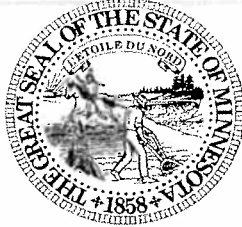


STATE OF MINNESOTA



MARK DAYTON
GOVERNOR

NOTICE OF APPOINTMENT

Brian Beutner

810 Westwood Drive South
Golden Valley, MN 55416
County of Hennepin
Congressional District 5

Because of the special trust and confidence I have in your integrity, judgment, and ability, I have appointed and commissioned you to have and to hold the office of:

REPRESENTATIVE OF SMALL EMPLOYERS

MINNESOTA INSURANCE MARKETPLACE

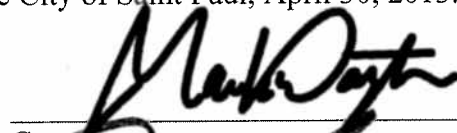

Effective: May 5, 2013

Term Expires: January 5, 2015

This appointment carries with it all rights, powers, duties, and emoluments granted by law and pertaining to this position until this appointment is superseded or annulled by me or other lawful authority or by any law of this State.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Great Seal of the State of Minnesota to be affixed at the Capitol in the City of Saint Paul, April 30, 2013.




Governor

Secretary of State

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President of the Senate

Cover Letter or Other Helpful Information:

I would like to express my interest in an appointment as one of the representatives on the MNSure Board. I have a unique background and set of experiences that qualify me to serve effectively in this role.

1. My corporate governance experience extends across decades of service to both for-profit entities ranging from start ups to Fortune 50 corporations as well as nonprofit organizations. My experience as a licensed attorney has honed my skills in corporate oversight. I understand the need for clear processes, openness and transparency.
2. I have a very good working knowledge of the current health care insurance market. I spent nearly seven years at UnitedHealth Group, including a couple of years as a leader of its insurance subsidiary, UnitedHealthcare.
3. I have worked in highly regulated industries – healthcare and financial services and understand the varied set of interests that a board must weigh when setting policy and direction for an entity in regulated fields.
4. For the past six years I have been CEO of a start up business. Knowledge about the issues facing a newly started organization will be important to MNSure. I have direct experience in what is needed to create a functioning organization from its infancy.
5. I can represent a number of the designated representatives on the MNSure board:
 - a. I have been a consumer of an individually purchased health insurance policy for eight years; navigating the current system and selecting insurance coverage for my family of four.
 - b. I have been the CEO of a small employer for the past six years. We initially could not afford to provide group health insurance for our employees, but chose to add that benefit and subsidize a portion of the premium expense for our employees as we grew.
 - c. I have a longstanding, demonstrable interest in health policy. I have served as an Adjunct Professor at Hamline University Law School, creating and teaching a course in the business of healthcare. I serve as a member of the Hamline University School of Law Health Law Institute Advisory Board.

Additionally, I have served on the board of directors of the Courage Center Foundation for many years, it has given me unique insights to the needs of vulnerable populations and persons with disabilities. The Courage Foundation is a supporting organization to the Courage Center. It is not responsible for the oversight of the healthcare operations of Courage Center, but tasked with oversight of the corpus and distribution of the assets of the Courage Center Foundation, which currently exceed \$55 million.

I am not a lobbyist, nor is my spouse an executive of an insurance carrier.

Beyond the technical and experiential qualifications, I have a firm belief that the Minnesota can continue to lead the country in advancing new and better methods for addressing needs of our community by increasing clarity, choice and innovation to the access and financing of health care for all Minnesotans.

I will consider it a lost opportunity if MNSure does the minimum necessary to ensure a market for traditional health insurance plans. The citizens of Minnesota have consistently embraced innovations in healthcare financing and MNSure is a vehicle to continue that tradition.

I appreciate your consideration of my application. I welcome the opportunity to serve my state and guide the establishment of MNSure to be a catalyst for what truly can be in healthcare.

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Resume or Other Helpful Information:

Brian K. Beutner

President of the Senate

Brian Beutner's professional career has been focused on helping clients adapt to a changing environment. Even in the earliest stages, his career centered on providing legal counsel to senior executives.

Currently, Brian is CEO of mPay Gateway, a venture-banked healthcare software company that has developed financial products and services to support healthcare's complex and unique payment environment. He has led mPay Gateway from a development stage company, through several fundraising rounds, to a profitable operating business.

Before joining mPay Gateway he maintained a consulting practice working with start-ups and their founders as they try to expand their innovative concepts into viable businesses. Sample engagements include: providing financing advice to medical device manufacturer, development of strategic plan for dual currency financial services innovator with healthcare applications, and development of business model for provider-based real-time healthcare information platform.

Prior to that, he spent nearly seven years as an executive in various capacities at UnitedHealth Group. For the last four years there he focused directly on the financial aspects of the healthcare system. He chartered Exante Bank (now OptumHealth Bank, \$2 billion in assets), the first successful bank built by a health care company, and served as the Chair of its Board for from its inception.

Prior to UHG, Brian spent eight years at Jostens, Inc. (a NYSE-listed company) working his way up through the Legal Department, eventually serving as General Counsel. At Jostens he had a leadership role in all M&A activity as well as its strategic and annual planning processes.

Brian's role both as a member of a senior management team and as a counselor to senior executives and boards of directors has enabled him to develop a broad base of skills and experience in the following areas:

Start Up and Growth Stage Company Management

- Recruit and establish effective Boards of Directors
- Managed public company boards
- Served on the boards of nearly one dozen start ups in various industries
- Recruited appropriate board members of various disciplines to grow board involvement
- Refine and articulate corporate strategy:
- For effective fundraising both start ups and growth stage companies
- For recruiting engaged leadership teams
- Raising capital
- Directly raised over \$12 million for mPay Gateway
- Involved in over \$25 million of equity raises for a variety of start ups

Completion of Strategic Transactions

- Lead the execution of complicated transactions
- Start-ups -- obtain charter for a de novo banking institution, wrote business plan for joint venture to merge the healthcare and financial services infrastructures
- Financial transactions – seller-financed dispositions, LBOs, venture capital, joint ventures
- Health insurance market exits; co-marketing, network access and reinsurance arrangements
- SEC, State Department of Insurance and other regulatory investigations
- Direct litigation strategy and management
- Multiple year "bet-the-company" litigation;
- Caseload of several hundred pieces of litigation

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Financial Acumen

- Assess and quantify the financial impact of legal risk decisions
- Extraordinary events such as restructurings, RIFs, plan shutdowns, market exits
- Business policy change impacts on cashflow and capital needs
- Cost cutting within functional department
- Maintained service levels while reducing department budget by 25%
- Re-oriented legal delivery model to reduce headcount by 40%

President of the Senate

External Relations

- Media – Dealt with high profile stories about managed care and significant litigation, including directing media approach and providing interviews
- Analysts – Ensured consistency between public filings and direct analyst contact

- Regulators – Worked with SEC, DOI and other regulators in adverse as well as routine circumstances. Initiated a program of proactively meeting with Commissioners of Insurance, Attorneys General and other regulators before issues arise, developed credibility
- Board of Directors – Managed agenda setting and communications for public and private companies, as well as non-profit entities

Leadership and Team Building

- Within legal department – built teams in adverse environments
- With sales force – restructured contractual relationships with minimal disruption
- With executive team:
- Moved department from a grudgingly accepted hurdle to a valued business partner
- Moved department from providing regulatory interpretation to business counsel

Provide Proactive Compliance

- Regulatory filings and compliance activities
- Develop preventative measures -- ethics program, securities trading compliance program, MD&A disclosure policy and procedure, and corporate governance policy and guidelines
- SEC compliance, board governance and other public company maintenance matters
- Managed and provided broad range of legal services, including educating clients on a variety of legal issues as well as how to best use an in-house legal department

PROFESSIONAL EXPERIENCE:

CEO, mPay Gateway, Inc. 8/07 – present
 Principal, AVEMAX, LLC 7/05 – present
 Member, Twin Cities Angels 7/05 – present
 Adjunct Professor, Hamline University School of Law 4/07 – 5/08

UnitedHealth Group 1/99 – 7/05
 Chair – Exante Bank 7/02 – 7/05
 Vice President – Healthcare Exchange 8/04 – 7/05
 General Counsel – Exante Financial Services 8/02 – 8/04
 Administrative Officer – UnitedHealth Financial Services 8/01 – 8/02
 General Counsel – UnitedHealthcare 9/99 – 8/01
 Deputy General Counsel and Assistant Secretary – UnitedHealth Group 1/99 – 9/99

Jostens, Inc. 5/91 – 12/98
 Acting General Counsel and Corporate Secretary 2/98 – 12/98
 Assistant General Counsel and Assistant Secretary 8/94 - 2/98
 Senior Counsel and Assistant Secretary 10/93 - 8/94
 Attorney 5/91 - 10/93

Oppenheimer Wolff & Donnelly 8/87 – 5/91
 Corporate Department Associate

EDUCATION:

University of Michigan Juris Doctor 1987

- Instructor for first year student writing program.
- AmJur Book Award recipient.

Wharton School of Business, Bachelor of Science
 University of Pennsylvania in Economics 1984

- Dual major -- Management and Finance.
- Instructor for graduate strategic planning course.

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COMMUNITY ACTIVITIES:

Board of Trustees, Courage Center Foundation (2006 – present); Chair (2010 – present)
Hamline University Law School, Health Law Institute Advisory Board (2006 – present)
James Sewell Ballet – Board Member (1995 – 2003); President (1998 – 2002)
Courage Center, A Toast to Courage Committee – Founding Member (1998 – present)

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