

**NH Vaccine Association – Board of Directors Meeting
June 3, 2014 – 8:30 a.m. – 10:30 a.m.
Conference Room – KidsVax.org®
Presiding Officer: Susan Tenney, Chair**

I. Attendance. Participating in all or part of the meeting in person (P) were the following individuals:

Directors

Scott Beaudette – CIGNA (P)
David Fredenburg, M.D. (P)
Susan Tenney – Harvard Pilgrim Health Care (P)
Everett Lamm, M.D. (P)
Jose T. Montero, M.D. - DHHS (P)
Maria Proulx – Anthem (P)
David Sky – NHID (P)

DHHS

Marcella J. Bobinsky (P)

Outside Counsel

Mark McCue, Esq. (P)

Members of the Public

Laura Condon, NVIC (P)
Gina Powers, Merck/AZ Anthem (P)

KidsVax.org®

Fred L. Potter (P)
Claire M. Roberge (P)
Laurie Beth Pliakos (P)
Terry Mills (P)

II. Summary of Actions Taken and/or Recommended

A. Actions Taken (votes adopted)

1. To approve the minutes of the March 11, 2014 board meeting as presented.
2. To allow ACH payments as part of the assessment payment process going forward.
3. To approve the corporate documents as revised through this meeting and request their approval from the Commissioner of Health and Human Services and Commissioner of the New Hampshire Insurance Department.
4. To allow telephonic participation in Board meetings by the public, with the expectation that Board members will attend in-person other than in extreme situations and a registration identification process will be included.

B. Follow up Task/Action Items

1. KidsVax® will forward the updated drafts of the corporate documents, once approved by the Board, to the Commissioner of the NH DHHS and Commissioner of NHID, asking Commissioner Sevigny to approve them after conferring with DHHS.

III. Minutes

Welcome and Introductions

At approximately 9:10 a.m., a quorum having been established, Chairperson Susan Tenney called the meeting to order. Ms. Tenney surveyed the Board for additional items to be added to the agenda. Discussion concerning meeting participation via Dial-In or WebEx was included as an additional agenda item.

Consent Calendar Items

Upon motion duly made by Dr. Montero and seconded by Mr. Beaudette, it was

VOTED: To approve the minutes of the March 11, 2014 board meeting as presented at this meeting.

Report on Consultation with Counsel

Attorney McCue reported that as was discussed at the March meeting, David Sky had raised an issue as to whether the legislature, in its amendment of the enabling statute, was intending to include the Medicaid Managed Care Organizations (MCOs) into the assessment base. A strictly literal interpretation of the amendment, without more, would include those MCOs. At an informal meeting with the New Hampshire Insurance Department (NHID) Attorney McCue was asked for a legal basis for NHVA's request that the MCOs whose beneficiaries presently are VFC eligible (i.e. receive childhood vaccines from federal rather than state supply), be excluded. In April, the Department reviewed the opinion and essentially disagreed with the conclusions drawn by Attorney McCue and indicated that their current position is that the statute does require that the MCOs be assessed. NHID has given the NHVA a year to address the issue because they recognize that none of the parties, including the State and the MCOs, were anticipating such a conclusion. This information was reported back to the Board and other options are being researched to address NHID's conclusion.

Executive Director Updates

Mrs. Roberge reported on the positive assessment outcome to date. An additional 22,215 covered lives were reported this morning, bringing the 2014 total number of monthly covered lives to 168,765. This brings the total assessment collected to \$21,504,024. There was a brief discussion

concerning the potential for additional unreported covered lives. KidsVax® will follow-up with a handful of potential payers mentioned by the Board members.

Mr. Potter congratulated Dr. Lamm for his recent recognition as New Hampshire's Childhood Immunization Champion of 2014.

It was the sense of the Board that it was premature to appoint a Legislative Task Force at this time.

Electronic transfers and ACH payments as part of the assessment payment process were discussed. Mr. Potter requested Board feedback on providing an ACH payment option for New Hampshire to allow more flexibility to carriers and provide positive control over cash, which is to NHVA's benefit as the recipient. The benefit to the insurers is they have positive electronic confirmation that they timely made a payment. If requested by the Board, KidsVax® would undertake this additional work as part of the services the Board has already engaged KidsVax® to provide. Further discussion ensued.

Upon motion duly made by Dr. Fredenburg and seconded by Mr. Beaudette, it was unanimously

VOTED: To allow ACH payments as part of the assessment payment process going forward.

Mr. Potter reported that the TRICARE situation has changed. A telephone call is scheduled for 6/4/14 with the TRICARE general counsel with respect to the State of WA where they have agreed conceptually to participate in Washington's vaccine assessment program. It has now changed with respect to New Hampshire because the regional administrator for the Northeast Region is subject to assessment under RSA 126-Q as amended. It is not a huge number of lives, but there are some. KidsVax® committed to the NHVA Board to pursue assessment equities. The estimated number is not insignificant at \$500,000. Mr. Potter recommended pursuing TRICARE payments on behalf of New Hampshire at this time. In an effort to pursue them, KidsVax® would suggest asking New Hampshire's Congressional Delegation to support TRICARE's payment being mandated in the annual Armed Services Appropriations bill for the fall. After further discussion, the Board requested that KidsVax® take the next steps to pursue payment by TRICARE on behalf of the NHVA pursuant to the Board's prior authorization.

Mrs. Roberge advised the Board that the financial statements for this meeting are as of April 30, 2014, and do not reflect any assessment information. The assessment information will be reflected in the May financials, except for the \$2.8M, which will be reflected in June because it has not been received yet. The May financials will be available shortly and will be distributed to the full Board. Additionally, the full Board will receive the usual quarterly financials for the period ending June 30, 2014, when available.

A copy of the auditor's engagement letter was included in the Board packet. Ms. Tenney signed the original letter this morning on behalf of the NHVA Board and Mr. Potter will sign on behalf of KidsVax®. The audit will officially start almost immediately upon receipt of the signed engagement letter.

Ms. Pliakos gave a brief update regarding the assessment training days. Two separate trainings were held at the beginning of the year to give payers an opportunity to become familiar with the new assessment system and provide instructions on its use. As the deadline approached, it became apparent that an additional training session would be beneficial as well. That session was held on May 5, 2014, with 20 payers in attendance. Most of the attendees filed a zero covered lives report afterward. The session was recorded and has been posted to the NHVA website for future reference by payers.

DHHS Update

Ms. Bobinsky provided an update on the NH Immunization Program Conference held on March 26th with 397 attendees. The focus this year was turned towards adult vaccination because of the new vaccination standards released nationally as to what adult vaccinations to include. Dr. Carolyn Bridges with the CDC was a plenary speaker at the conference. She is the lead in adult vaccinations. There was considerable information regarding adult vaccination and, therefore, the conference brought in additional family practices. There was positive feedback on the adult information and it worked very well. There was also quite a bit of information on the HPV, which is one of the vaccines that is not getting as fast an uptake as the other two adolescent vaccines; the Tdap (tetanus, diphtheria, and pertussis) and the meningococcal vaccine. The HPV prevention, which is mainly a cancer preventative vaccine, was received very well. The tests reflect that when being used, the cases of cancer and HPV have been reduced. A major conference draw was Dr. Lamm, who was also a guest speaker at the conference and spoke on HPV. Through the Pediatric Society, Dr. Fredenburg will also be conducting an HPV webinar very soon. Ms. Bobinsky reported that DHHS is getting a lot of requests regarding the HPV vaccine as well.

Ms. Bobinsky provided a brief update on measles. In 2011, the U.S. had a total of 220 cases of measles after being declared essentially measles-free endemically. Recently, the CDC released that there has already been 288 confirmed measles cases in this country so far this year. Most of it is imported and then comes into an unvaccinated area and spreads rapidly. Dr. Fredenburg will be presenting a webinar on measles and what preventable diseases look like. Dr. Montero also reported that there have been cases of polio reported in the Middle East and some places in Asia and Africa, so the expectation is that there will be a need to look at the vaccine recommendations for people who are traveling. Although this doesn't directly impact the NHVA, it is an indication of what's happening worldwide and it raises concerns.

The Immunization Information System (IIS) passed through the Governor and Executive Council in terms of a contract on April 23, 2014. It is currently the public comment period for the associated rule. Many positive and negative comments have been received on the Rule to date and DHHS is researching to see if there are any adjustments that can be made in their recommended Rule. That information needs to be received by the JLC Committee by Friday, June 6, 2014. The Rule will be reintroduced if there are any adjustments to be made. The company that DHHS is working with is moving ahead. They are making a couple of adjustments to make sure that DHHS's security agreements align with their system. Once the security is set up and tested, the information will be brought into the system. DHHS hopes to have data entered into the system by January or February 2015.

Ms. Bobinsky reminded everyone that there is a book called The Community Prevention Guide which talks about a number of different best practices that can be used to encourage increased immunization rates. The first is the implementation of an immunization information system and the second is to create a reminder recall system within the IIS making it possible for physicians to communicate to their patients information about needed vaccines.

At 9:50 a.m., Dr. Montero excused himself from the meeting. At his departure, he designated Ms. Bobinsky as his representative for the remainder of the meeting.

Old Business

Ms. Pliakos provided a brief update on the 2014 Annual Report distribution. Electronic copies were sent out to all legislators individually, as well as to the Medical Association and other professional associations. Ms. Bobinsky also made an announcement at the Immunization Conference that the Annual Reports were available to the doctors and nurses wanting to know what is happening with childhood immunizations this year.

With respect to the revised corporate documents, Mr. Potter reported that since last fall the Board has been working very hard on updating these documents. Board comments have been incorporated into the new drafts that went out in March. KidsVax® has received no additional comments since the March drafts. One sentence was added to the Plan of Operation in the reporting section regarding the annual report mentioned there. This is a combination of the annual report just discussed, the financial audit report, and then a brief narrative report because the legislation requires that the Governor and the President of the Senate and Speaker of the House be advised of any coming vaccines. This was given a due date in the Plan of Operation of December 31 of each year so that the legislature will have that information before the session begins. Further discussion ensued regarding newly approved vaccines adopted by DHHS as outlined in SB309, which is about to become law. Once the Board approves the updated drafts of the corporate documents, KidsVax® will forward them to the Commissioner of the NH DHHS and Commissioner of NHID, asking Commissioner Sevigny to approve them after conferring with DHHS.

Upon motion duly made by Dr. Lamm and seconded by Mr. Beaudette, it was

VOTED: To approve the corporate documents as revised through this meeting and request their approval from the Commissioner of Health and Human Services and Commissioner of the New Hampshire Insurance Department.

Ms. Pliakos also reported to the Board that the FAQs have also been completed. All of the Board comments were incorporated into the document and the updated FAQs were posted to the NHVA website at the beginning of April 2014. KidsVax® will continue to conduct NHVA administration with the FAQs as administrative guidance.

Other Matters from Board Members

Mr. Potter has received several requests to allow telephonic meeting participation by members of the public for their ease. Historically, individuals have been encouraged to participate in person. The Right to Know laws indicate that as a Board a majority of Board members need to attend in-person.

Upon motion duly made by Mr. Beaudette and seconded by Dr. Fredenburg, it was unanimously

VOTED: To allow telephonic participation in Board meetings by the public, with the expectation that Board members will attend in-person other than in extreme situations and a registration identification process will be included.

Further discussion ensued.

Public Comment

Ms. Tenney opened the meeting for public comment. Ms. Condon commented on the discussion raised earlier relative to vaccines and recent disease outbreaks. She pointed out that there was an incidence of measles in August 2013 at a business located in Salem which has approximately 600 employees. This drew media attention and information requests both from herself and the media regarding the order to vaccinate and the quarantine order that was issued by DHHS with regard to that one incident. Ms. Condon expressed concern that information relating to whether that individual was a vaccinated individual was never disclosed to the public. She indicated there is growing public concern that despite multiple boosters for some of the recent illnesses, we're now seeing vaccine failure in young adults. Ms. Condon inquired whether DHHS tracks vaccine failure in any way.

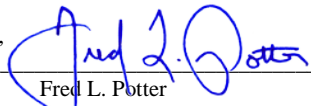
Upon motion duly made by Ms. Bobinsky and seconded by Dr. Fredenburg, it was unanimously

VOTED: To adjourn.

There being no further business or public comment, the meeting adjourned at approximately 10:15 a.m.

A true record.

Attest,


Fred L. Potter
Secretary, Pro Tem

What: New Hampshire Vaccine Association (NHVA) Board Events
 Date and Time: Tuesday, June 3, 2014 / 8:30 a.m. – 10:30 a.m.
 Location: KidsVax® Conference Room, 14 Dixon Avenue, Suite 201, Concord, NH

NHVA Agendas are subject to revision up to and including the time of the meeting.

Approx. Time	Topic/[Anticipated Action]	Presented by:
(NON-PUBLIC SESSION) 8:30-9:00 a.m.	Opportunity for Board to confer with outside counsel [Executive session with Outside Counsel]	M. McCue
Agenda for Board Meeting in Person		
(PUBLIC SESSION) 9:00-9:05 a.m.	1. Welcome and Introductions a. Survey of Other Matters from Board Members b. Request for identification of individuals on conference phone	S. Tenney
9:05-9:25 a.m.	2. Consent Calendar Items * a. Board Meeting Minutes (March 11, 2014) b. Report on consultation with counsel c.	S. Tenney M. McCue
9:25-9:40 a.m.	3. Executive Director Updates * a. Executive Director Report i. Appointment of Legislative Task Force ii. ACH Payments iii. TRICARE follow-up * b. 04/30/14 Financials * c. Auditor's Engagement Letter – Mason & Rich, P.A. d. Update on training days for new assessments	F. Potter C. Roberge C. Roberge L.B. Pliakos
9:40-9:50 a.m.	4. DHHS Update a. Update regarding the NHIP Conference held on 3/26/14 b. Immunization Information System (IIS) update c.	J. Montero/ M. Bobinsky
9:50-10:20 a.m.	5. Old Business a. Update on 2014 Annual Report distribution b. Update on status of consideration of possible technical updates to RSA 126-Q c. Revised Corporate Documents – Working Drafts * i. Articles * ii. Bylaws * iii. Plan of Operation iv. FAQ [see website] v. Other (later) * d. [Attached for Reference are redlined comparisons between current website documents and new working documents.]	L.B. Pliakos M. McCue F. Potter F. Potter F. Potter L.B. Pliakos F. Potter
10:20-10:25 a.m.	6. Other Matters from Board Members a. b. c.	
10:25-10:30 a.m.	7. [Intentionally Omitted] 8. [Intentionally Omitted]	
10:25-10:30 a.m. 10:30 a.m.	9. Public Comment (if any) [Adjourn] 10. Reference Documents * a. Governing Statute * b. 2014 Meeting Schedule * c. Proposed form of votes for this meeting * d. Directions to meeting location	

*Indicates agenda item attached

NH Vaccine Association – Board of Directors Meeting
March 11, 2014 – 8:30 a.m. – 10:30 a.m.
Conference Room – KidsVax.org
Presiding Officer: Susan Tenney, Chair

I. Attendance. Participating in all or part of the meeting in person (P) were the following individuals:

Directors

Susan Tenney – Harvard Pilgrim Health Care (P)
 Everett Lamm, M.D. (P)
 Jose T. Montero, M.D. - DHHS (P)
 Maria Proulx – Anthem (P)
 David Sky – NHID (P)

DHHS

Marcella J. Bobinsky (P)

Outside Counsel

Mark McCue, Esq. (P)

Members of the Public

Laura Condon, NVIC (P)

Absent

Scott Beaudette – CIGNA
 David Fredenburg, M.D.

KidsVax.org®

Fred L. Potter (P)
 Claire M. Roberge (P)
 Laurie Beth Pliakos (P)
 Terry Mills (P)

II. Summary of Actions Taken and/or Recommended

A. Actions Taken (votes adopted)

1. To approve the minutes of the January 21, 2014 board meeting with the suggestion made at this meeting.

B. Follow up Task/Action Items

1. Ms. Pliakos will distribute the 2014 Annual Reports by the end of this week.
2. KidsVax® will post the correct working versions of the governance documents to the website for Board review.
3. Ms. Mills will send out a meeting invite for the May 13th meeting.
4. Ms. Pliakos will send the FAQs to the Board this week and will request responses back from the Board in one week.
5. Once approved by the Board, KidsVax® will post the advisory FAQs to the NHVA website, subject to further Board revision.

III. Minutes

Welcome and Introductions

At approximately 9:15 a.m., a quorum having been established, Chairperson Susan Tenney called the meeting to order. Ms. Tenney surveyed the Board for any additional items to be added to the agenda.

Consent Calendar Items

Ms. Proulx indicated her interest in participating in the Legislative Task Force and asked that her name be added to that committee list. Ms. Tenney called for a vote to approve the minutes with this addition.

Upon motion duly made by Dr. Lamm and seconded by Dr. Montero, it was

VOTED: To approve the minutes of the January 21, 2014 board meeting with the suggestion made at this meeting.

Ms. Proulx abstained from voting, as she was not present at the January Board meeting.

Report on Consultation with Counsel

Attorney McCue reported that the amended RSA 126-Q broadens the assessment base considerably and, arguably, might be interpreted to encompass the MCOs which manage those states' Medicaid enrollees. At the January meeting, the Board asked Attorney McCue to determine whether it would require a legislative amendment or could be handled by the Plan of Operation given all legal issues involved. Attorney McCue reported that there are several hurdles with respect to a legislative amendment. The Insurance Department did not submit a technical bill this session and it would probably be imprudent to introduce this topic as a technical amendment at this late date. He focused his attention on whether this would be appropriate for a Plan of Operation amendment. Review of the revised statute clearly reflects the intent to broaden the assessment base, but the statute also reflects a structure that this Association, in the assessment base, is intended to cover only the non-federal portion of the vaccine program. Under the VFC program, a state can use the federal discount for the purchase of vaccines, but those vaccines cannot be used for children that are directly federally eligible, which includes children enrolled in Medicaid, the CHIP program, or uninsured. There is also a notion in the statute that there is no double counting or duplication of cost. The Association has the ability to work with other states if children living in New Hampshire are somehow vaccinated in another state. Clearly the MCOs have no enrollees that are benefiting from the state purchased funds and

are paid directly on the federal side. These MCOs contracted with the state under a NH Insurance Department bulletin that clearly stated that they were not subject to vaccine assessment. That bulletin was based on prior law before this law was amended and no longer piggybacked on the New Hampshire Health Plan. It is an unexpected considerable cost and would likely result in significant resistance, if not legal action, by the MCOs if the Association were to try to pass on an assessment where they, and the population they manage, don't receive the benefit at all from the costs of this program. Additionally, as this contract expires and if an assessment were again enforced against the MCOs, the MCOs have no enrollees in which to pass this cost on to, so it would be pushed back as a state cost. This would likely raise the issue of whether the state paying an MCO to cover the state portion of an assessment for vaccines is an eligible Medicaid cost. It would double up the cost to the state of vaccines that otherwise should be paid directly and only once by the federal government. The federal government most likely would not reimburse the state for paying that same cost twice for an MCO assessment. For these reasons, Attorney McCue indicated that this issue almost certainly was not contemplated by the legislature. The statute gives the Insurance Commissioner the right to approve the Plan of Operation. It gives the Health and Human Services Commissioner the right to identify assessment problems and ask the Association to fix them. If the Association is careful in identifying the issue and making clear that it is not necessarily the assessable entity but the assessable lives that are covered by the federal program, which do not have to be subject to the second additional assessment by the state program, then it is a matter that could be handled in the Plan of Operation because it is being reviewed by two governmental agencies. He suggested that it may be prudent, however, to wait until the final insurance coverage, formally known as Medicaid enhancement or extension, is finally determined by the legislature so there is a clear understanding of the population that this may effect. Ms. Tenney inquired if there would be a potential risk for the Association to wait until the end of the legislative session to see what happens with Medicaid expansion. Attorney McCue indicated that he does not see that there is a practical risk because the parties that would be most impaired by any decision would be a decision to follow the literal language and expand the assessment to the MCOs. Currently, the MCOs are not being assessed, so he does not see that there is essentially any additional risk.

Executive Director Updates

Mr. Potter reported that the implementation of the new assessment system has gone well. There have been two training sessions and several helpful comments and a number of questions have been received. Last fall a mailing went out to approximately 1,300 additional entities to make them aware of the potentially broadened sweep in an attempt to deploy the assessment more equitably. Technically, the stop loss carriers were assessable entities, and now the ASO firms and TPAs are also assessable entities. The statute cautions to take steps to avoid double counting and gave a default rule that if everything else is equal and there is no agreement between the parties to the contrary, the entity that is paying the medical claim for the administration of the vaccine will be the entity that reports and pays for the assessable lives. The entities have been urged to make sure that is clear in their private agreements and have also been advised per the Board's general guidance last meeting, that if in a tier of coverage, the parties want to change that allocation and enter into an agreement, the Association does not have to approve the agreement, but will accept their different allocation. Mr. Potter was aware of one union plan that has advised that it has made an agreement with a stop loss carrier to pay all state assessments for any purpose at any time. As a consequence, that stop loss carrier for that particular union plan, which interacted with an independent TPA involved in handling the negotiations, will be paying and reporting the assessable lives.

Some FAQs have been prepared for the Board's consideration. They are advisory at this point and are trying to document responses on the servicing side. Further Board input is welcome in this work. Further adjustments have been made to the assessment system based upon people's experience. Training materials have been posted to the website. The carrier servicing people appear to be pleased with the assessment tool and feel it is quite easy to use. A state-specific help contact point has been established at help@nhvaccine.org. Cross-state comparisons have been done to provide information regarding multi-state carriers that have some national accounts with membership footprints in New Hampshire and those were among the 1,300 entities that we contacted to alert them to this change. Mr. Potter indicated that the system is ready to go for the May assessment and the expected collection is about the numbers that were in the survey in terms of assessable lives. With the 1,300 carrier sweep, the assessable lives are expected to increase somewhat, but that number is unknown.

Ms. Tenney asked if there is a mechanism for monitoring when an assessment is being paid through a stop loss carrier, so that in the event the stop loss coverage is dropped, it can go back into the TPA. Mr. Potter indicated that TPAs that report they have not reported all of their assessable lives due to a stop loss carrier agreeing to report and pay for these assessable lives can be tracked separately to be certain that in the event that the stop loss coverage is dropped, that they roll back into the TPA so that they are captured somewhere. Further discussion ensued regarding the increased work on the part of the carriers to work through the assessable lives with large self-insured groups because of their concern that they might be double assessed. While matters are progressing well, this has involved a lot of work by the carriers, as well as KidsVax®.

The revised corporate documents were provided to the Board for review. Mr. Potter apologized for the delay in getting this material out to the Board and noted that he realizes that the Board needs additional time for review of the documents. He provided a brief explanation concerning the technical difficulties which had to be addressed to get out this draft.

A brief update on TRICARE was provided. TRICARE is saying that they will pay the assessments in the State of Washington. They have raised the concern that they will not participate in a plan where they are paying twice. Some language has been offered in the draft Plan of Operation that will enable NHVA to remove that. They have also said that they will get around to these other states as well. The Congressional Delegations from Maine and Washington are communicating to TRICARE their expectations that they will participate in the state's plan.

The February financial statements were reviewed by Ms. Roberge. They are unremarkable this month with most activity expected to take place in May when the assessments are received. The Statement of Financial Position shows cash at \$15,258. Short-term investments are at \$5,153,022 and will be used as part of the assessments in May and part of the payment back to the State. The prepaid expenses are \$6,415 for D&O insurance. The total assets are \$5,174,695. Current liabilities are the liquidity reserve that was approved by the Board for \$250,000. From the Statement of Activities there is -\$151,073 of net assets, leaving total liabilities and net assets of \$5,174,695. The Statement of Activities and Changes in Net Assets shows very little activity. There are professional fees for Attorney McCue, and administrative services fees for KidsVax®. The insurance is the amortization of the insurance for D&O for \$641. Unrestricted net assets are \$10,741 for this month and \$151,073 for the year, which was carried forward onto the Statement of Financial Position.

Ms. Pliakos gave a brief update on the assessment system training days. Questions that were received during the training have been incorporated into the FAQs, but she feels it would be helpful to hold another training session closer to the assessment due date in May to assist those payers who have not yet participated in a training session. Ms. Tenney listened in on the first training session and thought it was very well done.

DHHS Update

Dr. Montero gave a brief update on the Immunization Information System (IIS). The immunization system contract goes to counsel on April 9, 2014. The business plan and other documents are ready for approval of the contract.

Old Business

With respect to the 2014 Annual Report, Ms. Pliakos reported that based on the final review, the changes discussed at the last meeting have been completed and the report has been posted to the website for several weeks. It is Ms. Pliakos' understanding from the last meeting that the report is to be distributed to medical facilities around the state, the legislators, and professional associations. Those distribution lists are being compiled and she anticipates that the Annual Report should be distributed to everyone around the end of this week.

With respect to the revised working drafts of the governance documents, it was the sense of the board that a meeting in 3-4 weeks to discuss the documents in detail would be helpful to everyone. KidsVax® will post the correct working versions of the governance documents to the website for Board review. The Board requested that a cumulative redlined version be made available for review. KidsVax® will redistribute a clean working version and a redlined versus the website version of the Plan of Operation. After further discussion, it was the consensus of the Board to reconvene on Tuesday, May 13, 2014 at 8:30 a.m. at KidsVax® for continued discussion regarding the revisions to the working governance documents and FAQs. Ms. Pliakos requested that the FAQs be reviewed prior to the May 13th date in preparation for the May 15th assessment due date. Ms. Pliakos will send the FAQs to the Board this week and will request responses back from the Board in one week. Ms. Tenney requested that Board responses be submitted directly to Ms. Pliakos and not to the entire Board. Once Board members have had time to make comments, KidsVax® will post the advisory FAQs to the NHVA website; noting that the posting will be subject to further Board revision once the Board deliberates together in May.

Other Matters from Board Members

Ms. Bobinsky updated the Board regarding the upcoming NHIP Conference scheduled for Wednesday, March 26, 2014 beginning at approximately 8:00 a.m. at the Radisson Hotel in Manchester. There will be discussions about adult immunizations because the standards for adult practice for immunizations has just been released and there is a push toward getting adults vaccinated and to begin to take a stronger look at whether or not a person needs to be vaccinated as an adult. There will also be information on quality improvement, as well as another individual speaking about quality improvement in terms of HPV vaccines specifically. Dr. Lamm will be speaking about how to talk with parents about having their children immunized. Dr. Montero will be speaking about the integration of public health and clinical care. Registrations are still being accepted at www.nhipconference.com.

Public Comment

Ms. Tenney opened the meeting for public comment. Ms. Condon made several requests for additional information concerning clarification regarding the meeting originally scheduled for April 15, if the State or NHVA track vaccine waste, where the information on the list of payers for the vaccine assessment is available, and information regarding what other states have a state vaccine registry and how those registries are being funded, whether there have been any legal challenges to it, and will they also be tracking injuries and deaths following vaccination, in addition to who has been vaccinated. Ms. Condon will follow-up by e-mail to Mr. Potter who will then respond to her special requests in accordance with Board policy.

Upon motion duly made by Mr. Montero and seconded by Ms. Proulx, it was unanimously

VOTED: To adjourn.

There being no further business or public comment, the meeting adjourned at approximately 10:17 a.m.

A true record.

Attest,

Fred L. Potter
Secretary, Pro Tem

**June 3, 2014 Board Meeting
Executive Director Report**

Projected to be collected per self-assessment reporting through 05/27/2014	\$18,658,830
Scheduled Remittance to State of NH due on or before 06/30/2014	\$16,004,025
Cash collected through 05/27/2014	\$18,489,590

This report needs to begin with a big “THANK YOU!” to the payer community which responded admirably to the implementation of KidsVax®’s completely new New Hampshire child covered lives self-reporting assessment system. Over \$18.6M of self-reported assessments were reported as due with nearly \$18.5M of that actually deposited as of May 27, 2014. (Assessments are deemed timely paid if mailed, properly addressed and postage prepaid, on or before May 15—we still are collecting checks from assessments previously mailed and are aware of at least a couple of payers that have advised already that their check will be a few days late due to internal unexpected processing delays). Assessable child covered lives actually paying utilized in our October 2013 assessment setting work were 116,538 while actual assessment lives reported through May 27, 2014 were 146,550. Accordingly, it now seems clear that our expectation that this more equitable cost sharing will serve to benefit most small employer and other fully-insured plans as a wider range of plans is embraced will, indeed, come to pass. We not only have seen more child covered lives reported than projected but, to our knowledge, have had nearly 100 percent compliance by payers who have been made aware of the system in the much broader sweep of contacts which preceded this assessment collection cycle. So, once again, the payer community has stepped up to its responsibility with respect to the important public health initiative of universal childhood vaccine availability.

We first were able to share insight into this good news at a special working session of the New Hampshire House Health, Human Services & Elderly Affairs Committee meeting last Wednesday. Representative Harding, mindful of the desires of several committee members to understand more about New Hampshire’s Universal Childhood Vaccination Program, had arranged a special briefing while the legislature remains in session and had a bit of a short-term lull pending final session wrap-up activities. The majority of the session was handled by Dr. Montero. As you would expect, his presentation was well-received by the Committee. The Committee expressed their appreciation for the good news that KidsVax® was able to report on a preliminary basis concerning first collections under the new assessment methodology. Several emphasized at the end of their session how gratifying it was to hear that something they had undertaken as a legislative initiative actually is working. Representative Harding indicated that she is looking forward to next year’s VaxFactsSM NH where the broadened board membership and new assessment collection results are expected to be reported formally as part of our year-end review for 2013/14 operations.

We are forwarding with these meeting materials a slightly updated set of governance documents reflecting the changes to incorporate Senate Bill 309. This bill, as you know, is a technical amendment requiring an annual report to the President of the Senate, Speaker of the House, and Governor along with the addition of three new Board members. These changes are simply to conform the final law to the intended version which originally had been expected to come out of the Conference Committee last legislative session. Senate Bill 309 passed both houses without incident.

The New Hampshire Insurance Department (NHID) has carefully reviewed the materials submitted at the NHVA board’s request by Attorney McCue concerning not assessing VFC-eligible children. At this point, NHID has advised that NHVA should proceed next session with a technical

amendment to take care of the potential problem concerning exclusion of plans which cover VFC-eligible children. Accordingly, we recommend the formation anew of a legislative task force to consider this and the other technical amendments which came up in connection with our assessment setting work last fall. For example, our collections at levels significantly stronger than what were earlier projected may recommend making mid-stream adjustments to lower the assessment rate. I understand that the Department of Health may have good news concerning their work on the program efficiency and cost containment side as well so that NHVA will have substantial carry-forward beyond that projected to help reduce future year assessment levels. Operationally, KidsVax® would also recommend that we clarify the assessment setting cycle to reduce the lead time necessary to implement rate changes. Finally, we would ask reconsideration of our requested authority for the association to make program and assessment structural adjustments such as those necessitated by the proposed technical amendment on VFC-eligible children, to be able to modify NHVA's program as needed as the federal ACA rollout and numerous resultant ripple effects continue over the years immediately ahead. Certainly the present good faith effort of NHVA to both fine tune and reduce its assessment levels provides a helpful context for this kind of technical proposal now that the efficacy of the new assessment method has been demonstrated through actual New Hampshire experience.

KidsVax® also would welcome the Board's input concerning whether or not an ACH payment method should be made available to payers of the New Hampshire assessment. KidsVax® has seen limited deployment of electronic settlements in the State of Washington and enjoyed good success there. May 15th also was the first implementation of Vermont's new program with KidsVax® administration. In Vermont, the Department of Health had required ACH transfers from the major payers in the past. Under the new KidsVax® program, those payers continued to elect the ACH method, though no longer required, and others joined in. The majority of the payers and the super majority of dollars collected came in using that methodology. Of course, ACH offers more positive cash control and earlier investment opportunity for association funds. Experience in Vermont suggests that it may actually be preferred by the payers for their internal control purposes as well.

Additionally, we would appreciate receiving your counsel concerning next steps with TRICARE. NHVA's new assessment method clearly reaches TRICARE beneficiaries. As noted earlier, however, NHVA's equity argument will be bolstered if it exempts from assessment children who receive vaccines in federally-supplied facilities.

Finally, congratulations are due to Board member Dr. Everett Lamm for his recent recognition as New Hampshire's Childhood Immunization Champion for 2014. The text accompanying this citation from the CDC website is copied at the end of this memo. Once again, Dr. Lamm, congratulations!

Thank you, each one, for your work—and congratulations on the successful initial cycle under New Hampshire's improved assessment methodology!



Fred L. Potter, writing May 29, 2014 for the June 3, 2014 board meeting.



<http://www.cdc.gov/vaccines/events/niiw/champions/profiles-2014.html#N>

New Hampshire



Everett J. Lamm, MD, FAAP
Pediatrician
Core Pediatrics Exeter
Exeter, NH

Dr. Everett Lamm has been a lifelong community volunteer and an advocate for immunization during his 15 years as a pediatrician. However, his commitment to promoting immunization was galvanized in 2010, by the tragic death of a previously healthy infant who became infected with whooping cough from an unimmunized person. The infant was not old enough to have been fully immunized against whooping cough. This story, which Dr. Lamm has sought to make the centerpiece of a state immunization campaign, inspired him to advocate for vaccination not only for his pediatric patients, but for their caregivers as well.

A respected leader both inside and outside the clinic, Dr. Lamm serves on the New Hampshire Immunization Advisory Committee Board of Directors, where he provides expertise and advice to the New Hampshire Immunization Program (NHIP). He also serves on the local school board, where he educates and advises about school immunization policies. In addition, he is a sought-after lecturer to both professional and community groups. In his own pediatric practice, he takes the time to adequately address parents' concerns by clearly explaining how vaccines work, dispelling fears and misconceptions, and ensuring that families understand how vaccines impact both child and adult health.

Dr. Lamm's work has helped increase immunization awareness at the state and local levels. His connection to community and advisory groups allows him to influence immunization policy change. The clinical and scientific expertise he brings to NHIP helps strengthen the state's commitment to vaccine quality assurance, evaluation, and assessment.

For his extensive advocacy and community service on behalf of immunization, Dr. Lamm is New Hampshire's *CDC Childhood Immunization Champion*.

TRICARE 2012 FOIA Response to WVA
on Child Covered Lives Count by State

<u>Sex</u>	<u>Age</u>	<u>ME</u>	<u>NH</u>	<u>VT</u>	<u>WA</u>	
F	0	126	85	45	2,784	
F	1	125	90	39	2,601	
F	2	126	92	55	2,652	
	3	154	99	46	2,518	
F	4	161	93	51	2,401	
F	5	160	134	52	2,380	
F	6	169	93	42	2,259	
F	7	172	96	54	2,090	
F	8	149	95	44	2,005	
F	9	150	101	57	1,987	
F	10	180	120	50	1,885	
F	11	194	114	64	1,923	
F	12	192	112	61	1,946	
F	13	180	124	76	1,885	
F	14	229	128	51	1,869	
F	15	221	152	66	1,896	
F	16	243	165	63	1,879	
F	17	211	181	72	1,998	
F	18	270	168	110	2,171	
M	0	122	80	40	3,010	
M	1	151	94	48	2,720	
M	2	164	95	47	2,764	
M	3	142	99	48	2,734	
M	4	146	99	59	2,559	
M	5	132	96	49	2,435	
M	6	148	97	40	2,340	
M	7	174	90	55	2,228	
M	8	163	81	46	2,106	
M	9	186	106	56	2,061	
M	10	193	112	61	2,059	
M	11	174	113	65	2,034	
M	12	176	109	70	1,964	
M	13	196	132	59	1,996	
M	14	196	132	65	1,974	
M	15	222	150	75	1,996	
M	16	222	146	76	1,982	
M	17	222	171	78	2,038	
M	18	<u>291</u>	<u>188</u>	<u>100</u>	<u>2,270</u>	
Totals:		6,832	4,432	2,235	84,399	97,898
Annual Assessment Rate:		97.92	127.32	149.88	125.04	
Annual Assessments: \$		668,989	\$ 564,282	\$ 334,982	\$ 10,553,251	\$ 12,121,504

Note: WA does not have an annual assessment (is based upon individual doses)

The rate used is the average of the other three states to produce an estimate.

Covered lives reported above have not been reduced for any children receiving federally-supplied vaccines at on-base medical facilities.

NEW HAMPSHIRE VACCINE ASSOCIATION

Statement of Financial Position

April 30, 2014

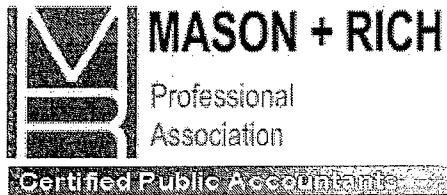
	ASSETS
Current assets	
Cash and cash equivalents	\$ 58,181.12
Short-term investments	5,104,653.63
Assessments receivable	-
Allowance for bad debt	-
Prepaid expenses	5,132.21
	<hr/>
Total current assets	5,167,966.96
	<hr/>
Other assets	
Long-term investments	-
	<hr/>
Total other assets	-
	<hr/>
Total assets	\$ 5,167,966.96
	<hr/> <hr/>

LIABILITIES AND NET ASSETS

Current liabilities	
Accounts payable	\$ -
Liquidity reserve	250,000.00
	<hr/>
Total current liabilities	250,000.00
	<hr/>
Net assets	
Unrestricted net assets - prior year	5,075,769.05
Unrestricted net assets - current year	(157,802.09)
	<hr/>
Total net assets	4,917,966.96
	<hr/>
Total liabilities and net assets	\$ 5,167,966.96
	<hr/> <hr/>

NEW HAMPSHIRE VACCINE ASSOCIATION
Statement of Activities and Changes in Net Assets
April 30, 2014

	A	B	C	C - B
	Current Month	Year to Date	Approved Budget	Remaining Budget
Assessments, gains, & other support				
Assessments	\$ 17,867.24	\$ 17,867.24	-	-
Investment Income	1,664.32	7,448.05	-	-
Unrecognized gain or loss	(235.24)	(3,111.96)	-	-
Recognized gain/loss on investments	-	-	-	-
	<u>19,296.32</u>	<u>22,203.33</u>	<u>-</u>	<u>-</u>
Total assessments, gains & other support				
Subsidies, expenses, & other deductions				
Program disbursements				
Vaccine remittance - State of NH	-	-	-	-
Liquidity reserve	-	-	-	-
Public information	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total program disbursements				
Administration				
Administrative services	8,625.00	132,903.00	150,153.00	17,250.00
Variable Compensation	-	-	11,500.00	11,500.00
Professional fees	6,210.00	34,501.30	22,000.00	(12,501.30)
	<u>14,835.00</u>	<u>167,404.30</u>	<u>183,653.00</u>	<u>16,248.70</u>
Total administration				
Office				
Licenses and fees	-	-	-	-
Bank fees	125.00	500.00	500.00	-
Publication Information	-	4,750.00	3,350.00	(1,400.00)
Website	-	2,100.00	-	(2,100.00)
	<u>125.00</u>	<u>7,350.00</u>	<u>3,850.00</u>	<u>(3,500.00)</u>
Total office				
Board				
Insurance	641.53	5,251.12	6,600.00	1,348.88
Publications	-	-	500.00	500.00
Conferences	-	-	-	-
Board meetings	-	-	-	-
	<u>641.53</u>	<u>5,251.12</u>	<u>7,100.00</u>	<u>1,848.88</u>
Total board				
Total subsidies, expenses, & other deductions	<u>15,601.53</u>	<u>180,005.42</u>	<u>194,603.00</u>	<u>14,597.58</u>
Increase (decrease) in net assets	3,694.79	(157,802.09)	(194,603.00)	(14,597.58)
Unrestricted net assets, beginning of year	-	-	-	-
Unrestricted net assets, end of year	<u>\$ 3,694.79</u>	<u>\$ (157,802.09)</u>	<u>\$ (194,603.00)</u>	<u>\$ (14,597.58)</u>



May 12, 2014

New Hampshire Vaccine Association
PO Box 1885
Concord, New Hampshire 03302-1885

We are pleased to confirm our understanding of the services we are to provide for New Hampshire Vaccine Association for the year ended June 30, 2014.

We will audit the statement of financial position of New Hampshire Vaccine Association as of June 30, 2014, and the related statements of activities, changes in net assets and cash flows for the year then ended.

Audit Objective

The objective of our audit is the expression of an opinion about whether your financial statements are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles. Our audit will be conducted in accordance with auditing standards generally accepted in the United States of America and will include tests of your accounting records and other procedures we consider necessary to enable us to express such an opinion. We cannot provide assurance that an unmodified opinion will be expressed. Circumstances may arise in which it is necessary for us to modify our opinion or add an emphasis-of-matter or other-matter paragraph. If our opinion is other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed an opinion, we may decline to express an opinion or to issue a report as a result of this engagement.

Audit Procedures

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, tests of the physical existence of inventories, and direct confirmation of receivables and certain assets and liabilities by correspondence with selected individuals, funding sources, creditors, and financial institutions. We will also request written representations from the Organization's attorneys as part of the engagement, and they may bill you for responding to this inquiry. At the conclusion of our audit, we will require certain written representations from you about the financial statements and related matters.

**SIX
BICENTENNIAL
SQUARE
CONCORD NH
03301
T 603.224.2000
F 603.224.2613**

VISIT US AT WWW.MASONRICH.COM

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We will plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the Organization or to acts by management or employees acting on behalf of the Organization.

Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, there is a risk that material misstatements may exist and not be detected by us, even though the audit is properly planned and performed in accordance with U.S. generally accepted auditing standards. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements. However, we will inform you of any material errors and any fraudulent financial reporting or misappropriation of assets that come to our attention. We will also inform you of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

Our audit will include obtaining an understanding of the Organization and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. An audit is not designed to provide assurance on internal control or to identify deficiencies in internal control. However, during the audit, we will communicate to you and those charged with governance internal control related matters that are required to be communicated under professional standards.

We may from time to time, and depending on the circumstances, use third-party service providers in serving your account. We may share confidential information about you with these service providers, but remain committed to maintaining the confidentiality and security of your information. Accordingly, we maintain internal policies, procedures, and safeguards to protect the confidentiality of your personal information. In addition, we will secure confidentiality agreements with all service providers to maintain the confidentiality of your information and we will take reasonable precautions to determine that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others. In the event that we are unable to secure an appropriate confidentiality agreement, you will be asked to provide your consent prior to the sharing of your confidential information with the third-party service provider. Furthermore, we will remain responsible for the work provided by any such third-party service providers.

Management Responsibilities

You agree to assume all management responsibilities for the tax services and any other nonattest services we provide; oversee the services by designating an individual, preferably from senior management, with suitable skill, knowledge, or experience; evaluate the adequacy and results of the services; and accept responsibility for them.

You are responsible for making all management decisions and performing all management functions; for designating an individual with suitable skill, knowledge, or experience to oversee the tax services and any other nonattest services we provide; and for evaluating the adequacy and results of those services and accepting responsibility for them.

You are responsible for establishing and maintaining internal controls, including monitoring ongoing activities; for the selection and application of accounting principles; and for the fair presentation in the financial statements of financial position, changes in net assets, and cash flows in conformity with U.S. generally accepted accounting principles. You are also responsible for making all financial records and related information available to us and for the accuracy and completeness of that information. You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the financial statements, (2) additional information that we may request for the purpose of the audit, and (3) unrestricted access to persons within the organization from whom we determine it necessary to obtain audit evidence. Your responsibilities include adjusting the financial statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements taken as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the Organization involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the Organization received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring the Organization complies with applicable laws and regulations.

Engagement Administration and Other

We understand that your employees will prepare all cash, accounts receivable, and other confirmations we request and will locate any documents selected by us for testing.

Leslie Walker is the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign it. We expect to begin our audit on approximately July 14, 2014 and to issue our report no later than September 1, 2014.

Engagement Fees

We estimate that our fees for these services will be \$7,400 for the audit, plus out-of-pocket costs such as report production, word processing, postage, travel, and facsimiles.

This fee is limited to audit. Additional time will be billed at our standard hourly rates which vary according to the degree of responsibility involved and the experience level of the personnel assigned to your engagement.

The fee estimate is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the work performed. If significant additional time is necessary to adjust your books and records to comply with general accepted accounting principles, we will discuss it with you and arrive at a new fee estimate before we incur the additional costs.

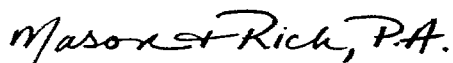
In accordance with our firm policies, a finance charge of 1-1/2% will be charged each month on the outstanding balance (over thirty (30) days) with an annual percentage rate of 18%. Work may be suspended if your account becomes 45 days or more overdue and will not be resumed until your account is paid in full. In the event we stop work or withdraw from this engagement as a result of failure to pay on a timely basis for services rendered as required by this engagement letter, we shall not be liable for any damages that occur as a result of our ceasing to render services. Additionally, client agrees to pay Mason + Rich P.A. costs and expenses of collection procedures including reasonable attorney's fees.

It is our policy to keep records related to this engagement for six years. However, Mason + Rich, P.A. does not keep any original client records, so we will return those to you at the completion of the services rendered under this engagement. When records are returned to you, it is your responsibility to retain and protect your records for possible future use, including potential examination by any government or regulatory agencies.

By your signature below, you acknowledge and agree that upon the expiration of the six year period, Mason + Rich, P.A. shall be free to destroy our records related to this engagement

We appreciate the opportunity to be of service to you and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know. If you agree with the terms of our engagement as described in this letter, please sign the enclosed copy and return it to us.

Very truly yours,



MASON + RICH, PROFESSIONAL ASSOCIATION
Certified Public Accountants

New Hampshire Vaccine Association

RESPONSE:

This letter correctly sets forth the understanding of New Hampshire Vaccine Association.

By: _____

Title: _____

Date: _____

By: _____

Title: _____

Date: _____

Note: To be restyled in final for filing with Secretary of State as an amendment restating the Articles in their entirety.

**ARTICLES OF AGREEMENT
of the
NEW HAMPSHIRE VACCINE ASSOCIATION
(A New Hampshire Nonprofit Corporation)**

THE FOLLOWING CONSTITUTES THE AMENDMENT AND FULL RESTATEMENT OF THE ARTICLES OF AGREEMENT OF NEW HAMPSHIRE VACCINE ASSOCIATION, A NEW HAMPSHIRE VOLUNTARY CORPORATION FORMED UNDER NEW HAMPSHIRE REVISED STATUTES ANNOTATED ("RSA") CHAPTER 292 TO IMPLEMENT THE PROVISIONS OF RSA 126-Q (THE "ACT").

ARTICLE I. NAME

The name of the corporation (the "Corporation") is the New Hampshire Vaccine Association.

ARTICLE II. ADDRESS

The address at which the business of the Corporation is conducted is c/o CML Administrators, LLC, d/b/a KidsVax.org®, P.O. Box 1885, Concord, New Hampshire 03302-1885, with a street address as of March 2014 of 14 Dixon Avenue – STE 202, Concord, New Hampshire 03301. Other address(es) may be designated by the Corporation's Board of Directors from time to time.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. NONPROFIT STATUS

The corporation is a nonprofit corporation.

ARTICLE V. PURPOSES AND POWERS

A. References to RSA 126-Q. All references herein to RSA 126-Q or portions thereof shall be to that statute as it may be amended from time to time, unless the context clearly requires otherwise. Unless otherwise expressly defined in these articles, capitalized terms not otherwise defined herein which are defined in RSA 126-Q:1 shall have the definitions in that statute.

B. Purposes. The Corporation is established for the following purposes: To assess Assessable Entities for the cost of vaccines provided to certain children in New Hampshire and all other purposes contemplated by RSA 126-Q.

C. Corporate Powers. The Corporation shall possess all powers and be entitled to take all actions permitted a non-profit, voluntary corporation organized under RSA 292, and any additional powers approved by the New Hampshire Commissioner of Health and Human Services (“HHS Commissioner”) from time to time. The Corporation shall exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to amend the Plan of Operation from time to time with the approval of any such amendment(s) by the commissioner of the New Hampshire Department of Insurance (“Insurance Commissioner”). Nothing shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act (i) that a corporation formed under RSA 292, or any amendment thereto or substitute therefore or (ii) that a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, may not at that time lawfully carry on or do.

ARTICLE VI. MEMBERS

The Corporation shall have neither capital stock nor membership certificates, but shall have members who shall have such rights as are provided for in RSA 292 and RSA 126-Q, in these Articles of Agreement and by the bylaws of the Corporation (“Bylaws”). Members of the Corporation’s Board of Directors shall be the sole members of the Corporation.

ARTICLE VII. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors or officers, its members, or to other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable out-of-pocket expenses incurred for the benefit of the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

ARTICLE VIII. BOARD OF DIRECTORS

A. The affairs of the Corporation shall be managed by a Board of Directors as set forth in RSA 126-Q:3.

B. Directors of the Corporation may vote or otherwise act directly or through personal representatives they have designated from time to time in accordance with the Bylaws.

C. Actions by the Board of Directors must be approved by the affirmative vote of a simple majority of the entire Board of Directors then appointed or elected.

D. The Board of Directors shall have the duties set forth in RSA 126-Q.

ARTICLE IX. DISTRIBUTIONS AT DISSOLUTION

In the event of termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for the payment of all of the proper liabilities of the Corporation, dispose of all of the remaining assets of the Corporation as

determined by the Board of Directors and approved by the HHS Commissioner to an entity or organization which is then in existence and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or to more than one such exempt entity or organization, or, in default of any such determination, to the State of New Hampshire for exclusively public purposes. No part of the net assets of the Corporation shall be distributable to any director or officer or member upon termination, dissolution or winding up of the Corporation.

ARTICLE X. LIMITATION OF LIABILITY

A. Reference is hereby made to RSA 292:2, or any corresponding provision of New Hampshire law, as in effect from time to time. No director or officer of the corporation shall be personally liable to the Corporation or any members (should it have members at any time) for money damages for the breach of such person's fiduciary duty as a director or officer or both, except to the extent that a judgment or other final adjudication adverse to such person is entered in a proceeding based on a finding in the proceeding that: (i) such person breached his or her duty of loyalty to the Corporation and/or its members; (ii) such person acted or failed to act in a way which was not in good faith or which involved intentional misconduct or a knowing violation of law, or (iii) such person participated in a transaction from which such person actually received an improper benefit or profit in money, property, or services. If RSA 292:2 is subsequently amended to further eliminate or limit the liability of a director or officer, then a director or officer of the Corporation, in addition to the circumstances in which a director or officer is not personally liable as set forth in the preceding sentence, shall not be liable, and shall be shielded from liability, to the fullest extent permitted by the amended law. Any amendment to or repeal of this Article shall not adversely affect any right or protection existing at the time of such amendment or repeal to which any person may be entitled under this Article.

B. In accordance with and as required by RSA 126-Q:8, there shall be no liability on the part of and no cause of action of any nature shall arise against any member of the Corporation, any member's agents or employees, any Director of the Corporation, any officer or agent of the Corporation, or the HHS Commissioner or Insurance Commissioner or any of the representatives of any of the foregoing, for any actions or omissions by them in the performance of their powers and duties under RSA 126-Q.

ARTICLE XI. BYLAWS

Provisions for the election and qualification of Directors and the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

ARTICLE XII. AMENDMENT OF ARTICLES OF AGREEMENT

These Articles of Agreement may be amended by the affirmative vote of two-thirds (2/3) of the entire Board of Directors then appointed or elected at a meeting duly called for that purpose, subject to approval of any so-voted amendments by the HHS Commissioner.

1

2 The foregoing Articles of Agreement have been approved.

3 New Hampshire Department of Health and Human Services

4 By:

Date:

5 _____

_____, 2014

6 Nicholas A. Toumpas, Commissioner

7

8 City Clerk's Office, City of Concord, New Hampshire

9

10 Received and recorded this ____ day of _____, 2014.

11

12 City Clerk's Signature _____

13 City Clerk's Name (Please Print) _____

BYLAWS
of
NEW HAMPSHIRE VACCINE ASSOCIATION
(a New Hampshire Nonprofit Corporation)

Chapter 279 of the 2002 New Hampshire Session Laws, effective June 27, 2002, created Chapter 126-Q of the New Hampshire Revised Statutes Annotated ("RSA"). In order to implement the provisions of RSA 126-Q (the "Act"), the New Hampshire Vaccine Association, a New Hampshire nonprofit corporation (the "Corporation"), was formed pursuant to RSA Chapter 292 as contemplated by the Act. The Corporation's Bylaws were adopted in 2002 and have been amended from time to time to conform to changes to the Act. The Bylaws now read, in their entirety, as follows:

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in New Hampshire at such address as shall be designated by the Board of Directors from time to time. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II. MEMBERS

Section 1. Designation of Members. Membership in the Corporation shall be comprised solely of members of the Corporation's Board of Directors.

Section 2. Meetings. No meetings of the members (apart from meetings of the Board of Directors set forth below) shall be required. However, should any membership meeting be desired, it shall be convened only upon the call of one or more of the following: (i) the Chairman of the Board of Directors, (ii) the commissioner of the New Hampshire Department of Health and Human Services (the "HHS Commissioner"), (iii) commissioner of the New Hampshire Department of Insurance (the "Insurance Commissioner"), or (iv) any two (2) or more Directors of the Corporation.

ARTICLE III. GOVERNANCE AUTHORITIES

Section 1. Controlling Statutes. This Corporation has been created pursuant to the provisions of the Act and RSA Chapter 292.

Section 2. Resolution of Conflicts. Should any conflict arise between any one or more of the documents governing the affairs of this Corporation, such conflict shall be resolved by applying the provisions of the following documents, with any prior listed document taking priority over any subsequently listed document:

- (i) RSA Chapter 126-Q.
- (ii) RSA Chapter 292.
- (iii) The Corporation's Articles of Agreement ("Articles").
- (iv) The Corporation's Bylaws.

- (v) The Corporation's Plan of Operation.
- (vi) *The Modern Rules of Order.*

Section 3. Statutorily Defined Terms. Terms used but not defined in these Bylaws which are defined in RSA 126-Q:1 shall have the meanings set forth in that statute.

ARTICLE IV. DIRECTORS

Section 1. General Powers and Standard of Care. This Corporation shall have powers to the full extent allowed by law. All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as may be otherwise provided in RSA 292, the Articles or the Act. If any such provision is made in the Articles, the powers and duties, conferred or imposed upon the Board of Directors by RSA 292 shall be exercised or performed to such extent and by such person or persons as shall be provided in the Articles.

The Board of Directors shall prepare a Plan of Operation, as mandated by RSA 126-Q, subject to the approval thereof by the Insurance Commissioner after conferring with the HHS Commissioner. From time to time the Board of Directors may propose such changes to the Plan of Operation as (i) the Board may determine to be helpful or necessary or (ii) as required by RSA 126-Q. Any subsequent changes shall become effective only upon the Insurance Commissioner's approval, but such changes may include a retroactive effective date if such date is also approved by the Insurance Commissioner.

A Director shall perform such Director's duties as a Director, including such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) The HHS Commissioner or the Insurance Commissioner or either commissioner's authorized representative;
- (ii) One (1) or more officers or employees of the Corporation or the Corporation's administrator whom the Director reasonably believes to be reliable and competent in the matters presented;
- (iii) Counsel, public accountants, actuaries or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or
- (iv) A committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence,

but such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs such duties shall have no liability by reason of being or having been a Director of the Corporation. Nothing in this Section 1 shall limit the immunity from suit and/or liability afforded to a Director under RSA 126-Q:8.

Section 2. Make up of Board of Directors. The Board of Directors shall consist of individuals as set forth in RSA 126-Q:3.:

Section 3. Selection of Selected Directors.

A. Selection Process. At least ten (10) days prior to July 1 in each year commencing July 1, 2014, the then-sitting Board of Directors shall solicit a list of candidates for directors representing Assessable Entities by (i) e-mail request to all Assessable Entities who have a minimum of one hundred (100) Assessable Lives for the most recently completed assessment quarter preceding such solicitation and (ii) such other means, if any, as the Board shall direct. Voting shall occur at the annual meeting of the Board of Directors. Votes may be cast by Assessable Entities via proxies or attendance in person by a representative of the Assessable Entity. Each Assessable Entity shall have one vote for each of its Assessable Lives reported in such quarter for each director position up for election. Votes may be cast on a cumulative basis. Any present Director may vote for himself or herself. Neither such vote nor participation in this selection procedure shall be considered a conflict of interest or a self-dealing transaction.

B. Capacity; Affiliations. Directors shall be individuals and Selected Directors shall represent an Assessable Entity with whom the Director is affiliated by employment or otherwise. Activities of business affiliates of an Assessable Entity represented by an individual Selected Director shall be attributed to the Director for purposes of determining whether that Director remains qualified to serve. No Assessable Entity together with all of its business affiliates may be represented by more than one Director.

C. Oath of Office. Prior to entering upon the duties of office, any elected or appointed director of the Association shall take and subscribe the following oath or affirmation:

“I, _____, do solemnly swear (or affirm) that I will faithfully serve to advance the purposes of the Association as set forth in RSA 126-Q and to work together with other directors to assure that the Association’s Board of Directors shall fulfill all of its duties under RSA 126-Q:3; that I take these obligations freely, without any mental reservation or purpose of evasion; and that I will well and faithfully discharge the duties upon which I am about to enter.”

Section 4. Term of Office of Selected Directors. The term of office of each Selected Director shall be one (1) year or until his or her successor is selected, except as the term of office may be adjusted otherwise by this Article IV. The term of office of Selected Directors shall run from August 1 (following the annual selection) through July 30 of the following year. Each

1 Selected Director may continue to serve until her or his successor is chosen.

2
3 **Section 5. Vacancies.** Any vacancy occurring on the Board of Directors of a Selected
4 Director shall be filled by the Board of Directors by an individual nominated by the Assessable
5 Entity represented by the departing director, provided that if the Assessable Entity no longer is
6 authorized to do business in New Hampshire, the Board of Directors may select an
7 individual from another Assessable Entity which is.

8
9 **Section 6. Removal of Directors.** Any Director may be removed from office for cause by a
10 vote of the Directors (exclusive of the affected Director), subject to approval of the HHS
11 Commissioner as to an appointed Director. In the event that a Director fails to attend three (3)
12 or more consecutive meetings, the Board shall give consideration to his or her removal from the
13 Board.

14
15 **Section 7. Election of Chairperson and Vice-Chairperson of Board, Secretary and**
16 **Treasurer.** The Chairperson and Vice-Chairperson of the Board of Directors, Secretary and
17 Treasurer shall be elected annually by the vote of the Directors at the annual meeting of the
18 Board of Directors.

19
20 **Section 8. Meetings.** A regular annual meeting of the Board of Directors shall be held at
21 least once a year at such date, time and place as the Board of Directors shall determine for the
22 purpose of organization, appointment of officers and the transaction of other business. The
23 Board of Directors may provide by resolution the time and place for the holding of additional
24 regular meetings of the Board. Special meetings of the Board of Directors may be called by or at
25 the request of the Chairperson of the Board of Directors, the HHS Commissioner, the Insurance
26 Commissioner, or any two (2) Directors. The person or persons authorized to call special
27 meetings of the Board may designate any place as the place for holding any special meeting of the
28 Board called by them.

29
30 **Section 9. Notice of Board Meetings.** Notice of the annual Board meeting shall be given to
31 the Directors not more than thirty (30) days nor less than ten (10) days before the meeting.
32 Notice of regular and special meetings shall be given to the Directors not less than six (6) days
33 prior to the meeting if delivered by first class mail or not less than forty-eight (48) hours prior to
34 the meeting if the notice is delivered personally or by telephone or by facsimile transmission. If
35 mailed, such notice shall be deemed given when deposited in the United States mail, with
36 postage thereon prepaid, directed to the Directors. All notices shall be given to the Directors'
37 last business addresses, as recorded by the Corporation's Secretary.

38
39 **Section 10. Waivers of Notice.** The notice requirements contained in these Bylaws may be
40 waived in writing by any Director, either before or after the meeting. The attendance of any
41 Director at a meeting, without protesting prior to the conclusion of the meeting the lack of notice
42 of such meeting, shall constitute a waiver of notice by him or her. All waivers shall be made part
43 of the minutes of the meetings.

44
45 **Section 11. Quorum of Directors; Voting.** A quorum for any meeting of the Board of
46 Directors shall be a simple majority of the total number of Directors then appointed or selected.
47 Except where a greater vote is required by the Articles of Agreement or Bylaws or by applicable

law, if a quorum is present, the affirmative vote of a simple majority of the total number of Directors present shall be the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors. A majority of the Directors then present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12. Action in Lieu of a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors of the Board shall individually or collectively consent in writing. Such written consent shall be made a part of the minutes of the Board of Directors for proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors

Section 13. Meetings by Alternate Methods. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 14. Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's authorized non-profit activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this Corporation's capital.

Section 15. Prohibited Transactions.

A. Loans. This Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer; provided, however, that this Corporation may advance money to a Director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

B. Self-Dealing Transactions. Except as provided in Subsection C below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the Directors has a material financial interest or a transaction between this Corporation and one or more of the Directors or between this Corporation and any person in which one or more of its Directors has a material financial interest. Voting with respect to the assessment rate shall not be considered a self-dealing transaction.

C. Approval. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of and is fair and reasonable to this Corporation and, after reasonable investigation under the circumstances, determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of the Directors then in office, without counting the vote of the

interested Director or Directors.

Section 16. Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation. Such inspection by a Director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 17. Interested Persons Limits. Not more than forty (40) percent of the persons serving on the Corporation's Board may be interested persons. For purposes of this section, "interested persons" means either:

- (i) Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor, or otherwise; or
- (ii) Any brother, sister, ancestor, descendant, spouse (or cohabitant), brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 18. Compensation. No Director shall receive any compensation from the Corporation for serving on the Board. Directors shall be entitled to receive their actual and reasonable expenses in attending meetings of the Board of Directors and meetings of committees of the Board of Directors.

Section 19. Board Participation via Personal Representative(s). Board members serve as individuals. From time to time, it may be beneficial for alternative representatives, who may be independent advisors such as actuaries, accountants, or attorneys, to attend and participate on behalf of the member. It is anticipated that the HHS Commissioner and the Insurance Commissioner generally will participate through their designated representatives. Accordingly, any member of the Board of Directors (or that member's previously-appointed personal representative) may authorize another person or persons to act for that member on any agenda item or at any meeting or on any committee. No writing is required for such designation. However, any individual so acting shall advise the presiding officer at the meeting concerning his or her representative capacity and that capacity shall be reflected in the minutes of the meeting. Any individual member of the Board of Directors may revoke any proxy or personal representative designation previously given at any time, by personally participating and voting, notwithstanding any purported language to the contrary in any proxy or designation. In the event of any conflict in designation, a written proxy shall supersede an oral designation and a later dated proxy shall supersede any earlier proxy.

ARTICLE V. COMMITTEES

Section 1. Committees of Directors. The Board of Directors shall designate an audit committee and may by resolution designate one or more other committees, each consisting of two (2) or more Directors (or their personal representatives), to serve at the pleasure of the Board. Appointments to such committees shall be by majority vote of the Directors then in office. Any committee, to the extent provided in the resolution, shall have all the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (i.) Fill vacancies on the Board of Directors or on any committee;
- (ii.) Fix compensation of Directors for serving on the Board or any committee;
- (iii.) Spend corporate funds to support a candidate for Director after there are more people nominated for Director than can be selected;
- (iv.) Amend, alter or repeal the Bylaws,
- (v.) Elect, appoint or remove any member of any such committee or any Director or officer of the Corporation;
- (vi.) Amend or repeal the Articles, adopt a plan of merger or a plan of consolidation with another corporation;
- (vii.) Authorize the sale, lease or exchange of all of the property and assets of the Corporation;
- (viii.) Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;
- (ix.) Adopt a plan for the distribution of the assets of the Corporation; or
- (x.) Amend, alter or repeal any resolution of the Board of Directors unless it provides by its terms that it may be amended, altered or repealed by a committee.

Section 2. Advisory Committees. Advisory committees may be appointed from time to time by the Board of Directors. Each advisory committee shall be chaired by a Director and such advisory committee(s) may consist of Directors only or both Directors and non-Directors. Advisory committees have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board of Directors.

Section 3. Committee Meetings. Except as otherwise provided in this Article V, meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of these Bylaws concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI. OFFICERS

Section 1. Number, Title and Qualifications. The officers of the Corporation shall be a Chairperson of the Board, Vice Chairperson, Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Chairperson of the Board and the Vice Chairperson shall be elected from the members of the Board of Directors. The Secretary and Treasurer may, but are not required to be, members of the Board of Directors. The

Board of Directors may elect one or more assistant secretaries or one or more assistant treasurers as it may be felt desirable. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible.

Section 3. Vacancies. Vacancies may be filled or a new office created and filled at any meeting of the Board.

Section 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by vote of the Directors of the Corporation whenever, in its judgment, the best interest of the Corporation would be served thereby.

Section 5. Resignation. Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. Chairperson of the Board of Directors. The Chairperson of the Board of Directors ("Chairperson") may sign with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation. In general, the Chairperson shall perform all duties incident to the office of Chairperson and such other duties which shall be prescribed by the Board of Directors from time to time.

Section 7. Vice Chairperson. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson (or in the event there shall be more than one vice Chairperson, the Vice Chairperson in order of their election) shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any vice Chairperson shall perform other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the permanent minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records and corporate seal, if any; keep a register of the name and post office address of each member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or the Board of Directors.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; the Treasurer shall assure that the bookkeeper(s)

1 receive and give receipts for money due and payable to the Corporation from any source
 2 whatsoever and deposit all monies in the name of the Corporation in such bank or other financial
 3 institution as shall be selected by the Board of Directors, and in general perform all the duties
 4 incident to the office of Treasurer and such other duties as from time to time may be assigned by
 5 the Board of Directors. The Treasurer shall, with the appropriate Board committee, prepare an
 6 annual operating budget showing income and expenses to be presented to the Board for approval
 7 at the annual regular meeting of the Board of Directors.

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 9 **Section 10. Execution of Instruments.** Any and all instruments executed in the name of the
 10 Corporation, including, but not limited to, contracts, agreements, purchase orders, notes, deeds,
 11 deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsements of
 12 checks and drafts received, certificates, applications and reports, shall be executed by one or
 13 more officers, employees or agents of the Corporation as authorized from time to time by the
 14 Board of Directors. Such authorization may be general or confined to specific instances. The
 15 respective offices and duties thereof as established and defined in this Article VI and by
 16 resolution of the Board of Directors include, except as otherwise provided, the authority to
 17 execute instruments otherwise provided, the authority to execute instruments in the name of the
 18 Corporation when the execution of the instrument is incident to carrying out the duties of the
 19 offices.

20 21 **ARTICLE VII. INDEMNIFICATION**

22
 23 **Section 1. General.** The Corporation shall indemnify and reimburse any individual person
 24 who was or is made a party or is threatened to be made a party to any action, suit or proceeding,
 25 whether civil, criminal or administrative, by reason of the fact that such party, or the person
 26 whose legal representative or successor such party is, was or is serving as a Director, officer or
 27 employee of the Corporation, or, at its request, of another entity in which the Corporation has an
 28 interest, or was or is serving at the request of the Corporation as a fiduciary of any deferred
 29 compensation plan of the Corporation. Such indemnification and reimbursement shall include
 30 all expenses (including attorney's fees) actually incurred by such person in connection with the
 31 defense or reasonable settlement of any such action, suit or proceeding, or any appeal thereof,
 32 and such amount of any judgment, money decree, fine, penalty or settlement for which such
 33 person may have become liable, as the Board of Directors deems reasonable and to the extent
 34 and under the circumstances permitted by the New Hampshire Business Corporation Act (RSA
 35 Chapter 293-A) if the Corporation were a business corporation. Such indemnification and
 36 reimbursement (unless ordered by a court) shall be made as authorized in a specific case upon a
 37 further determination that indemnification of the Director, officer or employee is proper in the
 38 circumstances because such person has met the applicable standards of conduct set forth in the
 39 New Hampshire Business Corporation Act.

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 41 **Section 2. Determination.** Such determination of reasonableness and propriety with
 42 respect to persons other than Directors shall be made by the Board of Directors by a majority
 43 vote, and with respect to Directors shall be made (1) by the Board of Directors by a majority vote
 44 of a quorum consisting of Directors who were not parties to such action suit or proceeding, or,
 45 (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested
 46 Directors so directs, by independent legal counsel in a written opinion.

Section 3. Right Not Exclusive. The foregoing right of indemnification shall not be exclusive of other rights to which such person, or the legal representatives or successors of such person may be entitled as a matter of law.

Section 4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Corporation or was or is serving at the request of the Corporation as a fiduciary of any deferred compensation plan of the Corporation against any liability asserted against, and incurred by, such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the New Hampshire Business Corporation Act. The obligation to indemnify and reimburse set forth hereinabove, if applicable, shall be reduced by the amount of any such insurance proceeds paid to such person, or the representatives or successors of such person.

ARTICLE VIII. MISCELLANEOUS

Section 1. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may designate.

Section 2. Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an assistant treasurer.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 5. Investment. Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 6. Annual Audit and Report. The financial books and records of the Corporation shall be audited annually by a certified public accountant. In lieu of such audit, upon approval of the Insurance Commissioner, the books and records shall be reviewed by one or more representatives of the Examination Division of the New Hampshire Insurance Department and their report shall serve as the audited financial statement of the Corporation. An annual report, including the annual audited financial statements, shall be provided annually to all Directors of the Corporation.

Section 7. Books and Records. The Corporation shall keep correct and complete books

and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the members entitled to vote.

Section 8. Dissolution.

A. Dissolution Authority. The Corporation may be dissolved upon vote of the Board of Directors and approval of the HHS Commissioner.

B. Distribution of Assets. In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for purposes substantially similar to that of the Corporation.

Section 9. Political Activity. The Corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. However, this Bylaw shall not be construed to limit the right of any official or member of this Corporation to appear before any legislative committee, to testify as to matters involving the Corporation.

Section 10. Gift. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

Section 11. Seal. This Corporation may have a seal which shall be specified by resolution of the Board of Directors. The seal may be affixed to all corporate instruments, but failure to affix it shall not affect the validity of the instrument.

Section 12. Conduct of Meetings. Meetings of the members (if any) of this Corporation and its Board of Directors shall be conducted according to *The Modern Rules of Order*.

Section 13. Statutory References. All references herein to any statute or portions thereof shall be to that statute as it may be amended from time to time, unless the context clearly requires otherwise.

ARTICLE IX. AMENDMENTS

These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds (2/3) vote of the Directors of the Corporation, with approval of any amendment by the HHS Commissioner. At least ten (10) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.

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5 The foregoing Bylaws have been approved.

6
7 New Hampshire Department of Health and Human Services

8
9
10
11 By: _____
12 Nicholas A. Toumpas

Dated: _____, 2014

NEW HAMPSHIRE VACCINE ASSOCIATION

Plan of Operation

WHEREAS, the New Hampshire General Court has enacted New Hampshire revised statutes annotated (“RSA”) Chapter 126-Q (the “Act”) establishing a mechanism to assess insurers for the costs of vaccines provided to certain children in New Hampshire;

WHEREAS, the Act authorizes the formation of a not-for-profit, voluntary corporation known as the New Hampshire Vaccine Association (the “Association”);

WHEREAS, the Association is governed by a Board of Directors (the “Board”);

WHEREAS, the Act requires the Board to develop a Plan of Operation (the “Plan”);

WHEREAS, the legislature has amended the Act from time to time and the Board, following such amendments, has updated the Plan to implement changes in the Act; and

WHEREAS, the Board has developed the following Plan as required by the Act:

ARTICLE I

Effective Date / Amendment

This Plan and any amendments to same may be recommended from time to time by the Board and shall become effective upon the approval of the commissioner of the Department of Insurance (the “Insurance Commissioner”) after consultation with the commissioner of the Department of Health and Human Services (the “HHS Commissioner”). The Board may propose amendments at any time. Amendments may include a retroactive effective date if such date is proposed in the amendments and approved by the Insurance Commissioner. The completion of any blanks in the exhibits will not constitute an amendment to this Plan, but the change in the structure or substance of any exhibit will be considered an amendment requiring approval.

ARTICLE II

Conformity to Act; Immunity from Liability; Certain Definitions

The Association shall perform its functions under this Plan and in accordance with the Act, which is hereby incorporated as part of this Plan. Nothing in the Articles, the Bylaws, this Plan, or the actual operation of the Association shall create any private right of action against (1) any member of the Board, (2) the Association, (3) any administrator or executive director of the Association, (4) the Insurance Commissioner, (5) the HHS Commissioner or (6) any employee, personal representative, or agent of any of the foregoing. All such persons shall at all times enjoy immunity from liability to the fullest extent afforded by provision of any law, including, without limitation, RSA 126-Q:8 and RSA 292:2. Terms used but not defined in this Plan which are defined in RSA 126-Q:1 shall have the meanings set forth in that statute.

ARTICLE III

Management of the Association and its Assets; Board

The Association shall have no employees. Rather, the Board shall select one or more third parties to provide services needed to administer the Association and to implement the steps contemplated in the Plan. Included among such third parties, the Board may retain an administrator (the “Administrator”) to serve as its executive director and manage the day-to-day affairs of the Association. The Board shall be constituted as set forth in the Bylaws. Provisions in the Bylaws covering Board selection are hereby incorporated by reference in this Plan.

ARTICLE IV

Public Awareness

The Board may establish and maintain public awareness of the Association through (1) maintenance of a website containing information about its meetings, descriptive data and downloadable copies of the Association’s Articles and Bylaws, together with this Plan and such other data as the Board or the Administrator may determine to be helpful or necessary from time to time and (2) publication, via e-mail or otherwise, of a summary annual report. If, in the judgment of the Board, additional efforts are helpful or necessary to establish and maintain public awareness of the Association, the Board shall be authorized to undertake such additional efforts. The Board shall include the estimated costs for its public awareness program in its annual budget.

ARTICLE V

Governance / Administrative Expenses / Accounting / Financial Reporting

A. Governance. The Board shall conduct its operations in accordance with the Annual Event and Meeting Calendar set forth as **Exhibit A**. The Board may from time to time make such adjustments to the dates of events listed on Exhibit A as it may determine to be appropriate.

B. Financial and Other Records. Monthly, quarterly and annual financial records shall be maintained and distributed by the Administrator in accordance with the schedule set forth in **Exhibit B**.

C. Assessment Determination and Administrative Expenses. The Board shall be authorized to expend monies for the payment of administrative expenses, including but not limited to, the following types of expenses: fees for professional services, including legal, actuarial, accounting, auditing or any other services that are helpful or necessary to provide assistance in the operation of the Association; travel expenses, and other administrative expenses deemed helpful or necessary by the Board to conduct operations effectively. The Association’s financial records shall segregate administrative expenses for the benefit of the Board in managing such expenses.

D. Auditing. The Association shall retain an independent CPA firm to conduct an annual audit of the financial statements of the Association. The audit shall be conducted in accordance with generally accepted auditing standards, and an opinion shall be rendered by the CPA firm as to whether the Association’s financial statements are fairly stated in accordance with generally accepted accounting principles. In conjunction with the annual audit, the CPA firm shall

1 produce a management letter for the benefit of the Board. The results of the annual audit, together
 2 with the management letter, shall be presented to the Board's audit committee and forwarded to
 3 the entire board. The CPA firm selected by the Association must be authorized to do business in
 4 the State of New Hampshire.

5
 6 **E. Budgeting.** The Board shall develop an annual expense budget in the form of
 7 **Exhibit C** prior to the commencement of each fiscal year. The Board shall be entitled to assume
 8 that adequate internal control policies and procedures with respect to the handling of Association
 9 assets and liabilities by the Administrator including but not limited to, cash, cash receipts, cash
 10 disbursements, assessments, premiums, claims payments, investments, accounts payable, and
 11 administrative expenses, are in place, but may, in its discretion, at any time, engage the CPA firm
 12 to review such policies and procedures.

13
 14 **F. Bank Accounts.** Money and marketable securities shall be kept in bank accounts
 15 and investment accounts as approved by the Board. The Association shall deposit receipts and
 16 make disbursements from these accounts. All bank accounts/checking accounts shall be
 17 established in the name of the Association, and shall be approved by the Board. Authorized check
 18 signers shall be approved by the Board. Two signatures shall be required on all checks in excess-
 19 of \$5,000.00.

20
 21 **G. Examination and Annual Reports.** The Association shall be subject to
 22 examination by the HHS Commissioner or the Insurance Commissioner. The Board shall submit
 23 to each commissioner each year, not later than 120 days after the Association's fiscal year, a
 24 financial report and a report of its activities during the preceding fiscal year. The Association's
 25 fiscal year shall be the 12 months ending June 30. Not later than December 31 each year, the
 26 Association shall submit an annual report regarding the association's activities, its financial
 27 reports, and any newly-approved vaccines adopted by the department of health and human
 28 services to the president of the senate, the speaker of the house of representatives, and the
 29 governor.

30 ARTICLE VI

31 Assessment Collections / Remittance to State Treasurer

32 On behalf of the Board, the Administrator shall bill and collect assessments in accordance
 33 with the schedule in **Exhibit A**, and render periodic financial reports as scheduled in **Exhibit B**.

34 Upon request from time to time, the HHS Commissioner shall cause to be delivered to the
 35 Administrator the remittance request for the state fiscal year along with such other reasonably
 36 available DHHS data as may be helpful to the Board for its assessment rate setting work.

37 Not less frequently than annually, the Board shall review and establish a quarterly child
 38 covered lives assessment rate using a rate-setting spreadsheet tool developed and updated from
 39 time to time by the Administrator and approved by the Board. The spreadsheet shall incorporate
 40 all factors set forth in RSA 126-Q:4, II. The approved spreadsheet tool shall be published on the
 41 Association's website in .pdf form, showing the most recent calculations, and, as published from
 42 time to time, is hereby incorporated by reference.

43 The Association shall undertake reasonable efforts to provide Assessable Entities not less
 44 than ninety (90) days' notice of the effective date of any assessment rate change. Notice shall be

deemed given when posted to the Association's website. The Administrator shall also undertake to send e-mail notices of any assessment rate change using one or more of the e-mail addresses filed by the Assessable Entity using the Association's self-reporting assessment system.

Assessable Lives shall be reported by Assessable Entities and assessments shall be due from Assessable Entities for each quarter ending in September, December, March and June forty-five (45) days after the end of each quarter, i.e., November 15, February 15, May 15, and August 15.

The Association shall endeavor to maintain assessment equity by proportionately matching, as near as is reasonable, the assessments to those payers who have child beneficiaries who access state supplied vaccines funded by the Association. It may from time to time enter into agreements with other states as contemplated by RSA 126-Q:3, V(n) and adopt policies or procedures as contemplated by RSA 126-Q:3, V(p) to support equitable allocation of assessments among Assessable Entities. No Assessable Entity shall be required to report as an Assessable Life or pay an assessment for such life where vaccines with respect to such life clearly are paid for, in fact, by another state or by the federal government in programs such as the federal Vaccine For Children ("VFC") program or on-base immunization of TRICARE military beneficiaries using Department of Defense purchased vaccine supply. Assessable Lives shall be reported on a self-reporting online assessment system developed by the Administrator and updated from time to time as directed by the Board.

A late fee equal to product of (i) the number of days late times (ii) .000493 times (iii) the amount past due will be added to amounts due for any assessment payment received by the Administrator after its due date. The Administrator shall follow up with respect to any late assessment receipts in accordance with the protocol set forth in **Exhibit F**.

The Association shall remit the amount initially requested for the respective fiscal year to the New Hampshire state treasurer (or to such other state official as may be designated by the Department of Health and Human Services from time to time), to the credit of the vaccine purchase fund established pursuant to RSA 141-C:17-a, on or before June 30 each year. The timing of the actual expenditure of those funds by any state agency shall have no impact in determining any credit for any surpluses in the Association's assessment calculations. Rather amounts considered as surpluses or shortfalls for the subsequent year's assessment determination shall be only those amounts above or below the targeted Net Remittance established by the Board for the prior year.

ARTICLE VI-a Special Transitional Assessment Rule

For the 2013/14 operational year and continuing to assessments due August 15, 2014, assessment collections shall be governed by the Interim Plan of Operation set forth in letter dated October 1, 2013, from the Association's executive director to the Commissioner of Insurance. This ARTICLE VI-a will expire as of September 1, 2014.

ARTICLE VII Penalties/Adjustments and Dispute Resolution

A. Penalties/Adjustments:

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1. **Background.** Given numerous factual determinations and tasks to be performed by insurers relative to their calculations of Assessable Lives as reported to the Association, it is expected that all Assessable Entities will exercise the highest degree of good faith and due diligence in all aspects of their relationship with the Association. Errors may occur, however, and it is appropriate that the sanctions applicable to such errors be detailed.
2. **Errors Related to Assessments.** All Assessable Entity errors related to the assessment shall require the immediate payment of additional amounts due plus interest calculated from the date such sum should have been paid, plus an administrative charge as established by the Board.
3. **Gross Negligence and Intentional Misconduct.** If the Board determines that the nature or extent of the errors of a particular Assessable Entity may reflect gross negligence or intentional misconduct, the Board shall refer its findings to the Insurance Commissioner for appropriate action.
4. **Interest and Administrative Charges.** All interest payments required under this Plan of Operation shall be calculated from the date the incorrect payment occurred or correct payment should have been made through the date of payment. The Administrative charges shall be established by the Board and may be waived by the Board.

B. Time Considerations with respect to Assessment Payment Adjustments.

Once assessment rates are set by the Board in any year, any adjustment for Assessable Entity over reporting of Assessable Lives or overpayments shall be considered first by the Board in connection with the assessment determination for the following year and may, depending upon the cash flow needs of the Association, be spread over multiple years. No request for reconsideration of any assessment or refund of payment made shall be considered by the Association with respect to any request which is not filed with the Association, in writing, on or before that date which is six (6) months after the first due date for the immediately following assessment year after the overpayment error. It is expected that each fiscal year's first due date will be August 15 and that, consequently, any request for reconsideration or refund must be filed no later than the following February 15. Any underpayment due to late payments or underreporting of Assessable Lives shall be made by Assessable Entity at the earliest possible date and shall include interest and administrative charges as set forth above.

C. Assessable Entity Appeal of Disputes to Board.

Assessable Entities may request permission to appear before the Board at any time in connection with any dispute with the Association. No request or appeal relating to assessments shall be heard until the protesting party has paid the assessment in full. Any assessment amount paid under protest shall be held in an interest bearing account (which may be commingled with other accounts of the Association) with principal and interest to be paid to the prevailing party upon final resolution of the protest.

D. Arbitration.

All disputes and differences that cannot be agreed upon by the parties will be decided by arbitration. The arbitrator(s) will have the authority to interpret this Plan of Operation and in doing so, shall consider the customs and practices of the insurance industry. The arbitration shall be conducted under the auspices of the American Arbitration Society in accordance with its commercial arbitration rules. Such arbitration shall be held in Concord, New Hampshire. This agreement to arbitrate shall be enforceable and judgment upon any award may be entered in any court having jurisdiction, which the parties hereby stipulate and agree, will include any court of appropriate subject matter jurisdiction located within the State of New Hampshire. Reasonable costs of arbitration shall be borne equally by the parties and each party shall pay the cost of its own personnel and counsel involved in such proceedings.

Article VIII Termination

The Association shall continue in existence subject to termination in accordance with applicable requirements of the laws of the State of New Hampshire and the United States of America. In case of enactment of a law or laws which in the determination of the Board and the HHS Commissioner shall result in the termination of the Association, the Association shall terminate and conclude its affairs in a manner to be determined by the Board with the approval of the HHS Commissioner.

In accordance with RSA 126-Q:3, V(c), the foregoing Plan of Operation has been approved following consultation with the Commissioner of the New Hampshire Department of Health and Human Services.

New Hampshire Insurance Department

By: _____ Date: _____, 2014
 Roger A. Sevigny, Commissioner

Exhibit A

NEW HAMPSHIRE VACCINE ASSOCIATION Annual Fiscal Year Event & Meeting Calendar

	<u>Date</u>	<u>Event</u>	<u>Statutory Reference</u>
1.	June 30	NHVA Fiscal Year End for Prior Year	
2.	3rd Tues July	Board of Directors Annual Meeting <ul style="list-style-type: none"> a. Select Directors for terms beginning August 1 b. Review Report of Administrator for year's operations c. Review Discharge of Director Duties d. Executive Session (Administrator's personnel excluded) Board of Directors Other <ul style="list-style-type: none"> a. HHS vaccine budget and forecast 	RSA 126-Q:3, V.
3.	August 15	2nd Calendar Quarter Covered Lives Assessment Due	RSA 126-Q:3, V.(l)
4.	4th Tues Sep	Audit Committee (in person) <ul style="list-style-type: none"> a. Meet with outside auditors b. Review audit report c. Executive session (Administrator's personnel excluded) Board of Directors Meeting <ul style="list-style-type: none"> a. Accept the Audit Committee's Audited Financials b. Finalize Assessment Rate for next year effective January 1 	RSA 126-Q:4
5.	October 1	Notice of new Assessment Rate effective January 1	RSA 126-Q:3, V.(e)
6.	3rd Tues Oct	Board Meeting (teleconference?) <ul style="list-style-type: none"> a. Accept audit report & release prior year's financials b. Set Current Year's Assessment if not done earlier 	RSA 126-Q:6 RSA 126-Q:3, V.(e)
7.	November 1	Assessment Determination Due	RSA 126-Q:3, V.(e)
8.	November 15	3rd Calendar Quarter Covered Lives Assessment Due	RSA 126-Q:3, V.(l)
9.	3rd Tues Jan	Board of Directors Meeting	
10.	February 15	4th Calendar Quarter Covered Lives Assessment Due	RSA 126-Q:3, V.(l)
11.	3rd Tues March	Audit Committee <ul style="list-style-type: none"> a. Review Collections Results b. Recommend Next Year's Expense Budget Board of Directors Meeting <ul style="list-style-type: none"> a. Adopt next fiscal year's budget 	
12.	May 15	1st Calendar Quarter Covered Lives Assessment Due	RSA 126-Q:3, V.(l)
13.	June	Remit Assessment to State Treasurer	RSA 126-Q:3, V.(n)

Exhibit B

NEW HAMPSHIRE VACCINE ASSOCIATION Schedule of Financial Statements

Financial statements will be released on the following schedule:

- a. Monthly Statements: To the Treasurer and the Chairman of the Board 15 business days after the close of each month
- b. Quarterly Statements: To the full Board 20 business days after the close of each quarter
- c. Annual Statements: Management's statements will be ready for internal review 60 business days after the close of the year; full statements will be released to the public as soon as the audit is completed and the audit report accepted by the Board

Exhibit C

NEW HAMPSHIRE VACCINE ASSOCIATION Estimated Expense Budget for 2014 / 2015

1	Administrative Fees (CML Administrators)		
2	Annual Base Fee	103,500	¹
3	Variable Compensation	<u>11,500</u>	²
4	Subtotal	115,000	
5	Auditing Fees	7,500	
6	Legal Fees	5,000	
7	Insurance Expense (D&O)	7,260	
8	Special Projects	<u>-</u>	³
9	Subtotal	19,760	
10	Total Expenses	<u><u>\$134,760</u></u>	
11	Budgeted for Bad Debt	to be set as part of assessment work	

NOTES:

- ¹ Base Fee commences on August 1. Each subsequent August 1 anniversary, base shall be increased by 2.75% over the prior year's amount.
- ² 10% of each year's base shall be held back and awarded pursuant to "Variable Compensation".
- ³ This requires advance written approval by the Board since ordinary operating expenses have been rolled into the comprehensive ED & Admin Services Agreement now in effect.

Exhibit D

NEW HAMPSHIRE VACCINE ASSOCIATION Follow-up for Past Due Assessments

Protocol A: for all carriers falling within the top 90% of assessments due

- Make a phone call one business day after due date
- Send a fax reminder five business days after due date
- Send a letter reminder three business days after the fax reminder with a copy to the board of directors

Protocol B: for all carriers falling within the 90% to 98% of assessments due

- Make a phone call three business days after due date
- Send a fax reminder seven business days after due date
- Send a letter reminder five business days after the fax reminder with a copy to the board of directors

Protocol C: for all carriers falling within the 98% to 100% of assessments due

- Make a phone call five business days after due date
- Send a fax reminder eight business days after due date
- Send a letter reminder ten business days after the fax reminder and put on delinquency report to the board of directors

In addition to the above, report to the Commissioner of Insurance as required by RSA 126-Q:3, V(k). At the Annual Meeting of the Board, recommend collection / follow up activity for any remaining delinquencies and follow up in accordance with Board instruction. In light of RSA 126-Q:5, I, however, it is contemplated that any collection follow up after 6 months of notification would be handled by the Department of Insurance pursuant to that statute.

ARTICLES OF AGREEMENT

~~Of the~~

NEW HAMPSHIRE VACCINE ASSOCIATION

(A New Hampshire Nonprofit Corporation)

~~CHAPTER 279 OF THE 2002 FOLLOWING CONSTITUTES THE AMENDMENT AND FULL RESTATEMENT OF THE ARTICLES OF AGREEMENT OF NEW HAMPSHIRE SESSION LAWS, EFFECTIVE JUNE 17, 2002, CREATED CHAPTER 126-Q OF THE VACCINE ASSOCIATION, A NEW HAMPSHIRE VOLUNTARY CORPORATION FORMED UNDER NEW HAMPSHIRE REVISED STATUTES ANNOTATED ("RSA"). IN ORDER TO IMPLEMENT THE PROVISIONS OF RSA 126-Q, THE UNDERSIGNED, ALL BEING PERSONS OF LAWFUL AGE, ACTING AS (THE INCORPORATORS OF A NONPROFIT CORPORATION, HEREBY ASSOCIATE UNDER THE PROVISIONS OF THE NEW HAMPSHIRE VOLUNTARY CORPORATIONS AND ASSOCIATIONS "ACT, NEW HAMPSHIRE RSA CHAPTER 292 (THE "ACT"), BY ADOPTING THE ARTICLES OF AGREEMENT SET FORTH BELOW:").~~

ARTICLE I. NAME

The name of the corporation (the "Corporation") is the New Hampshire Vaccine Association.

ARTICLE II. ADDRESS

The ~~initial~~ address at which the business of the Corporation is ~~to be carried on in the State of New Hampshire~~ conducted is c/o CML Administrators, LLC, d/b/a KidsVax.org®, P.O. Box 1885, Concord, New Hampshire 03302--1885, with a street address as of ~~October 2002~~ March 2014 of ~~614~~ STE 202, Concord, New Hampshire--03301. Other address(es) may be designated by the Corporation's Board of Directors from time to time.

ARTICLE III. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV. NONPROFIT STATUS

The corporation is a nonprofit corporation.

ARTICLE V. PURPOSES AND POWERS

A. References to RSA 126-Q. All references herein to RSA 126-Q or portions thereof shall be to that statute as it may be amended from time to time, unless the context clearly requires otherwise. Unless otherwise expressly defined in these articles, capitalized terms not otherwise defined herein which are defined in RSA 126-Q:1 shall have the definitions in that statute.

B. Purposes. The Corporation is established for the following purposes: To assess ~~insurers~~Assessable Entities for the cost of vaccines provided to certain children in New Hampshire and all other purposes contemplated by RSA 126-Q.

A. C. Corporate Powers. The Corporation shall possess all powers and be entitled to take all actions permitted a non-profit, voluntary corporation organized under RSA 292, and any additional powers approved by the New Hampshire Commissioner of Health and Human Services (“HHS Commissioner”) from time to time. The Corporation shall exercise all powers granted by law necessary and proper to carry out the above-stated purposes, including but not limited to the power to amend the Plan of Operation from time to time ~~(with the approval of any such amendment(s) by the commissioner of the New Hampshire Department of Insurance).~~ (“Insurance Commissioner”). Nothing shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act (i) that a corporation formed under RSA 292, or any amendment thereto or substitute therefore or (ii) that a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, may not at that time lawfully carry on or do.

ARTICLE VI. MEMBERS

The Corporation shall have neither capital stock nor membership certificates, but shall have members who shall have such rights as are provided for in RSA 292 and RSA 126-Q, in these Articles of Agreement and by the bylaws of the Corporation (“Bylaws”). Members of the Corporation’s Board of Directors shall be the sole members of the Corporation.

ARTICLE VII. LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors or officers, its members, or to other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable out-of-pocket expenses incurred for the benefit of the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

ARTICLE VIII. BOARD OF DIRECTORS

A. A. The affairs of the Corporation shall be managed by a Board of Directors ~~of seven individuals as follows: three representatives selected from names submitted by licensed insurers having the most covered lives as set forth in New Hampshire RSA 126-Q:3.~~

~~(i) — two health care provider representatives appointed by the Commissioner.~~

~~(ii) — the Commissioner and the commissioner of the New Hampshire Department of Insurance (“Insurance Commissioner”) shall at all times be directors ex-officio, with full voting power.~~

B. Directors of the Corporation may vote or otherwise act directly or through personal representatives they have designated from time to time in accordance with the Bylaws.

C. Actions by the Board of Directors must be approved by the affirmative vote of a simple majority of the entire Board of Directors then appointed or elected.

D. The Board of Directors shall have the duties set forth in RSA 126-Q, ~~to-wit:~~

- ~~(iii) — Prepare and adopt articles of association and bylaws;~~
- ~~(iv) — Prepare and adopt a plan of operation;~~
- ~~(v) — Submit the plan of operation to the commissioner of insurance for approval after the consultation with the Commissioner;~~
- ~~(vi) — Conduct all activities in accordance with the approved plan of operation;~~
- ~~(vii) — On an annual basis, no later than November 1 of each year, establish the amount of the assessment;~~
- ~~(viii) — Enter into contracts as necessary or proper to collect and disburse the assessment;~~
- ~~(ix) — Enter into contracts as necessary or proper to administer the plan of operation;~~
- ~~(x) — Sue or be sued, including taking any legal action necessary or proper for the recovery of any assessment for, on behalf of, or against members of the association or other participating person;~~
- ~~(xi) — Appoint from among its directors, committees as necessary to provide technical assistance in the operation of the association, including the hiring of independent consultants as necessary;~~
- ~~(xii) — Notify, in writing, each licensed insurer of the insurer's assessment by November 15 of each year;~~
- ~~(xiii) — Submit an annual report to the commissioner of insurance listing those licensed insurers that failed to remit their assessments;~~
- ~~(xiv) — Allow each insurer up to 90 days after the notification required by~~

~~subparagraph (x) to remit its assessment or submit an assessment payment plan, subject to approval by the association and initial payment under an approved assessment payment plan;~~

~~(xv) Deposit annual assessments collected by the association less the association's administrative costs with the state treasurer to the credit of the vaccine purchase fund established pursuant to RSA 141-e:17-a;~~

~~(xvi) Perform any other functions as may be necessary or proper to carry out the plan of operation.~~

ARTICLE IX. DISTRIBUTIONS AT DISSOLUTION

In the event of termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for the payment of all of the proper liabilities of the Corporation, dispose of all of the remaining assets of the Corporation as determined by the Board of Directors and approved by the HHS Commissioner **exclusively** to an entity or organization which is then in existence and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or to more than one such exempt entity or organization, or, in default of any such determination, to the State of New Hampshire for exclusively public purposes. No part of the net assets of the Corporation shall be distributable to any director or officer or member upon termination, dissolution or winding up of the Corporation.

ARTICLE X. LIMITATION OF LIABILITY

A. A. Reference is hereby made to RSA 292:2, or any corresponding provision of New Hampshire law, as in effect from time to time. No director or officer of the corporation shall be personally liable to the Corporation or any members (should it have members at any time) for money damages for the breach of such person's fiduciary duty as a director or officer or both, except to the extent that a judgment or other final adjudication adverse to such person is entered in a proceeding based on a finding in the proceeding that: (i) such person breached his or her duty of loyalty to the Corporation and/or its members; (ii) such person acted or failed to act in a way which was not in good faith or which involved intentional misconduct or a knowing violation of law, or (iii) such person participated in a transaction from which such person actually received an improper benefit or profit in money, property, or services. If RSA 292:2 is subsequently amended to further eliminate or limit the liability of a director or officer, then a director or officer of the Corporation, in addition to the circumstances in which a director or officer is not personally liable as set forth in the preceding sentence, shall not be liable, and shall be shielded from liability, to the fullest extent permitted by the amended law. Any amendment to or repeal of this Article shall not adversely ~~effect~~**affect** any right or protection existing at the time of such amendment or repeal to which any person may be entitled under this Article.

B. In accordance with and as required by RSA 126-Q:8, there shall be no liability on the part of and no cause of action of any nature shall arise against any member of the Corporation, any member's agents or employees, any Director of the Corporation, any officer or agent of the Corporation, or the HHS Commissioner or Insurance Commissioner or any of the ~~Commissioner's~~ representatives of

Provisions for the election and qualification of Directors and the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

These Articles of Agreement may be amended by the affirmative vote of ~~a simple majority~~two-thirds (2/3) of the entire Board of Directors then appointed or elected at a meeting duly called for that purpose, subject to approval of any so- voted amendments by the HHS Commissioner.

~~The names, signatures and post office addresses of each of the persons associating together as Incorporators to form the Corporation are as set forth on the signature page which follows.~~

John Robinson, MD	Paul McBride, VP, Contracting
Medical Director	CIGNA Healthcare of NH, Inc.
Anthem Blue Cross and Blue Shield	Two College Park Drive
3000 Goffs Falls Road	Hooksett, NH
03106 Manchester, NH 03111-0001	

by Heather Holleque, personal representative

~~Susan Tenney~~
~~Harvard Pilgrim Health Care of New England~~
~~160 South River Road, Suite 201~~
~~Bedford, NH 03110~~

The foregoing Articles of Agreement have been approved.
New Hampshire Department of Health and Human Services

By: ~~_____ Kathleen G. Sgambati, Acting _____ Dated: _____, 2002 _____~~
~~_____ Date: _____, 2014~~
~~Nicholas A. Toumpas, Commissioner _____~~

City Clerk's Office, City of Concord, New Hampshire

Received and recorded this _____ day of _____, ~~2002~~ _____, 2014.

City Clerk's Signature _____

City Clerk's Name (Please Print) _____

BYLAWS
of
NEW HAMPSHIRE VACCINE ASSOCIATION
(a New Hampshire Nonprofit Corporation)

Chapter 279 of the 2002 New Hampshire Session Laws, effective June 27, 2002, created Chapter 126-Q of the New Hampshire Revised Statutes Annotated ("RSA"). In order to implement the provisions of RSA 126-Q, ~~(the Incorporators of "Act")~~, the New Hampshire Vaccine Association, a New Hampshire nonprofit corporation, ~~at (the meeting of its Incorporators held on October 25, 2002 in Concord, NH, unanimously voted "Corporation")~~, was formed pursuant to adopt its RSA Chapter 292 as contemplated by the Act. The Corporation's Bylaws were adopted in 2002 and have been amended from time to time to conform to changes to the Act. The Bylaws now read, in their entirety, as follows:

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of ~~New Hampshire Vaccine Association, a New Hampshire nonprofit corporation~~ (the "Corporation"), shall be located in New Hampshire at such address as shall be designated by the Board of Directors from time to time. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II. MEMBERS

Section 1. Designation of Members. Membership in the Corporation shall be comprised solely of members of the Corporation's Board of Directors.

Section 2. Meetings. No meetings of the members (apart from meetings of the Board of Directors set forth below) shall be required. However, should any membership meeting be desired, it shall be convened only upon the call of one or more of the following: (i) the Chairman of the Board of Directors, (ii) the commissioner of the New Hampshire Department of Health and Human Services (the "~~DHHS~~" Commissioner"), (iii) commissioner of the New Hampshire Department of Insurance (the "Insurance Commissioner"), or (iv) any two (2) or more Directors of the Corporation.

ARTICLE III. GOVERNANCE AUTHORITIES

Section 1. Controlling Statutes. This Corporation has been created pursuant to the provisions of ~~Chapter 126-Q of the New Hampshire Revised Statutes Annotated ("RSA")~~ Act and RSA Chapter 292.

Section 2. Resolution of Conflicts. Should any conflict arise between any one or more of the documents governing the affairs of this Corporation, such conflict shall be resolved by applying the provisions of the following documents, with any prior listed document taking priority over any subsequently listed document:

- (i) RSA Chapter 126-Q.
- (ii) RSA Chapter 292.

- ~~(i)~~ ~~(iii)~~ The Corporation's Articles of Agreement ("Articles").
- ~~(iv)~~ The Corporation's Bylaws.
- ~~(v)~~ The Corporation's Plan of Operation.
- ~~(vi)~~ *The Modern Rules of Order.*

Section 3. Statutorily Defined Terms. Terms used but not defined in these Bylaws which are defined in RSA 126-Q:1 shall have the meanings set forth in that statute.

ARTICLE IV. DIRECTORS

Section 1.—General Powers and Standard of Care. This Corporation shall have powers to the full extent allowed by law. All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as may be otherwise provided in ~~the N.H. Nonprofit Corporation Act~~ ~~RSA 292~~, the Articles or ~~RSA 126-Q:the Act~~. If any such provision is made in the Articles, the powers and duties, conferred or imposed upon the Board of Directors by RSA 292 shall be exercised or performed to such extent and by such person or persons as shall be provided in the Articles.

The Board of Directors shall prepare a Plan of Operation, as mandated by RSA 126-Q, subject to the approval thereof by the Insurance Commissioner after conferring with the ~~DHHS~~ ~~HHS~~ Commissioner. From time to time the Board of Directors may propose such changes to the ~~Plans~~ Plan of Operation as (i) the Board may determine to be helpful or necessary or (ii) as required by RSA 126-Q. Any subsequent changes shall become effective only upon the Insurance Commissioner's approval, but such changes may include a retroactive effective date if such date is also approved by the Insurance Commissioner.

A Director shall perform such Director's duties as a Director, including such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) The ~~DHHS~~ ~~HHS~~ Commissioner or the Insurance Commissioner or either commissioner's authorized representative;
- (ii) One (1) or more officers or employees of the Corporation or the Corporation's administrator whom the Director reasonably believes to be reliable and competent in the matters presented;
- (iii) Counsel, public accountants, actuaries or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or
- (iv) A committee of the Board upon which such Director does not serve, duly

designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence, but such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs such duties shall have no liability by reason of being or having been a Director of the Corporation. Nothing in this Section 1 shall limit the immunity from suit and/or liability afforded to a Director under RSA 126-Q:8.

Section 2. Make up of Board of Directors. ~~The Incorporators shall serve as the initial Board of Directors. Commencing with the first meeting of the Directors on or after July 1, 2003, the Board of Directors shall consist of seven (7) individuals as stated below: three representatives selected from names submitted by licensed insurers having the most covered lives in New Hampshire (the "Selected Directors"). These Directors shall be selected annually set forth in the manner provided hereinafter in this Article IV. RSA 126-Q:3.~~

~~(i) — two health care provider representatives appointed by the DHHS Commissioner. Their term shall be unlimited unless a limitation is stated in the letter of appointment from the DHHS Commissioner. These Directors shall serve until their resignation, replacement or the expiration of their term of appointment.~~

~~(ii) — the DHHS Commissioner and the Insurance Commissioner shall at all times be directors ex officio, with full voting power.~~

Section 3. Selection of Selected Directors.

A. Selection Process. At least ten (10) days prior to July 1 in each year commencing July 1, ~~2003~~2014, the then-sitting Board of Directors shall solicit a list of candidates for directors representing ~~licensed insurers from each of up to the top ten New Hampshire licensed insurers, ranked by covered lives. Rankings shall be determined by either Assessable Entities by (i) information supplied by the Insurance Commissioner or (ii) the number covered lives as reported e-mail request to the New Hampshire Health Plan (See RSA 404-G) in the last month of the third~~all Assessable Entities who have a minimum of one hundred (100) Assessable Lives for the most recently completed assessment quarter of the preceding year. ~~From the list of candidates submitted the such solicitation and (ii) such other means, if any, as the Board shall direct. Voting shall occur at the annual meeting of the Board shall, by majority of Directors. Votes may be cast by Assessable Entities via proxies or attendance in person by a representative of the Assessable Entity. Each Assessable Entity shall have one vote, select for each of its Assessable Lives reported in such quarter for each of three individuals director position up for election. Votes may be cast on a cumulative basis.~~ Any present Director may vote for himself or herself. Neither such vote nor participation in this selection procedure shall be considered a conflict of interest or a self-dealing transaction.

B. Capacity; Affiliations. Directors shall be individuals and Selected Directors shall represent ~~a New Hampshire licensed insurer~~an Assessable Entity with whom the

Director is affiliated by employment or otherwise. Activities of business affiliates of ~~a-~~
~~earrier~~an Assessable Entity represented by an individual Selected Director shall be attributed
to the Director for purposes of determining whether that Director remains qualified to serve.
No ~~earrier~~Assessable Entity together with all of its business affiliates may be represented by
more than one Director.

C. Oath of Office. Prior to entering upon the duties of office, any elected or
appointed director of the Association shall take and subscribe the following oath or
affirmation:

“I, _____, do solemnly swear (or affirm) that I will
faithfully serve to advance the purposes of the Association as set
forth in RSA 126-Q and to work together with other directors to
assure that the Association’s Board of Directors shall fulfill all of
its duties under RSA 126-Q:3; that I take these obligations freely,
without any mental reservation or purpose of evasion; and that I
will well and faithfully discharge the duties upon which I am about
to enter.”

Section 4. Term of Office of Selected Directors. The term of office of each Selected
Director shall be one (1) year or until his or her successor is selected, except as the term of office
may be adjusted otherwise by this Article IV. The term of office of Selected Directors shall run
from ~~July~~August 1 (following the annual selection) through ~~June~~July 30 of the following year.
Each Selected Director may continue to serve until her or his successor is chosen.

Section 5. Vacancies. Any vacancy occurring on the Board of Directors of a Selected
Director shall be filled by the Board of Directors by an individual nominated by the
~~earrier~~Assessable Entity represented by the departing director, provided that if the
~~earrier~~Assessable Entity no longer is ~~a licensed insurer~~authorized to do business in New
Hampshire, the Board of Directors may select an individual from another ~~earrier~~Assessable
Entity which is.

Section 6. Removal of Directors. Any Director may be removed from office for cause by
a vote of the Directors (exclusive of the affected Director), subject to approval of the
~~DHHS~~HHS Commissioner as to an appointed Director. In the event that a Director fails to
attend three (3) or more consecutive meetings, the Board shall give consideration to his or her
removal from the Board.

**Section 7. Election of Chairperson and Vice-Chairperson of Board, Secretary and
Treasurer.** The Chairperson and Vice-Chairperson of the Board of Directors, Secretary and
Treasurer shall be elected annually by the vote of the Directors at the annual meeting of the
Board of Directors.

Section 8. Meetings. A regular annual meeting of the Board of Directors shall be held at
least once a year at such date, time and place as the Board of Directors shall determine for the
purpose of organization, appointment of officers and the transaction of other business. The
Board of Directors may provide by resolution the time and place for the holding of additional
regular meetings of the Board. Special meetings of the Board of Directors may be called by

or at the request of the Chairperson of the Board of Directors, the ~~DHHS~~HHS Commissioner, the Insurance Commissioner, or any two (2) Directors. The person or persons authorized to call special meetings of the Board may designate any place as the place for holding any special meeting of -the Board called by them.

Section 9. Notice of Board Meetings. Notice of the annual Board meeting shall be given to the Directors not more than thirty (30) days nor less than ten (10) days before the meeting. Notice of regular and special meetings shall be given to the Directors not less than six (6) days prior to the meeting if delivered by first class mail or not less than forty-eight (48) hours prior to the meeting if the notice is delivered personally or by telephone or by facsimile transmission. If mailed, such notice shall be deemed given when deposited in the United States mail, with postage thereon prepaid, directed to the Directors. All notices shall be given to the Directors' last business addresses, as recorded by the Corporation's Secretary.

Section 10. Waivers of Notice. The notice requirements contained in these Bylaws may be waived in writing by any Director, either before or after the meeting. The attendance of any Director at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her. All waivers shall be made part of the minutes of the meetings.

Section 11. Quorum of Directors; Voting. A quorum for any meeting of the Board of Directors shall be a simple majority of the total number of Directors then appointed or selected. Except where a greater vote is required by the Articles of Agreement or Bylaws or by applicable law, if a quorum is present, the affirmative vote of a simple majority of the total number of Directors present shall be the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors. A majority of the Directors then present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12. Action in Lieu of a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors of the Board shall individually or collectively consent in writing. Such written consent shall be made a part of the minutes of the Board of Directors for proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors

Section 13. Meetings by Alternate Methods. Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 14. Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's authorized non-profit activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing this Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this Corporation's capital.

Section 15. Prohibited Transactions.

A. Loans. This Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer; provided, however, that this Corporation may advance money to a Director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

B. Self-Dealing Transactions. Except as provided in Subsection C below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the Directors has a material financial interest or a transaction between this Corporation and one or more of the Directors or between this Corporation and any person in which one or more of its Directors has a material financial interest. ~~Distributions of subsidies in accordance~~ Voting with respect to the Plan of Operation assessment rate shall not be considered a self-dealing transaction.

C. Approval. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of and is fair and reasonable to this Corporation and, after reasonable investigation under the circumstances, determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of the Directors then in office, without counting the vote of the interested Director or Directors.

Section 16. Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation. Such inspection by a Director may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

Section 17. Interested Persons Limits. Not more than forty (40) percent of the persons serving on the Corporation's Board may be interested persons. For purposes of this section, "interested persons" means either:

- (i.) Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor, or otherwise; or
- (ii.) Any brother, sister, ancestor, descendant, spouse (or cohabitant), brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 18. Compensation. No Director shall receive any compensation from the Corporation for serving on the Board. Directors shall be entitled to receive their actual and reasonable expenses in attending meetings of the Board of Directors and meetings of committees of the Board of Directors.

Section 19. Board Participation via Personal Representative(s). Board members serve as individuals. From time to time, it may be beneficial for alternative representatives, who may be independent advisors such as actuaries, accountants, or attorneys, to attend and participate on behalf of the member. It is anticipated that the ~~DHSHHS~~ Commissioner and the Insurance Commissioner generally will participate through their designated representatives. Accordingly, any member of the Board of Directors (or that member's previously-appointed personal representative) may authorize another person or persons to act for that member on any agenda item or at any meeting or on any committee. No writing is required for such designation. However, any individual so acting shall advise the presiding officer at the meeting concerning his or her representative capacity and that capacity shall be reflected in the minutes of the meeting. Any individual member of the Board of Directors may revoke any proxy or personal representative designation previously given at any time, by personally participating and voting, notwithstanding any purported language to the contrary in any proxy or designation. In the event of any conflict in designation, a written proxy shall ~~superecede~~supersede an oral designation and a later dated proxy shall ~~superecede~~supersede any earlier proxy.

ARTICLE V. COMMITTEES

Section 1. Committees of Directors. The Board of Directors shall designate an audit committee and may by resolution designate one or more other committees, each consisting of two (2) or more Directors (or their personal representatives), to serve at the pleasure of the Board. Appointments to such committees shall be by majority vote of the Directors then in office. Any committee, to the extent provided in the resolution, shall have all the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (i.) Fill vacancies on the Board of Directors or on any committee;
- (ii.) Fix compensation of Directors for serving on the Board or any committee;
- (iii.) Spend corporate funds to support a candidate for Director after there are more people nominated for Director than can be selected;
- (iv.) Amend, alter or repeal the Bylaws,
- (v.) Elect, appoint or remove any member of any such committee or any Director or officer of the Corporation;
- (vi.) Amend or repeal the Articles, adopt a plan of merger or a plan of consolidation with another corporation;
- (vii.) Authorize the sale, lease or exchange of all of the property and assets of the Corporation;
- (viii.) Authorize the voluntary dissolution of the Corporation or revoke proceedings therefor;

(ix.) Adopt a plan for the distribution of the assets of the Corporation; or

(x.) Amend, alter or repeal any resolution of the Board of Directors unless it provides by its terms that it may be amended, altered or repealed by a committee.

Section 2. Advisory Committees. Advisory committees may be appointed from time to time by the Board of Directors. Each advisory committee shall be chaired by a Director and such advisory committee(s) may consist of Directors only or both Directors and non-Directors. Advisory committees have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board of Directors.

Section 3. Committee Meetings. Except as otherwise provided in this Article V, meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of these Bylaws concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI. OFFICERS

Section 1. Number, Title and Qualifications. The officers of the Corporation shall be a Chairperson of the Board, Vice Chairperson, Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Chairperson of the Board and the Vice Chairperson shall be elected from the members of the Board of Directors. The Secretary and Treasurer may, but are not required to be, members of the Board of Directors. The Board of Directors may elect one or more assistant secretaries or one or more assistant treasurers as it may be felt desirable. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as possible.

Section 3. Vacancies. Vacancies may be filled or a new office created and filled at any meeting of the Board.

Section 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by vote of the Directors of the Corporation whenever, in its judgment, the best interest of the Corporation would be served thereby.

Section 5. Resignation. Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. Chairperson of the Board of Directors. The Chairperson of the Board of Directors ("Chairperson") may sign with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation. In general, the Chairperson shall perform all duties incident to the office of Chairperson and such other duties which shall be prescribed by the Board of Directors from time to time.

Section 7. Vice Chairperson. In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice Chairperson (or in the event there shall be more than one vice Chairperson, the Vice Chairperson in order of their election) shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. Any vice Chairperson shall perform other duties as from time to time may be assigned by the Chairperson or by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the permanent minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records and corporate seal, if any; keep a register of the name and post office address of each member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or the Board of Directors.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; the Treasurer shall assure that the bookkeeper(s) receive and give receipts for money due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such bank or other financial institution as shall be selected by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall, with the appropriate ~~standing~~Board committee, prepare an annual operating budget showing income and expenses to be presented to the Board for approval at the annual regular meeting of the Board of Directors.

Section 10. Execution of Instruments. Any and all instruments executed in the name of the Corporation, including, but not limited to, contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsements of checks and drafts received, certificates, applications and reports, shall be executed by one or more officers, employees or agents of the Corporation as authorized from time to time by the Board of Directors. Such authorization may be general or confined to specific instances. The respective offices and duties thereof as established and defined in this Article VI and by resolution of the Board of Directors include, except as otherwise provided, the authority to execute instruments otherwise provided, the authority to execute instruments in the name of the Corporation when the execution of the instrument is incident to carrying out the duties of the offices.

ARTICLE VII. INDEMNIFICATION

Section 1. General. The Corporation shall indemnify and reimburse any individual person who was or is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal or administrative, by reason of the fact that such party, or the person whose legal representative or successor such party is, was or is serving as a Director, officer or employee of the Corporation, or, at its request, of another entity in which the Corporation has an interest, or was or is serving at the request of the Corporation as a fiduciary of any deferred compensation plan of the Corporation. Such indemnification and reimbursement shall include all expenses (including attorney's fees) actually incurred by such person in connection with the defense or reasonable settlement of any such action, suit or proceeding, or any appeal thereof, and such amount of any judgment, money decree, fine, penalty or settlement for which such person may have become liable, as the Board of Directors deems reasonable and to the extent and under the circumstances permitted by the New Hampshire Business Corporation Act (RSA Chapter 293-A) if the Corporation were a business corporation. Such indemnification and reimbursement (unless ordered by a court) shall be made as authorized in a specific case upon a further determination that indemnification of the Director, officer or employee is proper in the circumstances because such person has met the applicable standards of conduct set forth in the New Hampshire Business Corporation Act.

Section 2. Determination. Such determination of reasonableness and propriety with respect to persons other than Directors shall be made by the Board of Directors by a majority vote, and with respect to Directors shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action suit or proceeding, or, (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 3. Right Not Exclusive. The foregoing right of indemnification shall not be exclusive of other rights to which such person, or the legal representatives or successors of such person may be entitled as a matter of law.

Section 4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Corporation or was or is serving at the request of the Corporation as a fiduciary of any deferred compensation plan of the Corporation against any liability asserted against, and incurred by, such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the New Hampshire Business Corporation Act. The obligation to indemnify and reimburse set forth hereinabove, if applicable, shall be reduced by the amount of any such insurance proceeds paid to such person, or the representatives or successors of such person.

ARTICLE VIII. MISCELLANEOUS

Section 1. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies, or other depositories as the Board of Directors may designate.

Section 2. Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the

Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific - instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such persons and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an assistant treasurer.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 5. Investment. Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 6. Annual Audit and Report. The financial books and records of the Corporation shall be audited annually by a certified public accountant. In lieu of such audit, upon approval of the Insurance Commissioner, the books and records shall be reviewed by one or more representatives of the Examination Division of the New Hampshire Insurance Department and their report shall serve as the audited financial statement of the Corporation. An annual report, including the annual audited financial statements, shall be provided annually to all Directors of the Corporation.

Section 7. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the name and address of the members entitled to vote.

Section 8. Dissolution.

A. Dissolution Authority. The Corporation may be dissolved upon vote of the Board of Directors and approval of the ~~DHHS~~SHHS Commissioner.

B. Distribution of Assets. In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner or to such organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) and which is organized for purposes substantially similar to that of the Corporation.

Section 9. Political Activity. The Corporation shall not, in any way, use corporate funds in

Section 11. Seal. This Corporation may have a seal which shall be specified by resolution of the Board of Directors. The seal may be affixed to all corporate instruments, but failure to affix it shall not affect the validity of the instrument.

Section 13. Statutory References. All references herein to any statute or portions thereof shall be to that statute as it may be amended from time to time, unless the context clearly requires otherwise.

These Bylaws may be altered, amended, or repealed and a new set of Bylaws adopted by a two-thirds (2/3) vote of the Directors of the Corporation, with approval of any amendment by the ~~DHSHHS~~ Commissioner. At least ten (10) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors.

New Hampshire Department of Health and Human Services

By: _____ Dated: _____, 2014
Nicholas A. Toumpas

NEW HAMPSHIRE VACCINE ASSOCIATION

Plan of Operation

WHEREAS, the New Hampshire General Court has enacted New Hampshire revised statutes annotated (“RSA”) Chapter 126-Q (the “Act”) establishing a mechanism to assess insurers for the costs of vaccines provided to certain children in New Hampshire;

WHEREAS, the Act authorizes the formation of a not-for-profit, voluntary corporation known as the New Hampshire Vaccine Association (the “Association”);-

WHEREAS, the Association is governed by a Board of Directors (the “Board”);

WHEREAS, the Act requires the Board to develop a Plan of Operation (the “Plan”);

WHEREAS, the legislature has amended the Act from time to time and the Board, following such amendments, has updated the Plan to implement changes in the Act; and

WHEREAS, the Board has developed the following Plan as required by the Act:

ARTICLE I

Effective Date / Amendment

This Plan and any amendments to same may be recommended from time to time by the Board and shall become effective upon the approval of the commissioner of the Department of Insurance (the “Insurance Commissioner”) after consultation with the commissioner of the Department of Health and Human Services (the “~~DHHS~~HHS Commissioner”). -The Board may propose amendments at any time.- Amendments may include a retroactive effective date if such date is proposed in the amendments and approved by the Insurance Commissioner. -The completion of any blanks in the exhibits will not constitute an amendment to this Plan, but the change in the structure or substance of any exhibit will be considered an amendment requiring approval.

ARTICLE II

Conformity to Act; Immunity from Liability; Certain Definitions

The Association shall perform its functions under this Plan and in accordance with the Act, which is hereby incorporated as part of this Plan. -Nothing in the Articles, the Bylaws, this Plan, or the actual operation of the Association shall create any private right of action against (1) any member of the Board, (2) the Association, (3) any administrator or executive director of the Association, (4) the Insurance Commissioner, (5) the HHS Commissioner or (46) any employee, personal representative, or agent of any of the foregoing.- All such persons shall at all times enjoy immunity from liability to the fullest extent afforded by provision of any law, including, without limitation, RSA 126-Q:8 and RSA 292:2. Terms used but not defined in this Plan which are defined in RSA 126-Q:1 shall have the meanings set forth in that statute.

ARTICLE III

Management of the Association and its Assets; Board

The Association shall have no employees.- Rather, the Board shall select one or more third parties to provide services needed to administer the Association and to implement the steps contemplated in the Plan. - Included among such third parties, the Board may retain an administrator (the “Administrator”) to serve as its executive director and manage the day-to-day affairs of the Association. The Board shall be constituted as set forth in the Bylaws. Provisions in the Bylaws covering Board selection are hereby incorporated by reference in this Plan.

ARTICLE IV

Public Awareness

The Board may establish and maintain public awareness of the Association through development(1) maintenance of a ~~static~~-website containing basic information about its meetings, descriptive data and downloadable copies of the Association’s Articles and Bylaws, together with this Plan and such other data as the Board or the Administrator may determine to be helpful or necessary from time to time- and (2) publication, via e-mail or otherwise, of a summary annual report. If, in the judgment of the Board, additional efforts are ~~required~~helpful or necessary to establish and maintain public awareness of the Association, the Board shall be authorized to undertake such additional efforts. -The Board shall include the estimated costs for its public awareness program in its annual budget.

ARTICLE V

Governance / Administrative Expenses / Accounting / Financial Reporting

A. Governance.- The Board shall conduct its operations in accordance with the Annual Event and Meeting Calendar set forth as **Exhibit A**. -The Board may from time to time make such adjustments to the dates of events listed on Exhibit A as it may determine to be appropriate.

B. Financial and Other Records.- Monthly, quarterly and annual financial records shall be maintained and distributed by the Administrator in accordance with the schedule set forth in **Exhibit B**.

C. Assessment Determination and Administrative Expenses. The Board shall be authorized to expend monies for the payment of administrative expenses, including but not limited to, the following types of expenses: fees for professional services, including legal, actuarial, accounting, auditing or any other services that are helpful or necessary to provide assistance in the operation of the Association; travel expenses, and other administrative expenses deemed helpful or necessary by the Board to conduct operations effectively. The Association’s financial records shall segregate administrative expenses for the benefit of the Board in managing such expenses.

~~Annually the Board shall receive reference data from the DHHS Commissioner and compute, in accordance with the formulas outlined in **Exhibit C** the annual assessment per covered life to be billed to insurers by the Administrator.~~

D. Auditing. The Association shall retain an independent CPA firm to conduct an annual audit of the financial statements of the Association. -The audit shall be conducted in accordance with generally accepted auditing standards, and an opinion shall be rendered by the CPA firm as to whether the Association’s financial statements are fairly stated in accordance with generally accepted accounting principles. -In conjunction with the annual audit, the CPA firm shall produce a management letter for the benefit of the Board. -The results of the annual audit, together with the management letter, shall be presented to the Board’s audit committee and forwarded to the entire board. -The CPA firm selected by the Association must be

authorized to do business in the State of New Hampshire.

E. Budgeting. -The Board shall develop an annual expense budget in the form of **Exhibit DC** prior to the commencement of each fiscal year. -The Board shall be entitled to assume that adequate internal control policies and procedures with respect to the handling of Association assets and liabilities by the Administrator including but not limited to, cash, cash receipts, cash disbursements, assessments, premiums, claims payments, investments, accounts payable, and administrative expenses, are in place, but may, in its discretion, at any time, engage the CPA firm to review such policies and procedures.

F. Bank Accounts.- Money and marketable securities shall be kept in bank accounts and investment accounts as approved by the Board. -The Association shall deposit receipts and make disbursements from these accounts.- All bank accounts/checking accounts shall be established in the name of the Association, and shall be approved by the Board. -Authorized check signers shall be approved by the Board. Two signatures shall be required on all checks in excess of \$5,000.00.

G. Examination and Annual Report.~~Reports.~~ The Association shall be subject to examination by the ~~DHHS~~HHS Commissioner or the Insurance Commissioner.- The Board shall submit to each commissioner each year, not later than 120 days after the Association's fiscal year, a financial report and a report of its activities during the preceding fiscal year. -The Association's fiscal year shall be the 12 months ending June 30. Not later than December 31 each year, the Association shall submit an annual report regarding the association's activities, its financial reports, and any newly-approved vaccines adopted by the department of health and human services to the president of the senate, the speaker of the house of representatives, and the governor.

ARTICLE VI

Assessment Collections / Remittance to State Treasurer

On behalf of the Board, the Administrator shall bill and collect assessments in accordance with the schedule in **Exhibit A**, and render periodic financial reports as scheduled in **Exhibit B**. ~~__The Board will allow deferred assessment payments in accordance with the Assessment Payment Policy attached as Exhibit E or such other policy as may be approved by the Board from time to time.~~ Covered lives determinations shall be made each year based upon numbers reported by carriers to the New Hampshire Individual Health Plan Benefit Association for the second quarter of each year (reports due on or before August 15). ~~Assessment payments will be due as stated in the notices mailed by the Administrator to the carriers (the dates generally will fall as outlined in Exhibit A, but may be varied from time to time within the limits of RSA 126-Q because of holidays and the Board's variation in its assessment determination date).~~

Upon request from time to time, the HHS Commissioner shall cause to be delivered to the Administrator the remittance request for the state fiscal year along with such other reasonably available DHHS data as may be helpful to the Board for its assessment rate setting work.

Not less frequently than annually, the Board shall review and establish a quarterly child covered lives assessment rate using a rate-setting spreadsheet tool developed and updated from time to time by the Administrator and approved by the Board. The spreadsheet shall incorporate all factors set forth in RSA 126-Q:4, II. The approved spreadsheet tool shall be published on the Association's website in .pdf form, showing the most recent calculations, and, as published from time to time, is hereby incorporated by reference.

The Association shall undertake reasonable efforts to provide Assessable Entities not less than ninety (90) days' notice of the effective date of any assessment rate change. Notice shall be deemed given when posted to the Association's website. The Administrator shall also undertake to send e-mail notices of any assessment rate change using one or more of the e-mail addresses filed by the Assessable Entity using the

Association's self-reporting assessment system.

Assessable Lives shall be reported by Assessable Entities and assessments shall be due from Assessable Entities for each quarter ending in September, December, March and June forty-five (45) days after the end of each quarter, i.e., November 15, February 15, May 15, and August 15.

The Association shall endeavor to maintain assessment equity by proportionately matching, as near as is reasonable, the assessments to those payers who have child beneficiaries who access state supplied vaccines funded by the Association. It may from time to time enter into agreements with other states as contemplated by RSA 126-Q:3, V(n) and adopt policies or procedures as contemplated by RSA 126-Q:3, V(p) to support equitable allocation of assessments among Assessable Entities. No Assessable Entity shall be required to report as an Assessable Life or pay an assessment for such life where vaccines with respect to such life clearly are paid for, in fact, by another state or by the federal government in programs such as the federal Vaccine For Children ("VFC") program or on-base immunization of TRICARE military beneficiaries using Department of Defense purchased vaccine supply. Assessable Lives shall be reported on a self-reporting online assessment system developed by the Administrator and updated from time to time as directed by the Board.

A late fee equal to product of (i) the number of days late times (ii) .000493 times (iii) the amount past due will be added to amounts due for any assessment payment received by the Administrator after its due date. -The Administrator shall follow up with respect to any late assessment receipts in accordance with the protocol set forth in **Exhibit F**.

The Association shall remit ~~its Assessment payment~~ the amount initially requested for the respective fiscal year to the New Hampshire state treasurer (or to such other state official as may be designated by the Department of Health and Human Services from time to time), to the credit of the vaccine purchase fund established pursuant to RSA 141-C:17-a, on or before ~~May 31~~ June 30 each year. - The timing of the actual expenditure of those funds by any state agency shall have no impact in determining any credit for any surpluses in the Association's assessment calculations. -Rather amounts considered as surpluses or shortfalls for the subsequent year's assessment determination shall be only those amounts above or below the targeted Net Remittance (~~line 12 in Exhibit C~~) established by the Board for the prior year.

ARTICLE VI-a Special Transitional Assessment Rule

For the ~~2008/09~~ 2013/14 operational year ~~only, covered lives determinations and continuing to assessments due August 15, 2014, assessment collections shall be made based upon numbers required to be reported, consistent with governed by the updated provisions~~ Interim Plan of RSA 126-Q and directives of Operation set forth in letter dated October 1, 2013, from the Department Association's executive director to the Commissioner of Insurance, by carriers for the third quarter (reports due on or before November 15). ~~Association billings to carriers shall be rendered to carriers within five (5) business days of receipt of the numbers by the Association.~~ This ARTICLE VI-a will expire as of ~~July~~ September 1, ~~2009~~ 2014.

ARTICLE VII Penalties/Adjustments and Dispute Resolution

A. Penalties/Adjustments:

1. **Background.**- Given numerous factual determinations and tasks to be performed by insurers relative to their calculations of ~~covered lives~~ Assessable Lives as reported to the ~~New Hampshire Individual Health Plan Benefit Association (see RSA 404-G),~~ it is

expected that all ~~insurers~~Assessable Entities will exercise the highest degree of good faith and due diligence in all aspects of their relationship with the Association. -Errors may occur, however, and it is appropriate that the sanctions applicable to such errors be detailed.

2. **Errors Related to Assessments.** -All ~~insurer~~Assessable Entity errors related to the assessment shall require the immediate payment of additional amounts due plus interest calculated from the date such sum should have been paid, plus an administrative charge as established by the Board.
3. **Gross Negligence and Intentional Misconduct.** -If the Board determines that the nature or extent of the errors of a particular ~~insurer~~Assessable Entity may reflect gross negligence or intentional misconduct, the Board shall refer its findings to the Insurance Commissioner for appropriate action.
4. **Interest and Administrative Charges.** - All interest payments required under this Plan of Operation shall be calculated from the date the incorrect payment occurred or correct payment should have been made through the date of payment. -The Administrative charges shall be established by the Board and may be waived by the Board.-

B. Time Considerations with respect to Assessment Payment Adjustments.

Once assessment rates are set by the Board in any year, any adjustment for ~~insurer~~Assessable Entity over reporting of ~~covered lives~~Assessable Lives or overpayments shall be considered first by the Board in connection with the assessment determination for the following year and may, depending upon the cash flow needs of the Association, be spread over multiple years. -No request for reconsideration of any assessment or refund of payment made shall be considered by the Association with respect to any request which is not filed with the Association, in writing, on or before that date which is six (6) months after the first due date for the ~~corresponding immediately following~~ assessment year- after the overpayment error. It is expected that each fiscal year's first due date will be ~~February 10~~August 15 and that, consequently, any request for reconsideration or refund must be filed no later than the following ~~August 10~~February 15. Any underpayment due to late payments or underreporting of ~~covered lives~~Assessable Lives shall be made by ~~the insurer~~Assessable Entity at the earliest possible date ~~with and shall include~~ interest and administrative charges as set forth above.

C. ~~Insurers~~Assessable Entity Appeal of Disputes to Board.

~~Insurers~~Assessable Entities may request permission to appear before the Board at any time in connection with any dispute with the Association. -No request or appeal relating to assessments shall be heard until the protesting party has paid the assessment in full. -Any assessment amount paid under protest shall be held in an interest bearing account (which may be commingled with other accounts of the Association) with principal and interest to be paid to the prevailing party upon final resolution of the protest.

D. Arbitration.

All disputes and differences that cannot be agreed upon by the parties will be decided by arbitration. - The arbitrator(s) will have the authority to interpret this Plan of Operation and in doing so, shall consider the customs and practices of the insurance industry. -The arbitration shall be conducted under the auspices of the American Arbitration Society in accordance with its commercial arbitration rules. -Such arbitration shall be held in Concord, New Hampshire.- This agreement to arbitrate shall be enforceable and judgment upon any award may be entered in any court having jurisdiction, which the parties hereby stipulate and agree, will include any court of appropriate subject matter jurisdiction located within the State of New Hampshire. -Reasonable costs of

arbitration shall be borne equally by the parties and each party shall pay the cost of its own personnel and counsel involved in such proceedings.

Article VIII Termination

The Association shall continue in existence subject to termination in accordance with applicable requirements of the laws of the State of New Hampshire and the United States of America. -In case of enactment of a law or laws which in the determination of the Board and the ~~DHSHHS~~ Commissioner shall result in the termination of the Association, the Association shall terminate and conclude its affairs in a manner to be determined by the Board with the approval of the ~~DHSHHS~~ Commissioner.

In accordance with RSA 126-Q:3, V(c), the foregoing Plan of Operation has been approved following consultation with the Commissioner of the New Hampshire Department of Health and Human Services.

New Hampshire Insurance Department

By: _____ Date: _____, 2014

Roger A. Sevigny, Commissioner _____ Dated: _____, 2008

Exhibit A**NEW HAMPSHIRE VACCINE ASSOCIATION
Annual Fiscal Year Event & Meeting Calendar**

	<u>Date</u>	<u>Event</u>	<u>Statutory Reference</u>
1.	<u>June 30</u>	<u>NHVA Fiscal Year End for Prior Year</u>	
2.	<u>3rd Tues July</u>	<u>Board of Directors Annual Meeting</u> <u>a. Select Directors for terms beginning August 1</u> <u>b. Review Report of Administrator for year's operations</u> <u>c. Review Discharge of Director Duties</u> <u>d. Executive Session (Administrator's personnel excluded)</u> <u>Board of Directors Other</u> <u>a. HHS vaccine budget and forecast</u>	<u>RSA 126-Q:3, V.</u>
3.	<u>August 15</u>	<u>2nd Calendar Quarter Covered Lives Assessment Due</u>	<u>RSA 126-Q:3, V.(I)</u>
4.	<u>4th Tues Sep</u>	<u>Audit Committee (in person)</u> <u>a. Meet with outside auditors</u> <u>b. Review audit report</u> <u>c. Executive session (Administrator's personnel excluded)</u> <u>Board of Directors Meeting</u> <u>a. Accept the Audit Committee's Audited Financials</u> <u>b. Finalize Assessment Rate for next year effective January 1</u>	<u>RSA 126-Q:4</u>
5.	<u>October 1</u>	<u>Notice of new Assessment Rate effective January 1</u>	<u>RSA 126-Q:3, V.(e)</u>
6.	<u>3rd Tues Oct</u>	<u>Board Meeting (teleconference?)</u> <u>a. Accept audit report & release prior year's financials</u> <u>b. Set Current Year's Assessment if not done earlier</u>	<u>RSA 126-Q:6</u> <u>RSA 126-Q:3, V.(e)</u>
7.	<u>November 1</u>	<u>Assessment Determination Due</u>	<u>RSA 126-Q:3, V.(e)</u>
8.	<u>November 15</u>	<u>3rd Calendar Quarter Covered Lives Assessment Due</u>	<u>RSA 126-Q:3, V.(I)</u>
9.	<u>3rd Tues Jan</u>	<u>Board of Directors Meeting</u>	
10.	<u>February 15</u>	<u>4th Calendar Quarter Covered Lives Assessment Due</u>	<u>RSA 126-Q:3, V.(I)</u>
11.	<u>3rd Tues March</u>	<u>Audit Committee</u> <u>a. Review Collections Results</u> <u>b. Recommend Next Year's Expense Budget</u> <u>Board of Directors Meeting</u> <u>a. Adopt next fiscal year's budget</u>	
12.	<u>May 15</u>	<u>1st Calendar Quarter Covered Lives Assessment Due</u>	<u>RSA 126-Q:3, V.(I)</u>
13.	<u>June</u>	<u>Remit Assessment to State Treasurer</u>	<u>RSA 126-Q:3, V.(n)</u>

Exhibit B

NEW HAMPSHIRE VACCINE ASSOCIATION Schedule of Financial Statements

Financial statements will be released on the following schedule:

- a. Monthly Statements: To the Treasurer and the Chairman of the Board 15 business days after the close of each month
- b. Quarterly Statements: To the full Board 20 business days after the close of each quarter
- c. Annual Statements: Management's statements will be ready for internal review 60 business days after the close of the year; full statements will be released to the public as soon as the audit is completed and the audit report accepted by the Board

Exhibit C**NEW HAMPSHIRE VACCINE ASSOCIATION**
Estimated Expense Budget for 2014 / 2015

<u>1</u>	<u>Administrative Fees (CML Administrators)</u>	-	
<u>2</u>	<u> Annual Base Fee</u>	- <u>103,500</u>	¹
<u>3</u>	<u> Variable Compensation</u>	- <u>11,500</u>	²
<u>4</u>	<u> Subtotal</u>	<u>115,000</u>	
<u>5</u>	<u>Auditing Fees</u>	- <u>7,500</u>	
<u>6</u>	<u>Legal Fees</u>	- <u>5,000</u>	-
<u>7</u>	<u>Insurance Expense (D&O)</u>	- <u>7,260</u>	
<u>8</u>	<u>Special Projects</u>	- <u>-</u>	³
<u>9</u>	<u> Subtotal</u>	<u>19,760</u>	
<u>10</u>	<u>Total Expenses</u>	- <u>\$134,760</u>	
<u>11</u>	<u>Budgeted for Bad Debt</u>	<u>to be set as part of</u> <u>assessment work</u>	

NOTES:

- ¹ Base Fee commences on August 1. Each subsequent August 1 anniversary,
base shall be increased by 2.75% over the prior year's amount.
- ² 10% of each year's base shall be held back and awarded pursuant to "Variable Compensation".
- ³ This requires advance written approval by the Board since ordinary operating expenses
have been rolled into the comprehensive ED & Admin Services Agreement now in effect.

Exhibit D

NEW HAMPSHIRE VACCINE ASSOCIATION Follow-up for Past Due Assessments

Protocol A: for all carriers falling within the top 90% of assessments due

- Make a phone call one business day after due date
- Send a fax reminder five business days after due date
- Send a letter reminder three business days after the fax reminder with a copy to the board of directors

Protocol B: for all carriers falling within the 90% to 98% of assessments due

- Make a phone call three business days after due date
- Send a fax reminder seven business days after due date
- Send a letter reminder five business days after the fax reminder with a copy to the board of directors

Protocol C: for all carriers falling within the 98% to 100% of assessments due

- Make a phone call five business days after due date
- Send a fax reminder eight business days after due date
- Send a letter reminder ten business days after the fax reminder and put on delinquency report to the board of directors

In addition to the above, report to the Commissioner of Insurance as required by RSA 126-Q:3, V(k). At the Annual Meeting of the Board, recommend collection / follow up activity for any remaining delinquencies and follow up in accordance with Board instruction. In light of RSA 126-Q:5, I, however, it is contemplated that any collection follow up after 6 months of notification would be handled by the Department of Insurance pursuant to that statute.

**N.H. RSA 126-Q:1—Q:9
NEW HAMPSHIRE VACCINE ASSOCIATION**

[N.H. RSA 126-Q as amended by HB664 (2013 legislative session)]

126-Q:1 Definitions.

In this chapter:

- I. “Assessable coverage” means:
 - (a) Health coverage as defined in RSA 420-G:2, IX;
 - (b) Stop loss coverage that conforms with RSA 415-H:3, or other group excess loss insurance purchased against the risk that any particular claim, or total liability, will exceed a specified dollar amount; or
 - (c) Group health plan, as defined by 42 U.S.C. 300gg-91(a).
- II. “Assessable entity” means any:
 - (a) Health maintenance organization, as defined by RSA 420-B:1, VI.
 - (b) Third party administrator, as defined by RSA 402-H:1, I.
 - (c) Entity providing administrator services and required to register with the insurance commissioner under RSA 402-H:11-a or RSA 402-H:11-b.
 - (d) Insurance company licensed pursuant to RSA 401:1, IV.
 - (e) Health service corporation, as defined by RSA 420-A:1, III.
- III. “Assessable lives” means all children under 19 years of age residing in the state who have assessable coverage written or administered by an assessable entity.
- IV. “Assessment” means the assessable entity’s liability with respect to childhood vaccines determined in accordance with this chapter. For purposes of rate setting and medical loss ratio calculations, all association assessments are considered pharmaceutical or medical benefit costs and not regulatory costs. In the event of any insolvency or similar proceeding affecting any payer, assessments shall be included in the highest priority of obligations to be paid by or on behalf of such payer.
- V. “Association” means the New Hampshire vaccine association.
- VI. “Board” means the board of directors of the New Hampshire vaccine association.
- VII. “Commissioner” means the commissioner of the department of health and human services.
- VIII. “Estimated vaccine cost” means the estimated cost to the state over the course of a state fiscal year of the purchase, distribution, and administration of vaccines purchased at the federal discount rate by the department of health and human services.
- IX. “Provider” means a person licensed by this state to provide health care services to persons or a partnership or corporation made up of those persons.
- X. “Total non-federal program cost” means the estimated vaccine cost less the amount of federal revenue available to the state for the purchase, distribution, and administration of vaccines.
- XI. “Vaccine” means any preparations of killed microorganisms, living attenuated organisms, or living fully virulent organisms that are approved by the federal

updated RSA 126-Q

Food and Drug Administration and recommended by the Advisory Committee on Immunization Practices of the Centers for Disease Control and Prevention and have been authorized by the commissioner of the department of health and human services for administration to children of the state of New Hampshire under the age of 19 years for the purposes of producing or artificially increasing immunity to particular life-threatening and disabling diseases.

126-Q:2 Creation of Association.

There is hereby created a nonprofit corporation to be known as the New Hampshire vaccine association. The association is formed to assess assessable entities for the cost of vaccines provided to certain children in New Hampshire.

126-Q:3 Powers and Duties

- I. The New Hampshire vaccine association shall be comprised of all assessable entities.
- II. The New Hampshire vaccine association shall be a not-for-profit, voluntary corporation under RSA 292 and shall possess all general powers of a not-for-profit corporation.
- III. The board of directors shall include:
 - (a) Three representatives selected from the assessable entities currently writing, maintaining child, or administering assessable coverage through a voting process where votes are based on assessable lives. The plan of operation shall provide details for this selection process.
 - (b) Two health care provider representatives appointed by the commissioner.
 - (c) The commissioner of the department of health and human services, who shall serve as an ex-officio member.
 - (d) The commissioner of the department of insurance who shall serve as an ex-officio member.
- IV. The directors' terms and appointments shall be specified in the plan of operation adopted by the New Hampshire vaccine association.
- V. The board of directors of the association shall:
 - (a) Prepare and adopt articles of association and bylaws.
 - (b) Prepare and adopt a plan of operation.
 - (c) Submit the plan of operation to the commissioner of insurance for approval after the consultation with the commissioner.
 - (d) Conduct all activities in accordance with the approved plan of operation.
 - (e) On an annual basis, no later than November 1 of each year, establish the amount of the assessment for the succeeding year.
 - (f) Enter into contracts as necessary or proper to collect and disburse the assessment.
 - (g) Enter into contracts as necessary or proper to administer the plan of

- operation.
- (h) Sue or be sued, including taking any legal action necessary or proper for the recovery of any assessment for, on behalf of, or against members of the association or other participating person.
 - (i) Appoint from among its directors, committees as necessary to provide technical assistance in the operation of the association, including the hiring of independent consultants as necessary.
 - (j) Determine an assessment amount and collect payments from assessed entities in accordance with RSA 126-Q:4.
 - (k) Submit an annual report to the commissioner of insurance, in a manner and form determined by the commissioner, listing the association membership base, providing a count of assessable lives by assessable entity, identifying changes in assessable lives by assessable entity, describing the collection of assessments, listing payment delinquencies, and containing such other related information as the commissioner may require.
 - (l) Allow each assessable entity up to 45 days after the closing of each calendar quarter to report its assessable lives and remit its corresponding assessment amount as calculated pursuant to RSA 126-Q:4.
 - (m) Collect assessments from assessable entities as calculated under RSA 126-Q:4 and deposit said assessments less the association's administrative costs annually and reserves with the state treasurer to the credit of the vaccine purchase fund established pursuant to RSA 141-C:17-a. At the written request of the association following a majority vote of the board of directors, any funds forwarded to the state treasurer for the vaccine purchase fund remaining unexpended for childhood vaccines, shall promptly be returned to the association.
 - (n) Be authorized to enter into one or more agreements with other applicable authorities in surrounding states to reduce the risk of duplicate assessments and to assure availability of vaccines for children who are residents of this state but who receive vaccination services in other states. Any costs relating to any such agreement shall be considered additional vaccine costs of the program for purposes of determining the association's assessments.
 - (o) Perform any other functions as may be necessary or proper to carry out the plan of operation.
 - (p) Adopt procedures by which affiliated assessable entities calculate their assessment on an aggregate basis and procedures to ensure that no assessable life is counted more than once. Unless otherwise determined by the board, the assessable entity responsible for the payment of the provider's administrative costs for childhood vaccines shall be the entity responsible for reporting assessable lives and payment of the corresponding assessment.

126-Q:4 Assessment Determination.

- I. The board shall determine an assessment for each assessable entity in accordance with this section. An assessment determination made pursuant to this section is a pharmaceutical cost and not a regulatory cost for purposes of calculating the carrier's medical loss ratio.
- II. In determining the assessment amount, the board shall:
 - (a) Estimate the total non-federal program cost for the succeeding year;
 - (b) Add its anticipated operating costs for the succeeding year and such additional working capital reserves as may be established by the board from time to time;
 - (c) Add a reserve of up to 10 percent of the anticipated cost under subparagraph (a) for unanticipated costs associated with providing vaccines to children covered; and
 - (d) Subtract the amount of any unexpended assessments collected in the preceding year along with any unexpended interest accrued to the fund during the preceding year.
- III. The board shall include in its plan of operations, details regarding the timing for assessment collections, and the form and format assessable entities shall use to calculate assessments.
- IV. The board shall include in its plan of operation details regarding payment due dates, grace periods, late payment fees, interest, and other details regarding the collection of assessments.
- V. The board may determine an interim assessment for new vaccines or unanticipated shortfalls in the association's ability to meet childhood vaccine funding needs. The board shall calculate the interim assessment in accordance with paragraph II, and the interim assessment is payable the calendar quarter that begins no less than 30 days following the establishment of the federal contract price. The board shall not impose more than one interim assessment per year, except in the case of a public health emergency declared in accordance with state or federal law.
- VI. In the event that the association discontinues operation for any reason, any unexpended assessments, including unexpended funds from prior assessments in the state vaccine purchase fund, shall be refunded to payees in proportion to the respective assessment payments by payees over the most recent 8 quarters prior to discontinuation of association operations.

126-Q:5 Powers and Duties.

In addition to the duties and powers enumerated elsewhere in this chapter:

- I. The commissioner of insurance shall, after notice from the association, issue a show cause order to any assessable entity that fails to comply with the association's plan of operation. In addition to late fees and other penalties imposed by the association, assessable entities may, after a finding of just cause, be subject to a minimum fine of \$5,000, a maximum fine of 25 percent of the total amount of delinquent assessments, and licensure suspension.
- I-a. The insurance commissioner shall annually review the assessment report required

- under RSA 126-Q:3, V(k) to ensure that all assessable entities are participating in the association and that all assessable entities have accurately reported assessable lives. The association shall remedy any problem identified by the commissioner with respect to assessable entities and assessable lives.
- II. The commissioner and the commissioner of insurance may adopt rules, pursuant to RSA 541-A, as necessary to carry out the purposes of this chapter.

126-Q:6. Examinations and Annual Reports

The board of directors shall submit to the commissioner, no later than 120 days after the close of the association's fiscal year, a financial report in a form approved by the commissioner.

126-Q:7. Exemption From Taxes

The association shall be exempt from payment of all fees and all taxes levied by this state or any of its subdivisions, except taxes levied on real property.

126-Q:8. Immunity From Liability

There shall be no liability on the part of and no cause of action of any nature shall arise against any association member or its agents or employees, the association or its agents or employees, members of the board of directors, or the commissioner or the commissioner's representatives, for any action or omission by them in the performance of their powers and duties under this chapter.

126-Q:9. Severability of Chapter

If any provisions of this chapter or the application thereof to any person or circumstance is held invalid, the invalidity does not affect other provisions or applications of the chapter which can be given effect without the invalid provisions or applications, and to this end the provisions of this chapter are severable.

SB 309 – FINAL VERSION

2014 SESSION

14-2722
01/08

SENATE BILL **309**

AN ACT relative to the New Hampshire vaccine association.

SPONSORS: Sen. Bradley, Dist 3; Rep. Butler, Carr 7; Rep. Harding, Graf 13

COMMITTEE: Health, Education and Human Services

ANALYSIS

This bill adds 3 members to the board of directors of the New Hampshire vaccine association and requires the association to make an annual report containing certain information.

Explanation: Matter added to current law appears in ***bold italics***.
 Matter removed from current law appears ~~[in brackets and struckthrough]~~
 Matter which is either (a) all new or (b) repealed and reenacted appears in regular type.

SB 309 – FINAL VERSION

14-2722
01/08

STATE OF NEW HAMPSHIRE

In the Year of Our Lord Two Thousand Fourteen

AN ACT relative to the New Hampshire vaccine association.

Be it Enacted by the Senate and House of Representatives in General Court convened:

1 1 New Hampshire Vaccine Association; Powers and Duties. Amend RSA 126-Q:3, V(o) and (p) to
2 read as follows:

3 (o) ~~[Perform any other functions as may be necessary or proper to carry out the plan of~~
4 ~~operation.~~

5

(p)] Adopt procedures by which affiliated assessable entities calculate their assessment
6 on an aggregate basis and procedures to ensure that no assessable life is counted more than once.
7 Unless otherwise determined by the board, the assessable entity responsible for the payment of the
8 provider's administrative costs for childhood vaccines shall be the entity responsible for reporting
9 assessable lives and payment of the corresponding assessment.

10

(p) Submit an annual report regarding the association's activities, its financial
11 ***reports, and any newly-approved vaccines adopted by the department of health and human***
12 ***services to the president of the senate, the speaker of the house of representatives, and the***
13 ***governor.***

14

(q) Perform any other functions as may be necessary or proper to carry out the
15 ***plan of operation.***

16 2 New Subparagraphs; Members Added to Board. Amend RSA 126-Q:3, III by inserting after
17 subparagraph (d) the following new subparagraphs:

18 (e) One member appointed by the governor and council who shall represent self-insured
19 entities.

20 (f) One public member appointed by the speaker of the house of representatives.

21 (g) One public member appointed by the president of the senate.

22 3 Effective Date. This act shall take effect upon its passage.

New Hampshire General Court - Bill Status System

Docket of SB309

[Docket Abbreviations](#)**Bill Title:** relative to the New Hampshire vaccine association.*Official Docket of SB309:*

Date	Body	Description
12/17/2013	S	Introduced 1/8/2014 and Referred to Health, Education and Human Services
1/30/2014	S	Hearing: 2/4/14, Room 103, LOB, 9:30 a.m.; SC5
2/5/2014	S	Committee Report: Ought to Pass, 2/13/14; SC6
2/13/2014	S	Ought to Pass: MA, VV; OT3rdg
3/13/2014	H	Introduced and Referred to Health, Human Services and Elderly Affairs
3/26/2014	H	Public Hearing: 4/8/2014 10:30 AM LOB 205
4/8/2014	H	Executive Session: 4/15/2014 1:00 PM LOB 205
4/16/2014	H	Committee Report: Ought to Pass (Vote 14-0; CC); HC 31
4/23/2014	H	Ought to Pass: MA VV
5/5/2014	S	Enrolled 05/01/2014
5/5/2014	H	Enrolled (In recess of 4/30/14)

[NH House](#)

[NH Senate](#)



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www.nhvaccine.org

Annual Fiscal Year Event & Meeting Calendar – 2014/2015

January 2014			
Conference w/Outside Counsel Board of Directors Meeting	Tuesday, January 21, 2014	Hinckley, Allen Concord	8:30 a.m. 9:00 a.m.
March 2014			
Conference w/Outside Counsel Board of Directors Meeting	Tuesday, March 11, 2014	KidsVax.org® Concord	8:30 a.m. 9:00 a.m.
June 2014			
Conference w/Outside Counsel Board of Directors Meeting	Tuesday, June 3, 2014	KidsVax.org® Concord	8:30 a.m. 9:00 a.m.
July 2014			
Annual Board of Directors Meeting	Tuesday, July 15, 2014	KidsVax.org® Concord	8:30 a.m.
September 2014			
Audit Committee Meeting (In-Person) Board of Directors Meeting	Tuesday, September 23, 2014	KidsVax.org® Concord	8:00 a.m. 8:30 a.m.
October 2014			
Board of Directors Meeting (Teleconference?)	Tuesday, October 21, 2014		8:30 a.m.
January 2015			
Board of Directors Meeting	Tuesday, January 20, 2015	KidsVax.org® Concord	8:30 a.m.
March 2015			
Audit Committee Meeting Board of Directors Meeting	Tuesday, March 17, 2015	KidsVax.org® Concord	8:00 a.m. 8:30 a.m.

June 3, 2014

Proposed Form of Votes - New Hampshire Vaccine Association

The following are suggested forms of votes only. They are intended to be an aid to facilitate work by individual directors. All board policy and the final form of votes is exclusively the province of the Board acting collectively as a Board of Directors.

Item under Agenda Section 2:

VOTED: To approve the minutes of the March 11, 2014 Board meeting.

[To approve the minutes of the March 11, 2014 Board meeting with the changes suggested at this meeting.]

Item under Agenda Section 5:

VOTED: To recommend the approval of the corporate documents as revised through this meeting to the Commissioner of Health and Human Services and Commissioner of the New Hampshire Insurance Department.

[To recommend the approval of the corporate documents as revised through this meeting to the Commissioner of Health and Human Services and Commissioner of the New Hampshire Insurance Department with the changes suggested at the meeting.]

Driving Directions to NHVA Board Meeting Locations

KidsVax.org®

From the North: Take Interstate 93 South toward Concord. Take Exit 14. Turn right off the exit. At the top of hill (Holiday Inn on your right) turn right onto North Main Street. Take your first right onto Storrs Street. Follow down the hill, around the bend, and under the bridge. Turn right onto Dixon Avenue. We are at 14 Dixon Avenue, Suite 201, adjacent to the top parking area.

From the South: Take Interstate 93 North toward Concord. Take Exit 14. Turn left off the exit. At the top of hill (Holiday Inn on your right) turn right onto North Main Street. Take your first right onto Storrs Street. Follow down the hill, around the bend, and under the bridge. Turn right onto Dixon Avenue. We are at 14 Dixon Avenue, Suite 201, adjacent to the top parking area.

New Hampshire Insurance Department (NHID)

From Interstate 93, take the I-89 exit West to Exit 2; Exit right onto Clinton Street into Concord. At the second set of traffic lights, turn left onto Fruit Street. Continue to 21 Fruit Street to the Walker Building (large brick office building) located on the right just before the traffic lights at the corner of Fruit and Pleasant Streets. Enter the circular driveway, park, and enter the building through the front center entrance. Take the elevator to the 2nd Floor. Take a left when leaving the elevator and then take a right. Follow the hallway to the end. Take a left and follow the hallway until you see the sign for the conference room, which is on the right.

Harvard Pilgrim Health Care (HPHC)

From the North: Take Interstate 93 South toward Manchester. After the toll, keep left to take I-293 South/Everett Turnpike toward Manchester Airport/Manchester/Nashua. Take the Granite Street exit, Exit 5, keep left to take the ramp toward Elm Street/The Millyard/Canal Street. Turn left onto Granite Street. 650 Elm Street is on the corner of Granite and Elm Streets. The parking garage is accessible by taking a left into the garage off of Granite Street. Proceed to level 3 – Radisson Hotel. Follow the signs for the office tower to the 7th Floor.

From the South (Nashua): Take the Everett Turnpike North toward Manchester/Concord. Take the Granite Street exit, Exit 5, keep right to take the ramp toward Elm Street/The Millyard/Canal Street. Turn right onto Granite Street. 650 Elm Street is on the corner of Granite and Elm Streets. The parking garage is accessible by taking a left into the garage off of Granite Street. Proceed to level 3 – Radisson Hotel. Follow the signs for the office tower to the 7th Floor.

Hinckley, Allen & Synder LLP (Hinckley Allen)

From the North: Take Interstate 93 South toward Concord. Take the RT-9/Loudon Road exit, Exit 14, toward the State Offices. Turn right onto RT-9/Loudon Road. Take the 2nd left onto North Main Street/US-3/US-202/RT-9. Continue to follow North Main Street to 11 South Main Street on the left. Your destination is just past Pleasant Street Ext. If you reach Freight Street, you've gone a bit too far.

From the South (Nashua): Take Interstate 93 North toward Concord. Take the US-3 N exit, Exit 13, toward Downtown/Main Street. Turn left onto US-3/Manchester Street. Continue to follow US-3 to 11 South Main Street on the right. Your destination is just past Freight Street. If you reach Pleasant Street Ext., you've gone a bit too far.