

RESOLUTION OF THE VAYA HEALTH BOARD OF DIRECTORS TO CONSOLIDATE WITH CARDINAL INNOVATIONS HEALTHCARE SOLUTIONS, WITH VAYA HEALTH AS THE SURVIVING ENTITY

WHEREAS, Cardinal Innovations Healthcare Solutions (“Cardinal”) presently serves as the local management entity/ managed care organization (“LME/MCO”) for the following twenty (20) North Carolina counties: Alamance, Cabarrus, Caswell, Chatham, Davidson, Davie, Forsyth, Franklin, Granville, Halifax, Mecklenburg, Orange, Rockingham, Person, Rowan, Stanly, Stokes, Union, Vance and Warren; and

WHEREAS, the Secretary of the NC Department of Health and Human Services (“DHHS”) recently approved requests from Union, Stanly, and Cabarrus counties to disengage from Cardinal and align with another LME/MCO effective September 1, 2021; and

WHEREAS, on November 5, 2020 the Orange County Board of Commissioners voted to move forward with disengagement from Cardinal and align with another LME/MCO; and

WHEREAS, on November 12, 2020 the Forsyth County Board of Commissioners voted unanimously to disengage from Cardinal and align with another LME/MCO; and

WHEREAS, upon information and belief, the Mecklenburg County Board of Commissioners is expected to formally approve moving forward with disengagement from Cardinal in the near future; and

WHEREAS, the Cardinal Board Chair and Cardinal Chief Executive Officer contacted the Vaya Health President and Chief Executive Officer to propose a consolidation of the two organizations whereby Cardinal would be dissolved on or before June 30, 2022, and Vaya Health would be the surviving entity; and

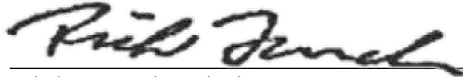
WHEREAS, consolidation of the two organizations under Vaya Health leadership will support the state’s Medicaid Transformation goals, strengthen Vaya’s ability to be successful in the long term as a BH and I/DD Tailored Plan, and bring urgently-needed stability to Cardinal’s members, providers and remaining counties, which is in the best interest of preserving the public behavioral healthcare system for all North Carolinians; and

WHEREAS, Vaya Health’s outstanding fifty-year track record of accomplishments, proven history of successful mergers; positive relationships with provider and county partners – including but not limited to DSS, school systems, juvenile justice, health departments and law enforcement; local model of individualized community and provider support through hands-on customer service and collaborative problem-solving; effective and compassionate approach to managing children and youth in crisis; focus on improving member outcomes through high quality, evidence-based clinical care; experience and expertise overcoming challenges unique to rural counties; and demonstrated achievement leading the state on a variety of key performance indicators since the expansion of the 1915(b)/(c) waiver in 2012 – including de-institutionalization, peer support, service penetration rates, and DHHS clinical benchmarks referred to as “Super Measures” – confirm that Vaya is the best choice for Cardinal’s members, providers, counties and staff.

NOW, THEREFORE, BE IT RESOLVED, the Vaya Health Board of Directors authorizes the Vaya Health Board Chair, Vaya Health President and Chief Executive Officer and Vaya Health Executive Leadership Team to promptly take any and all action necessary to consolidate with Cardinal Innovations Healthcare Solutions under Vaya leadership and with Vaya Health remaining as the surviving entity, including, but not limited to, negotiating and executing any required agreements, appointing staff, Board members and others to necessary transition workgroups or committees, and obtaining approval of the consolidation from the Secretary of DHHS, as may be required by N.C.G.S. § 122C-115(a3) and (c1).

Adopted this the 1st day of June, 2021.

Signed:

A handwritten signature in black ink, appearing to read "Rick French", written over a horizontal line.

Rick French, Chair  
Vaya Health Board of Directors