

Exhibit A

Board Resolution

UNITED STATES DISTRICT COURT
FOR THE
DISTRICT OF VERMONT

| | | |
|--------------------------|---|------------------------------|
| UNITED STATES OF AMERICA |) | |
| |) | |
| v. |) | Docket No. <u>2:20-CR-11</u> |
| |) | |
| PRACTICE FUSION, INC., |) | |
| |) | |
| Defendant. |) | |
| |) | |

Resolution of Practice Fusion, Inc. Board of Directors

WHEREAS, Practice Fusion, Inc., a Delaware corporation (hereafter “Practice Fusion” or the “Company”), has been engaged in discussions with the United States’ Attorney’s Office for the District of Vermont (“the United States”) regarding potential violations of law arising out of the marketing of certain aspects of Practice Fusion’s electronic health records software (“EHR”);

WHEREAS, the Board of Directors of Practice Fusion (the “Director”) understands that Practice Fusion has been notified by the United States that in the absence of any plea or deferred prosecution agreement (“DPA”) the United States intends to file criminal charges against Practice Fusion;

WHEREAS, the United States has informed Practice Fusion of its willingness to resolve the potential criminal charges against Practice Fusion in the form of a DPA, Criminal Information, Compliance Addendum, Independent Review Organization, Statement of Facts, and other associated documents (collectively, the “DPA and Associated Agreements”), each of which has been provided to, and reviewed by, the Director prior to this meeting, to resolve all criminal charges against Practice Fusion, on the terms contained within those documents;

WHEREAS, the Director has determined, after review and due consideration and consultation with legal counsel, that it is in the best interest of the Company to enter into a DPA, pay the criminal penalty required by the terms of the DPA, stipulate to the accuracy of the Statement of Facts, and agree to all other provisions, including corporate governance and compliance provisions, contained within the DPA and Associated Agreements;

WHEREAS the Director recognizes that the DPA and Associated Agreements require Practice Fusion to cooperate fully with the United States in any and all related investigations, pay certain Criminal Penalties as well as expend all necessary funds for the improvement and maintenance of compliance functions at Practice Fusion, and effectuate certain corporate governance changes necessary to comply with the terms of the DPA and Associated Agreements;

NOW THEREFORE, pursuant to the governing documents of the Company and the laws of the State of Delaware, IT IS RESOLVED, that:

1. Practice Fusion and its management are hereby authorized to take any and all action required on behalf of the Company to enter into the DPA and Associated Agreements with the United States to resolve potential criminal actions against the Company relating to charges that Practice Fusion: (a) conspired to violate the Anti-Kickback Statute (42 U.S.C. § 1320a-7(b)), in violation of 18 U.S.C. § 371; and (b) violated the Anti-Kickback Statute 42 U.S.C. § 1320a-7(b).
2. Practice Fusion and its management are authorized to take any and all further action necessary to effectuate the purpose and intent of the DPA and Associated Agreements, as well as any action necessary to ensure Practice Fusion's ongoing compliance with all state and federal laws relating to the Anti-Kickback Statute.

3. Practice Fusion Corporate Secretary, Eric Jacobson, or any other corporate officer, is hereby authorized, empowered and directed, on behalf of Practice Fusion to execute the DPA and Associated Agreements substantially in such form as reviewed by the Director at this meeting with such changes as Corporate Secretary Eric Jacobson, or any other corporate officer, may approve;

4. Corporate Secretary Eric Jacobson, or any other corporate officer, is hereby authorized, empowered and directed to take any and all actions as may be necessary or appropriate and to approve the forms, terms or provisions of any agreement or other documents as may be necessary or appropriate, to carry out and effectuate the purpose and intent of the foregoing resolutions, including but not limited to acknowledging the filing of the Information, to authorize a representative or agent of Practice Fusion to waive indictment on behalf of Practice Fusion, act as Practice Fusion's authorized agent in court proceedings related to the DPA, and to accept the monetary penalty set forth in the DPA and Associated Agreements; and

5. All of the actions of the Corporate Secretary, Eric Jacobson, or any other corporate officer, which actions would have been authorized by the forgoing resolutions except that such actions were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved, and adopted as actions on behalf of Practice Fusion.

Accepted and agreed to:



Dennis Olis
Member of the Practice Fusion, Inc. Board of Directors

Date: January 10, 2020