

**FIRST AMENDMENT TO THE
INTEGRITY AGREEMENT
BETWEEN THE
OFFICE OF INSPECTOR GENERAL
OF THE
DEPARTMENT OF HEALTH AND HUMAN SERVICES
AND
CHRONIC DISEASE FUND, INC., D/B/A GOOD DAYS**

I. PREAMBLE

Chronic Disease Fund, Inc. d/b/a Good Days (Good Days) and the Office of Inspector General (OIG) of the United States Department of Health and Human Services (HHS) hereby enter into this First Amendment (Amendment) to the Integrity Agreement (IA) between Good Days and OIG that became effective on October 24, 2019.

Pursuant to Section XI.B of the IA, the IA may not be amended, except by written consent of the parties to the IA. Good Days and OIG hereby agree that the IA between Good Days and OIG shall be amended as described below in this Amendment.

II. AMENDMENT

Section III.F.1.a of the IA is amended to read as follows:

- a. All individual officers, directors, employees, and agents of CDF shall be independent from all Donors. No officer or employee of CDF receives or shall receive, directly or indirectly, any form of compensation from any Donor. No Board member shall participate in any CDF decision involving a Donor or a fund to which a Donor donates if such individual receives, or shall receive, directly or indirectly, any form of compensation from any Donor. No Donor, or immediate family member, director, officer, employee, or person otherwise affiliated with a Donor is or shall be eligible to serve as an officer, director, employee or agent of CDF. No former director, officer, or employee of a Donor who maintains an ongoing relationship with the Donor, (via consulting or otherwise), or immediate family members of such individuals shall serve as an officer, director, employee, or agent of CDF.

III. EFFECTIVE AND BINDING AGREEMENT

A. All terms and conditions of the IA not modified in this Amendment shall remain in effect for the remainder of the three-year period of compliance obligations that began on the IA’s Effective Date. The Effective Date of this Amendment shall be the date the final signatory signs this Amendment (Amendment Effective Date).

B. The undersigned CDF signatories represent and warrant that they are authorized to execute this IA. The undersigned OIG signatories represent that they are signing this IA in their official capacities and that they are authorized to execute this IA.

C. This IA may be executed in counterparts, each of which constitutes an original and all of which constitute one and the same IA. Electronically transmitted copies of signatures shall constitute acceptable, binding signatures for purposes of this IA.

ON BEHALF OF CHRONIC DISEASE FUND, INC. D/B/A GOOD DAYS

/Clorinda Walley/
Clorinda Walley
President and Chief Executive Officer
Good Days

9/14/22
DATE

/Elizabeth C. Keenan/
Elizabeth C. Keenan, Esq.
Miles & Stockbridge
Counsel for Good Days

9/14/22
DATE

**ON BEHALF OF THE OFFICE OF INSPECTOR GENERAL OF
THE DEPARTMENT OF HEALTH AND HUMAN SERVICES**

/Lisa Re/
LISA M. RE
Assistant Inspector General for Legal Affairs
Office of Inspector General
U. S. Department of Health and Human Services

2022.09.20
DATE

/Christina McGarvey/
CHRISTINA K. MCGARVEY
Senior Counsel
Office of Counsel to the Inspector General

2022.09.19
DATE