United Food and Commercial Workers Unions
and Participating Employers
Health and Welfare Fund

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MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES OF THE UFCW UNIONS AND PARTICIPATING EMPLOYERS HEALTH AND WELFARE FUND VIA VIDEO CONFERENCE SEPTEMBER 25, 2025
(DRAFT)

The following Trustees were present:

UNION TRUSTEES
M. Federici – Chairman
J. Chorpenning
T. Hipkins
M. Wilson

EMPLOYER TRUSTEES
B. Seehafer – Secretary
G. Dufault
M. Lucki
J. Nesse

Also present were:

B. Antoshak - Associated Administrators, LLC
M. Buckberg - Withum
A. Dietrich - Slevin & Hart, P.C.
L. Fratzke - Segal
J. Herron - Associated Administrators, LLC
C. Hoffman - UFCW Local 400
M. Keadle - Withum
J. Kimble – Morgan, Lewis, & Bockius, LLC
B. McKiver – Local 400
C. Murphy - Associated Administrators, LLC
S. Sanchez - Slevin & Hart, P.C.
A. Sims - Associated Administrators, LLC
J. Timm - The Segal Company

I. CALL TO ORDER

A quorum being present, Chairman Federici called the meeting to order.

A. Appointment of Trustee

Ms. Sims reported receiving correspondence from Shoppers appointing Mr. Gary Dufault as an Employer Trustee, replacing Ms. Leticia Howard, effective June 26, 2025. The Trustees welcomed Mr. Dufault to the Board.

II. MINUTES

Ms. Sims presented the previously circulated minutes of the regular meeting held on June 25, 2025.

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

> **RESOLVED, that the minutes of the regular meeting held on June 25, 2025, are approved as presented.**

III. FINANCIAL REPORT

A. PNC Bank

Ms. Sims reviewed the PNC Summary of Activity report for the period from January 1, 2025, to August 31, 2025. The report showed a starting market value of $3,535,477, receipts of $7,733,949, disbursements of $7,549,778, and earnings of $ 183,171, resulting in an ending market value of $3,866,734 as of August 31, 2025.

B. AUDITOR'S REPORT

The Trustees welcomed Mr. Mark Buckberg and Mr. Matt Keadle from Withum to the meeting.

Financial Statements Year End 2024

Mr. Keadle presented the Financial Statements for December 31, 2024. He stated that Withum issued an unmodified opinion on the financial statements, confirming that they conform to generally accepted accounting principles.

Mr. Keadle reported that assets as of December 31, 2024, totaled $5,028,850, and liabilities amounted to $283,240, resulting in net assets available for benefits of $4,745,610. Mr. Buckberg reviewed the Notes to Financial Statements, the Schedule of Assets Held for

Investment Purposes, the Employer Contributions Schedule, and the Administrative Expenses Schedule.

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

RESOLVED, to delegate to the Chairman and Secretary the authority to approve and sign the Form 5500.

IV. CONSULTANT'S REPORT

The Segal Company

The Trustees welcomed Mr. Josh Timm and Ms. Lauren Fratzke of the Segal Company to the meeting.

A. Reserve Determination Report

Mr. Timm reviewed the August 2025 Reserve Determination report. Mr. Timm said that reserves were between 3.0 and 6.0 months, and no credit or payment is required at this time.

B. Dentegra Renewal

Mr. Timm presented the Dentegra renewal for the period from January 1, 2026 through December 31, 2027, proposing a 5% increase and then a rate freeze for the following year.

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

RESOLVED, to approve Dentegra's renewal proposal as presented.

C. Humana Renewal

Mr. Timm presented the Humana Renewal proposal for the period of January 1, 2026 through December 31, 2026.

After some discussion, on Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

RESOLVED, to delegate the authority to approve the renewal of Humana to the Chairman and the Secretary.

D. Kaiser Renewal

Mr. Timm presented the Kaiser Renewal proposal for the period of January 1, 2026, through December 31, 2026.

After some discussion, on Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

RESOLVED, to delegate the authority to approve the renewal of Kaiser to the Chairman and the Secretary.

E. Gene Therapy & Stop Loss Coverage

The Trustees discussed gene therapy coverage. Mr. Timm stated that Optum Rx offers a standalone “gene therapy and risk protection” program. He noted that the program is low cost and would not include lasers. Mr. Timm stated that if the Fund chooses to opt into the program, it would be effective for claims on an after January 1, 2026 for participants and dependents who were not already undergoing gene therapy treatment as of January 1, 2026.

The Trustees discussed the Optum Rx program and gene therapy coverage under the Plan

On Motion made and seconded, the Trustees voted unanimously to approve the following resolution:

RESOLVED, to delegate to the Chairman and the Secretary the authority to decide whether to implement the Optum Rx gene therapy protection program whether to change the scope of gene therapy coverage under the Plan.

V. ATTORNEY’S REPORT

A. Virta Point Solution Update

Ms. Sanchez reported on the Virta Point Solution program. The Trustees discussed the three different programs offered by Optum Rx through Virta.

On Motion made and seconded, the Trustees voted unanimously to approve the following resolution:

> **RESOLVED, to delegate to the Chairman and the Secretary the authority to select the Virta programs in which the Fund will participate.**

B. <u>HIPAA Language for Reproductive Health</u>

Ms. Sanchez reported on the federal court decision vacating the HIPAA final rule regarding reproductive health claims.

On Motion made and seconded, the Trustees voted unanimously approval of the following:

> **RESOLVED, to direct Associated to amend its HIPAA Privacy Policies and Procedures as applied to the Fund to remove the changes previously added to comply with the HIPAA final rule regarding reproductive health claims.**

C. <u>Subrogation Policy Documents</u>

Ms. Sanchez presented a proposed restated Subrogation Policy, Subrogation Guidelines and a related SMM.

On Motion made and seconded, the Trustees voted unanimously approval of the following:

> **RESOLVED, to adopt the restated Subrogation Policy and Guidelines, and the related SMM, as presented.**

D. <u>Insulin Pricing Litigation Update</u>

Ms. Sanchez reported on the Insulin Pricing Litigation.

E. <u>SPD Restatements</u>

Ms. Sanchez reported on the status of various SPD restatements. She noted that the Retiree SPD restatement draft had been circulated to the Trustees between meetings.

On Motion made and seconded, the Trustees voted unanimously approval of the following:

RESOLVED, to adopt the Retiree SPD restatement as presented; and

FURTHER RESOLVED, to delegate to Chair and Secretary the authority to approve the Plan Y30 and Plan Y40 SPD restatements.

F. Cybersecurity Update

Ms. Sanchez reported that all the Fund's vendors had responded to the Fund's cyber security questionnaire and that Segal will follow up with the vendors that did not receive an advanced rating.

G. Purdue Pharma Bankruptcy

Ms. Sanchez reported on the Purdue Pharma Bankruptcy.

H. Xyrem Class Action

Ms. Sanchez reported on the Xyrem prescription drug class action.

I. Optum RX Amendment

Ms. Sanchez reported on the Optum RX amendment.

J. Withum Engagement Letter

Ms. Sanchez reported on the engagement letter from Withum.

K. Dentegra Amendment

Ms. Sanchez reported on the Dentegra Amendment.

L. Financial Statement Draft Review

Ms. Sanchez reported on co-counsel's review of the draft audited financial statements.

VI. ADMINISTRATIVE MANAGER'S REPORT – Second Quarter 2025

Ms. Sims presented the Administrative Manager's Report for the Second Quarter of 2025, which had been pre-circulated. The report showed total income of $2,788,134 and total expenses of $2,594,341, resulting in a surplus of $193,793 for the quarter. Contributions were made on behalf of 1,062 Plan participants.

Ms. Sims reported on the Retiree Quarterly recap for the Second Quarter of 2025. The report showed total income of $329,686 and total expenses of $304,293, resulting in a surplus of $25,393 for the quarter. Contributions were made on behalf of 317 Plan participants.

There were no delinquencies during the Second Quarter of 2025.

A. Invoices

Ms. Sims presented a list of pre-circulated invoices dated September 25, 2025. He noted no additions, deletions, or changes to the list.

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

> **RESOLVED, that the invoices on the list dated September 25, 2025, are approved for payment.**

VII. OTHER FUND BUSINESS

A. Appeals

1. M25/103 – 1479

The Trustees considered appeal M25/103-1479 and reviewed the related file. The Trustees requested additional information.

On Motion made and seconded, the Trustees voted unanimous approval of the following:

> **RESOLVED, to delegate to the Chairman and Secretary the authority to decide the appeal.**

2. M25/106 – 7260

The Trustees considered appeal M25/106-7260 and reviewed the related file. The Trustees requested additional information.

On Motion made and seconded, the Trustees voted unanimous approval of the following:

> **RESOLVED, to delegate to the Chairman and Secretary the authority to decide the appeal.**

B. 1095-B Opt Out

Ms. Sims reported that the 1095-B notice, which affirms that a participant had coverage, is no longer required to be mailed to each participant, although it must still be provided upon request.

On Motion made and seconded, the Trustees voted unanimous approval of the following resolution:

> **RESOLVED, that the 1095-B form no longer automatically be sent to the participants and instead be sent only upon request.**

C. Carelon RFP Vote

Ms. Sims reported that the Board, by way of an email vote approved between meetings, has authorized Segal to peform an RFP regarding the services currently provided by Carelon.

On Motion made and seconded, the Trustees voted unanimously approval of the following:

> **RESOLVED, to ratify the decision to have Segal perform an RFP of the services currently provided by Carelon.**

VIII. 2025 MEETING DATES & LOCATIONS

The next regular Board meeting is scheduled for December 17, 2025, via Zoom.

IX. ADJOURNMENT

There being no further business to come before the Board, the meeting was adjourned.

Respectfully Submitted,

Bill Seehafer, Secretary

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