Attachment 4

CollabHealth Plan Services, Inc. and Soundpath
Board Resolutions

COLLABHEALTH PLAN SERVICES, INC.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all the directors of CollabHealth Plan Services, Inc., a Colorado for-profit corporation, (the "Corporation"), hereby consent in writing to the adoption of, and do hereby adopt, the resolutions set forth on Exhibit A attached hereto and incorporated herein by this reference, such consent to have the same force and effect as a unanimous vote of the Board of Directors of the Corporation (the "Board") at a meeting duly held:

Date: October 18, 2012

Juan Serrano

Steve Schramm

Chris Stanley, MD

Mark Bjornson

David Stratton

COLLABHEALTH PLAN SERVICES, INC.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

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Date: October 18, 2012

Juan Serrano

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David Stratton

Confidential Proprietary
Trade Secret Information

COLLABHEALTH PLAN SERVICES, INC.

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Date: October 18, 2012

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COLLABHEALTH PLAN SERVICES, INC.

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Date: October 18, 2012

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Steve Schramm

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Chris Stanley, MD

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Mark Bjornson

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COLLABHEALTH PLAN SERVICES, INC.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

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Date: October 18, 2012

Juan Serrano

Steve Schramm

Chris Stanley, MD

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David Stratton

Exhibit A

WHEREAS, it is contemplated that the Corporation will enter into and execute the following agreements:

1. Stock Purchase Agreement (the "Stock Purchase Agreement") by and among Northwest Physicians Network of Washington, LLC, a Washington limited liability company ("NPN"), Physicians of Southwest Washington, L.L.C., a Washington limited liability company ("PSW"), and Soundpath Health, Inc, a Washington Corporation ("Soundpath");

2. Asset Purchase Agreement (the "Asset Purchase Agreement") by and among the Corporation, Soundpath, NPN, and PSW; and

3. Class R. Preferred Stock Purchase Agreement ("Preferred Stock Purchase Agreement") by and between the Corporation and Soundpath, (the Stock Purchase Agreement, the Asset Purchase Agreement and the Preferred Stock Purchase Agreement, collectively are referred to as the "Purchase Agreements').

WHEREAS, contemporaneously with the execution of Purchase Agreements, it is contemplated that the Corporation will make a loan to NPN in the amount of $600,000 evidenced by a Secured Promissory Note (the "Loan") and, to induce the Corporation to make the Loan to NPN, NPN will pledge shares of the capital stock described in the Stock Pledge and Security Agreement (the "Stock Pledge Agreement");

WHEREAS, the Board has reviewed the form of each of the Purchase Agreements, the exhibits, disclosure schedules, exhibits, certificates, documents and agreements related thereto and identified in the Purchase Agreements (the "Transaction Documents"), including, but not limited to, the form of the Loan and the Stock Pledge Agreement;

WHEREAS, the Board has determined that the execution and delivery of the Purchase Agreements, the Transaction Documents, the Loan and the Stock Pledge Agreement, will result in a material and substantial benefit to the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes and directs the appropriate officer of the Corporation ("Authorized Officer"), in the name and on behalf of the Corporation, to execute and deliver each of the Purchase Agreements, the Transaction Documents, the Loan and the Stock Pledge Agreement, each in the form or substantially in the form presented to and reviewed by the Board and made a part hereof, as may in the sole opinion and absolute discretion of the Authorized Officer be considered necessary or desirable for the purpose of giving effect to, consummating, or procuring the performance or the obligations of the Corporation under the terms and provisions of the Purchase Agreements, the Transaction Documents, the Loan and the Stock Pledge Agreement, and all or any of the transactions contemplated by or referred to in the Purchase Agreements, the Transaction Documents, the

Loan and the Stock Pledge Agreement, and all or any of the transactions contemplated by or referred to in the Purchase Agreements, the Transaction Documents, the Loan and the Stock Pledge Agreement, and to do all such other acts and things as may be necessary, advisable or appropriate to carryout the foregoing resolutions and perform the obligations of the Corporation under the terms and provisions of the Purchase Agreements, the Transaction Documents, the Loan, and the Stock Pledge Agreement, referred to therein or specifically authorized herein.

COLLABHEALTH PLAN SERVICES, INC.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all the directors of CollabHealth Plan Services, Inc., a Colorado for-profit corporation, (the "Corporation"), hereby consent in writing to the adoption of, and do hereby adopt, the resolutions set forth on Exhibit A attached hereto and incorporated herein by this reference, such consent to have the same force and effect as a unanimous vote of the Board of Directors of the Corporation (the "Board") at a meeting duly held:

Date: October 18, 2012

Juan Serrano

Steve Schramm

Chris Stanley, MD

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COLLABHEALTH PLAN SERVICES, INC.

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COLLABHEALTH PLAN SERVICES, INC.

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Date: October 18, 2012

Juan Serrano

Steve Schramm

Chris Stanley, MD

Mark Bjornson

David Stratton

REDACTED VERSION

COLLABHEALTH PLAN SERVICES, INC.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

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Date: October 18, 2012

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Juan Serrano

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Steve Schramm

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Chris Stanley, MD

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David Stratton

REDACTED VERSION

COLLABHEALTH PLAN SERVICES, INC.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all the directors of CollabHealth Plan Services, Inc., a Colorado for-profit corporation, (the "Corporation"), hereby consent in writing to the adoption of, and do hereby adopt, the resolutions set forth on Exhibit A attached hereto and incorporated herein by this reference, such consent to have the same force and effect as a unanimous vote of the Board of Directors of the Corporation (the "Board") at a meeting duly held:

Date: October 18, 2012

Juan Serrano

Steve Schramm

Chris Stanley, MD

Mark Bjornson

David Stratton

Exhibit A

WHEREAS, it is contemplated that the Corporation will enter into and execute the following agreements:

1. Stock Purchase Agreement (the "Stock Purchase Agreement") by and among Northwest Physicians Network of Washington, LLC, a Washington limited liability company ("NPN"), Physicians of Southwest Washington, L.L.C., a Washington limited liability company ("PSW"), and Soundpath Health, Inc, a Washington Corporation ("Soundpath");

2. Asset Purchase Agreement (the "Asset Purchase Agreement") by and among the Corporation, Soundpath, NPN, and PSW; and

3. Class R. Preferred Stock Purchase Agreement ("Preferred Stock Purchase Agreement") by and between the Corporation and Soundpath, (the Stock Purchase Agreement, the Asset Purchase Agreement and the Preferred Stock Purchase Agreement, collectively are referred to as the "Purchase Agreements').

WHEREAS, the Board has reviewed the form of each of the Purchase Agreements, the exhibits, disclosure schedules, exhibits, certificates, documents and agreements related thereto and identified in the Purchase Agreements (the "Transaction Documents"), including, but not limited to, the

WHEREAS, the Board has determined that the execution and delivery of the Purchase Agreements, the Transaction Documents, will result in a material and substantial benefit to the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby authorizes and directs the appropriate officer of the Corporation ("Authorized Officer"), in the name and on behalf of the Corporation, to execute and deliver each of the Purchase Agreements, the Transaction Documents, each in the form or substantially in the form presented to and reviewed by the Board and made a part hereof, as may in the sole opinion and absolute discretion of the Authorized Officer be considered necessary or desirable for the purpose of giving effect to, consummating, or procuring the performance or the obligations of the Corporation under the terms and provisions of the Purchase Agreements, the Transaction Documents, and all or any of the transactions contemplated by or referred to in the Purchase Agreements, the Transaction Documents, the

and all or any of the transactions contemplated by or referred to in the Purchase Agreements, the Transaction Documents, and to do all such other acts and things as may be necessary, advisable or appropriate to carryout the foregoing resolutions and perform the obligations of the Corporation under the terms and provisions of the Purchase Agreements, the Transaction Documents, the referred to therein or specifically authorized herein.

CONSENT TO ACTIONS OF THE DIRECTORS OF SOUNDPATH HEALTH, INC.

THE UNDERSIGNED, being all of the Directors of Soundpath Health, Inc. (the "Corporation"), by signature hereunder, do hereby consent to the actions described and adoption of the resolutions set forth below pursuant to RCW 23B.08.210.

TRANSACTION WITH CHI

WHEREAS, the Directors, in seeking a financial infusion for the Corporation and a strengthening of its balance sheet, have engaged the services of a consultant, Howard Thomas ("Consultant"), to assist them to solicit third party offers to either infuse additional equity in the Corporation or to acquire it in its entirety; and

WHEREAS, after diligent effort, Consultant has procured three separate specified offers to either acquire all of the stock of the Corporation or to acquire an interest in the Corporation, and all three proposals have been presented to, and carefully considered, by the Directors; and

WHEREAS, after careful consideration and deliberation, the Directors have determined that it is in the best interest of the Corporation to enter into a transaction with Catholic Health Initiatives, or an affiliate (collectively "CHI"), which would allow CHI to acquire an ownership interest (the "Transaction") in the Corporation from Northwest Physicians Network of Washington, LLC ("NPN") and Physicians of Southwest Washington, L.L.C. ("PSW"). CHI, SPH, NPN and PSW are each referred to herein as a "Party" and collectively as the "Parties". The general terms of the Transaction will be documented in those certain Definitive Agreements and related agreements executed by the Parties, such Definitive Agreements to include, but not be limited to, a Stock Purchase Agreement, an Asset Purchase Agreement, a Class R Preferred Stock Purchase Agreement and an Administrative Services Agreement and revisions to the Corporation's Amended and Restated Shareholder Agreement, the Amended and Restated Articles of Incorporation, and the Amended and Restated Bylaws, all substantially in the form of said Agreements attached hereto and incorporated herein as *Exhibits A, B, C, D, E* and *F* respectively (collectively the "Definitive Agreements"); and

WHEREAS, the Directors deem the Definitive Agreements to provide price and terms to the Corporation which are clearly within the range of the current offers received by the Corporation, preserves the Corporation to the benefit of its current participants and providers, enhances the financial strength of the Corporation by significantly increasing its equity position and thus strengthening its risk based capital ratios, allows its current shareholders to fully fund their reserve ratios and is likely to resolve the reserve related issues currently under discussion by the Corporation with the Office of the Insurance Commissioner for the State of Washington, provides fair compensation to the Corporation for the transfer of certain of its assets to CHI and secures the administrative services by CHI necessary to administer the requirements imposed upon the Corporation by CMS at a competitive price; and

WHEREAS, the Directors have proposed that the Corporation enter into the Definitive Agreements subject to any modifications or revisions, other than those changes which are materially different than those presented to the Directors, to the Definitive Agreements deemed necessary by Christine Tomcala, after consultation with Consultant and legal counsel for the Corporation; and

WHEREAS, the sale of the Class R Preferred Shares to CHI will require the amendment and restatement of the Articles of Incorporation and Bylaws of the Corporation currently in effect to accommodate the sale and incorporate portions of the Definitive Agreements.

NOW, THEREFORE, the following resolutions are adopted:

RESOLVED, that the Directors of the Corporation hereby affirm and approve the Definitive Agreements substantially in the forms attached hereto as *Exhibits A through D*.

FURTHER RESOLVED, that Christine Tomcala, as Chief Executive Officer of the Corporation, is hereby authorized to execute and deliver on behalf of the Corporation all of the Definitive Agreements with such changes, additions, deletions, and modifications, other than those changes which are materially different than those presented to the Directors, as Christine Tomcala may approve pertaining to the Definitive Agreements, and such execution shall be conclusive evidence of such approval and authorization thereof by the Directors.

FURTHER RESOLVED, that the Company is authorized to enter into and perform all obligations under the Definitive Agreements.

FURTHER RESOLVED, that the Directors recommend that the Asset Purchase Agreement substantially in the form attached hereto as *Exhibit B* be submitted to the Shareholders of the Corporation for approval with a recommendation that the Shareholders adopt and ratify such Asset Purchase Agreement.

FURTHER RESOLVED, that the Directors ratify and affirm the proposed changes to the Corporation's Amended and Restated Articles of Incorporation ("Amended Articles") substantially in the form proposed and attached hereto as *Exhibit E*, with any modifications deemed necessary by Christine Tomcala, other than those changes which are materially different than those presented to the Directors, and adopt and recommend that the Amended Articles, with any modifications deemed necessary by Christine Tomcala, be submitted to the Shareholders with the recommendation that they be approved.

FURTHER RESOLVED, that the Directors ratify and affirm the proposed changes to the Corporation's Amended and Restated Bylaws ("Amended Bylaws") substantially in the form proposed and attached hereto as *Exhibit F*, with any modifications deemed necessary by Christine Tomcala, other than those changes which are materially different than those presented to the Directors, and adopt and recommend that the Amended Bylaws, with any modifications deemed necessary by Christine Tomcala, be submitted to the Shareholders with the recommendation that they be approved.

FURTHER RESOLVED, that the Directors deem the Transaction to be fair and in the best interests of the Corporation and in the best interest of the Corporation's shareholders.

FURTHER RESOLVED, that Christine Tomcala, as the Chief Executive Officer of the Corporation, is authorized to execute the Acknowledgement of the Corporation contained in the Stock Pledge and Security Agreement by and between CHI and NPN to acknowledge the loan to be made by CHI to NPN prior to Closing in the amount of $600,000 to be repaid from the proceeds otherwise due NPN by CHI at Closing.

RESOLUTION AUTHORIZING EXECUTION OF OTHER NECESSARY AGREEMENTS AND DOCUMENTS.

WHEREAS, the actions authorized above may in certain cases require additional negotiation and finalization of ancillary or supportive documents, now, therefore, it is hereby

> RESOLVED, that Christine Tomcala, the Chief Executive Officer of the Company is hereby authorized to execute and deliver on behalf of the Company all additional documents necessary effectuate the intent of the Transaction and to accomplish the Transaction and the actions set forth above, with such changes, additions, deletions, and modifications as Christine Tomcala may determine necessary, such execution to be conclusive evidence of such approval.

RATIFICATION OF ACTIONS

WHEREAS, the Directors have reviewed all corporate actions since the last annual meeting held on September 13, 2012; now, therefore, it is hereby

> RESOLVED, that all actions and representations made or declared by the Directors since the last annual meeting are hereby ratified and confirmed in all respects.

The execution of this Consent shall constitute written waiver of any notice required by the Washington Business Corporation Act and the Corporation's Articles of Incorporation and Bylaws. This Consent may be executed in one or more counterparts, and by electronic facsimile signatures, the signature pages of which may be assembled together with one body of this Consent, all of which together shall constitute and shall become an act of the Board of Directors of the Corporation for purposes of the Corporation's Bylaws.

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Signature Page Follows

Consented to as of the 17th day of October, 2012.

DIRECTORS:

Patricia Briggs

Gary R. Goin, MD

Leonard Alenick, MD

Laurence C. Schadt, MD

James Anderson

Mariella Cummings

Joseph P. Clabots, MD

Patrick J. Halpin, MD

Rick Canning

Kari Glover

Consented to as of the 17th day of October, 2012.

DIRECTORS:

Patricia Briggs	Gary R. Goin, MD
Leonard Alenick, MD	Laurence C. Schadt, MD
James Anderson	Mariella Cummings
Joseph P. Clabots, MD	Patrick J. Halpin, MD
Rick Canning	Kari Glover

Consented to as of the 17th day of October, 2012.

DIRECTORS:

Patricia Briggs	Gary R. Goin, MD
Leonard Alenick, MD	Laurence C. Schadt, MD
James Anderson	Mariella Cummings
Joseph P. Clabots, MD	Patrick J. Halpin, MD
Rick Canning	Kari Glover

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James Anderson	Mariella Cummings
Joseph P. Clabots, MD	Patrick J. Halpin, MD
Rick Canning	Kari Glover

Confidential Proprietary
Trade Secret Information

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Leonard Alenick, MD

Laurence C. Schadt, MD

James Anderson

Mariella Cummings

Joseph P. Clabots, MD

Patrick J. Halpin, MD

Rick Canning

Kari Glover

CONSENT TO ACTIONS
OF THE DIRECTORS OF
SOUNDPATH HEALTH, INC.

THE UNDERSIGNED, being all of the Directors of Soundpath Health, Inc. (the "Corporation"), by signature hereunder, do hereby consent to the actions described and adoption of the resolutions set forth below pursuant to RCW 23B.08.210.

TRANSACTION WITH CHI

WHEREAS, the Directors, , have engaged the services of a consultant, ("Consultant"), to assist them to solicit third party offers to either infuse additional equity in the Corporation or to acquire it in its entirety; and

WHEREAS, after diligent effort, Consultant has procured offers to either acquire all of the stock of the Corporation or to acquire an interest in the Corporation, and all proposals have been presented to, and carefully considered, by the Directors; and

WHEREAS, after careful consideration and deliberation, the Directors have determined that it is in the best interest of the Corporation to enter into a transaction with Catholic Health Initiatives, or an affiliate (collectively "CHI"), which would allow CHI to acquire an ownership interest (the "Transaction") in the Corporation from Northwest Physicians Network of Washington, LLC ("NPN") and Physicians of Southwest Washington, L.L.C. ("PSW"). CHI, SPH, NPN and PSW are each referred to herein as a "Party" and collectively as the "Parties". The general terms of the Transaction will be documented in those certain Definitive Agreements and related agreements executed by the Parties, such Definitive Agreements to include, but not be limited to, a Stock Purchase Agreement, an Asset Purchase Agreement, a Class R Preferred Stock Purchase Agreement and an Administrative Services Agreement and revisions to the Corporation's Amended and Restated Shareholder Agreement, the Amended and Restated Articles of Incorporation, and the Amended and Restated Bylaws, all substantially in the form of said Agreements attached hereto and incorporated herein as *Exhibits A, B, C, D, E* and *F* respectively (collectively the "Definitive Agreements"); and

WHEREAS, the Directors have proposed that the Corporation enter into the Definitive Agreements subject to any modifications or revisions, other than those changes which are materially different than those presented to the Directors, to the Definitive Agreements deemed necessary by Christine Tomcala, after consultation with Consultant and legal counsel for the Corporation; and

WHEREAS, the sale of the Class R Preferred Shares to CHI will require the amendment and restatement of the Articles of Incorporation and Bylaws of the Corporation currently in effect to accommodate the sale and incorporate portions of the Definitive Agreements.

NOW, THEREFORE, the following resolutions are adopted:

RESOLVED, that the Directors of the Corporation hereby affirm and approve the Definitive Agreements substantially in the forms attached hereto as *Exhibits A through D.*

FURTHER RESOLVED, that Christine Tomcala, as Chief Executive Officer of the Corporation, is hereby authorized to execute and deliver on behalf of the Corporation all of the Definitive Agreements with such changes, additions, deletions, and modifications, other than those changes which are materially different than those presented to the Directors, as Christine Tomcala may approve pertaining to the Definitive Agreements, and such execution shall be conclusive evidence of such approval and authorization thereof by the Directors.

FURTHER RESOLVED, that the Company is authorized to enter into and perform all obligations under the Definitive Agreements.

FURTHER RESOLVED, that the Directors recommend that the Asset Purchase Agreement substantially in the form attached hereto as *Exhibit B* be submitted to the Shareholders of the Corporation for approval with a recommendation that the Shareholders adopt and ratify such Asset Purchase Agreement.

FURTHER RESOLVED, that the Directors ratify and affirm the proposed changes to the Corporation's Amended and Restated Articles of Incorporation ("Amended Articles") substantially in the form proposed and attached hereto as *Exhibit E*, with any modifications deemed necessary by Christine Tomcala, other than those changes which are materially different than those presented to the Directors, and adopt and recommend that the Amended Articles, with any modifications deemed necessary by Christine Tomcala, be submitted to the Shareholders with the recommendation that they be approved.

FURTHER RESOLVED, that the Directors ratify and affirm the proposed changes to the Corporation's Amended and Restated Bylaws ("Amended Bylaws") substantially in the form proposed and attached hereto as *Exhibit F*, with any modifications deemed necessary by Christine Tomcala, other than those changes which are materially different than those presented to the Directors, and adopt and recommend that the Amended Bylaws, with any modifications deemed necessary by Christine Tomcala, be submitted to the Shareholders with the recommendation that they be approved.

FURTHER RESOLVED, that the Directors deem the Transaction to be fair and in the best interests of the Corporation and in the best interest of the Corporation's shareholders.

RESOLUTION AUTHORIZING EXECUTION OF OTHER NECESSARY AGREEMENTS AND DOCUMENTS.

WHEREAS, the actions authorized above may in certain cases require additional negotiation and finalization of ancillary or supportive documents, now, therefore, it is hereby

> RESOLVED, that Christine Tomcala, the Chief Executive Officer of the Company is hereby authorized to execute and deliver on behalf of the Company all additional documents necessary effectuate the intent of the Transaction and to accomplish the Transaction and the actions set forth above, with such changes, additions, deletions, and modifications as Christine Tomcala may determine necessary, such execution to be conclusive evidence of such approval.

RATIFICATION OF ACTIONS

WHEREAS, the Directors have reviewed all corporate actions since the last annual meeting held on September 13, 2012; now, therefore, it is hereby

> RESOLVED, that all actions and representations made or declared by the Directors since the last annual meeting are hereby ratified and confirmed in all respects.

The execution of this Consent shall constitute written waiver of any notice required by the Washington Business Corporation Act and the Corporation's Articles of Incorporation and Bylaws. This Consent may be executed in one or more counterparts, and by electronic facsimile signatures, the signature pages of which may be assembled together with one body of this Consent, all of which together shall constitute and shall become an act of the Board of Directors of the Corporation for purposes of the Corporation's Bylaws.

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Signature Page Follows

Consented to as of the 17th day of October, 2012.

DIRECTORS:

Patricia Briggs

Gary R. Goin, MD

Leonard Alenick, MD

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Rick Canning	Kari Glover

REDACTED VERSION

Consented to as of the 17th day of October, 2012.

DIRECTORS:

Patricia Briggs	Gary R. Goin, MD
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