



Conflict of Interest Policy

CONFLICT OF INTEREST (COI)

This Conflict of Interest Policy ensures that Equalize Health is in legal compliance with Internal Revenue Code, Colorado law and California law.

PURPOSE

The Board of Directors has the responsibility to administer the affairs of Equalize Health prudently and in accordance with its tax-exempt purpose and in the best interest of its participants. The Board recognizes that conflicts of interest can create an appearance of impropriety and detract from an individual's ability to act in the primary interest of Equalize Health. This policy is intended to affirm and memorialize the Board's desire that the board members act in good faith in the conduct of their duties and transactions on behalf of Equalize Health and in the best interest of Equalize Health's participants.

SCOPE

This policy applies to all Directors as well as any other individuals, such as officers and staff, who exercise discretionary and/or fiduciary authority over the affairs of Equalize Health.

DEFINITION

A "conflict of interest" is broadly understood as any interest, direct or indirect, with any person or entities in which the conflicted person may stand to benefit financially should a decision be made to engage or do business with such other person or entity. For example, conflicts of interest may arise in the relations of board members and any other person or entity:

- That supplies, leases or sells goods, services, property or anything of value to Equalize Health;
- From whom Equalize Health leases property and equipment;
- With which the Equalize Health is affiliated; or
- Who is a family member of any board member, officer or other fiduciary

Examples of a conflict of interest may, depending on the circumstances, include, but are not limited to:

- Receiving remuneration from Equalize Health for services outside the usual scope of employment with Equalize Health;
- Using Equalize Health's time, personnel, equipment, supplies or goodwill for outside ventures, projects or business; and
- Receiving non-*de minimis* personal gifts or loans from third parties dealing with Equalize Health.

DISCLOSURE OF ACTUAL OR POTENTIAL COI

Should any person covered by this policy determine or suspect that he or she possesses an actual or potential conflict of interest, such person must disclose the existence of the financial interest giving rise to the conflict and disclose all relevant facts prior to entering into any proposed transaction or arrangement or, if later, as soon as the actual or potential conflict is recognized.

HOW TO ACT CONT.

In addition, at least once annually, board members, officers and other fiduciaries will be asked to disclose in writing any relationships or interests that could give rise to a conflict.

PROCEDURE UPON IDENTIFICATION OF COI

Consistent with their fiduciary obligations under applicable law, the board members may proceed with or continue a transaction despite the presence of a conflict of interest if all of the following are observed:

- The conflicting interest is fully disclosed and documented in writing;
- The board member, officer or fiduciary with the conflict of interest is excluded from the discussion and approval of the transaction; and
- The Board of Directors determines that the transaction is in the best interest of Equalize Health, and the terms of the transaction are fair with respect to terms available through arm-length transactions in the marketplace.

The Board shall have discretionary authority to determine whether a conflict in fact exists and, if so, whether the contemplated transaction may be authorized as just, fair and reasonable to Equalize Health. Such determinations will be made without the input or participation of the conflicted individual.

SUBSCRIBING TO POLICY

Subsequent to the adoption of this policy, each board member and any other individuals who exercise discretionary and/or fiduciary authority on behalf of Equalize Health shall sign a statement, which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understands the policy; and
- Has agreed to comply with the policy.

All new newly appointed board members shall sign a similar statement as a condition of being seated on Equalize Health.

VIOLATIONS OF COI

If a person covered by this policy believes another has failed to disclose actual or possible conflicts of interest, he or she shall inform that individual of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose the conflict. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, it is determined by the Board that the individual has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.