and the Company is not aware of any other provider with the right to make a claim;

WHEREAS, each Provider Contract entitled the provider to prepare and submit claims to NextLevel within 180 days from the date of service, and providers whose claims had service dates of June 30, 2020 were notified that they would have an additional four days until the end of December 2020 to prepare and submit claims;

WHEREAS, the Board believes that a court-approved process described in the Joint Petition to Set a Date for the Fixing of Rights and Liabilities, and Deadlines, and Procedures for the Filing of Claims, attached hereto as Exhibit A (the "Joint Petition"), will help the Company to identify, and fully and finally resolve, all outstanding liabilities and claims; and

WHEREAS, the Board also believes that the procedure described in the Joint Petition will facilitate dissolution of the Company by helping it comply with applicable statutory and regulatory requirements (including without limitation Sections 2410.60 and 70 of Title 50 of the Illinois Administrative Code) relating to, among other things, disposing of claimant actions and meeting all corporate obligations.

NOW, THEREFORE, BE IT RESOLVED, that the Board, on behalf of the Company, hereby approves of the Joint Petition and its submission to the court supervising the Conservation proceeding. And it is further:

RESOLVED, that Cheryl R. Whitaker, as the Chief Executive Officer of the Company (the "Authorized Person"), be, and hereby is, authorized to do and perform all such acts and things (including authorizing attorneys representing the Company) to execute and deliver the Joint Petition, and any and all such documents, instruments, or certificates necessary to effectuate the Joint Petition, with such changes therein and modifications and amendments thereto as the Authorized Person may, in the Authorized Person's sole discretion, approve;

RESOLVED, that all actions previously taken by any director, officer, or attorney of the Company relating to the foregoing resolutions are hereby adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company;

RESOLVED, that the Authorized Person is authorized and empowered to delegate the authority granted to her in any of the foregoing resolutions to one or more attorneys-in-fact, or agents acting for her pursuant to a power of attorney, and any such past delegation is hereby ratified; and

RESOLVED, that this Written Consent may be executed by facsimile or electronic transmission in portable document format (.pdf), and that such execution shall be considered valid, binding, and effective for all purposes.

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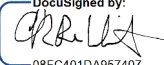
This Written Consent shall be filed with the minutes of the proceedings of the Company.

[Signatures on the following page]

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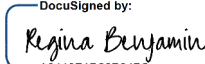
IN WITNESS THEREOF, the undersigned members of the Board have executed this Written Consent as of this 20 day of January 2022.

DocuSigned by:

08FC401DA957407

Cheryl R. Whitaker

DocuSigned by:
JUSTIN DEARBORN
351C3FE721C84BD...

Justin Dearborn

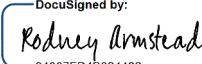
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Regina Benjamin

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Robert Jordan

DocuSigned by:

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Rodney Armstead

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EXHIBIT A

**JOINT PETITION TO SET A DATE FOR THE FIXING OF RIGHTS AND LIABILITIES, AND
DEADLINES, AND PROCEDURES FOR THE FILING OF CLAIMS**

Attached.

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