Document History Log

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| STATUS1 | DOCUMENTREVISION2 | EFFECTIVEDATE | DESCRIPTION3 |
| Baseline | 1.0 | November 15, 2005 | Initial version Uniform Managed Care Manual Chapter 5.3.2, “Financial Disclosure Report (Formerly 1318)”. |
| Revision | 1.1 | September 1, 2006 | Chapter 5.3.2 is modified to include the email address for HHSC Deliverables, Deliver@hhsc.state.tx.us.  |
| Revision | 1.2 | June 15, 2011 | Chapter 5.3.2 is modified in its entirety and replaces Form CMS-1513 (UMCM Chapter 5.3.3), OMB No. 0938-0086, and the Section 1318 Report. In addition, the name is changed from “Financial Disclosure Report (Formerly 1318)” to “MCO Disclosure Statement.” |
| Revision | 1.3 | January 1, 2012 | Chapter 5.3.2 is modified to specify applicability to Dental Contractors; to include disclosure regarding Affiliates, total MCO revenues, total assets, number of employees, and office space; to make clarifications; and to fix errors and typos. |
| Revision | 2.0 | August 28, 2015 | “Applicability of Chapter 5.3.2” is modified to add the Medicare-Medicaid Dual Demonstration and to add submission and naming requirements.Section A-1 “Summary” is added and previous Section A is re-lettered as A-2.Section A-2 “MCO identification and ownership” is modified to add disclosure requirements regarding: election of Board of Directors for certain forms of ownership; entities that are required to pay the Health Insurer Providers Fee; entities that may have contingent rights to a Medicaid managed care contract; and, entities that are “S corporations.” Section E “Affiliate subcontractors and transactions is modified to clarify that, for Affiliate subcontracts, the “most recent contract” would include the most recent pricing terms. In addition, a statement is added that any Affiliate transactions wherein the subcontract is inappropriately omitted from the Section E list, may be deemed to be unallowable costs. Exhibit A-2 “Description of Ultimate Owner” is modified to require MCO to disclose if organization receives funding under the 1115 Waiver and to clarify disclosure for certain MCO financial filings. Revision 2.0 applies to contracts issued as a result of HHSC RFP numbers 529-08-0001, 529-10-0020, 529-12-0002, 529-12-0003, 529-13-0042, 529-13-0071, and 529-15-0001; and to Medicare-Medicaid Plans (MMPs) in the Dual Demonstration. |
| Revision | 2.1 | December 1, 2023 | Chapter 5.3.2 is modified to include a question to determine if MCO has a prohibited affiliation as defined in 42 CFR § 438.610 Prohibited affiliations.“H. Prohibited Affiliations” is added and “H. Signed Attestation” is changed to “I. Signed Attestation”.Deleted page numbers in table of contents. |

**1** Status should be represented as “Baseline” for initial issuances, “Revision” for changes to the Baseline version, and “Cancellation” for withdrawn versions

2  Revisions should be numbered according to the version of the issuance and sequential numbering of the revision—e.g., “1.2” refers to the first version of the document and the second revision.

3 Brief description of the changes to the document made in the revision.

**Applicability of Chapter 5.3.2**

This statement is to be completed by each Managed Care Organization (MCO) that contracts with HHSC to provide Medicaid and or CHIP services in Texas. The term “MCO” includes health maintenance organizations (HMOs), exclusive provider organizations (EPOs), insurers, Dental Contractors, Medicare-Medicaid Plans (MMPs), and any other entities licensed or approved by the Texas Department of Insurance. If an MCO contracts with HHSC under more than one legal name, then the MCO should complete a separate statement for each such legal entity. The statement discloses information about the MCO, including ownership, type of entity, Affiliates (as defined in HHSC’s managed care contracts), and other related parties. The statement also discloses transactions with such parties, subcontracts, provider fraud, solvency, any criminal convictions, etc.

The statement must be submitted before beginning operations under a new contract, by September 1st annually thereafter, and as changes occur in the MCO’s status or responses (via an abbreviated change notification version – UMCM Chapter 5.3.2.1).

Note that HHSC’s request for information regarding the existence of possible transactions, arrangements, relationships, etc., does not confer or imply allowability or unallowability of the issue under inquiry. Unless otherwise instructed, the signed statement should be submitted to HHSC as a PDF file, showing written signature. Please fill-in the date this form is submitted in the designated space at the top of Page 1 of the form.

Per Federal regulations: *A Medicaid agency shall not approve a contract, and must terminate an existing contract, if certain contractors fail to disclose certain ownership and control information* (42 CFR 455.104).

Note that the final form of the PDF file that is sent to HHSC must be in a text-searchable format. PDF files that have images as pages, rather than selectable text, are subject to being returned for re-submission. The signature page may be in non-text-searchable format, containing an image.

File names for the submitted PDF files should start with a short version of the MCO’s name, followed by “Disclosure Statement,” followed by the date submitted. If it is a revised version, then add “REVISED” to the file name. If there are two different legal entities (Affiliates) submitting separate forms, use common name followed by an acronym to distinguish the entities. For example: *Amerigroup AIC – Disclosure Statement – 2015-08-29.pdf;* and, *Amerigroup ATI – Disclosure Statement – 2015-08-29.pdf.* Do not use ALL CAPS except for acronyms and to denote a revised file.

MCOs should complete all sections of UMCM Chapter 5.3.2.

*DATE SUBMITTED:*     \_\_\_ \_\_\_

# **A-1.** **Summary.**

1. Full legal name of the MCO that contracts with HHSC:

|  |
| --- |
|  |

2. Primary name known as (trade name, *dba*), if different than above:

|  |
| --- |
|  |

3. Name of MCO’s “Ultimate Owner,” from Section A-2, Item #15:

|  |
| --- |
|  |

4. This MCO participates in which HHSC Programs? Check all that apply: [ ]  STAR [ ]  CHIP [ ]  STAR+PLUS [ ]  STAR Health [ ]  Dental [ ]  MMP (Dual Demonstration) [ ]  STAR Kids

5. Does the Ultimate Owner have managed care contracts with HHSC via any other legal entities other than the MCO listed in Item #1 above? [ ]  Yes. [ ]  No. If yes, provide full legal name of each additional legal entity that contracts with HHSC, and the HHSC Program(s) that these other entities participate in:

6. If Item #5 above is checked Yes, has each such legal entity contracting with HHSC submitted a Disclosure Statement? [ ]  Yes. [ ]  No. If no, list each entity that has not, and explain why:

7. a) Legal status of MCO: [ ]  For-Profit [ ]  Tax-exempt (*aka* “non-profit”)

b) Legal status of Ultimate Owner: [ ]  For-Profit [ ]  Tax-exempt (*aka* “non-profit”)

*(Note: Tax-exempt status, also commonly referred to as “non-profit,” is as approved for the entity by the IRS, in accordance with Internal Revenue Code section 501. A “non-profit” entity may make, and retain, profits.)*

8. The Ultimate Owner, via its subsidiaries, [ ]  operates only in Texas; or, [ ]  is in multiple states.

9. Service Delivery Areas ("SDAs"). The MCO (including its Affiliates), with respect to Texas, [ ]  operates in only one SDA; or, [ ]  is in multiple SDAs within Texas Medicaid/CHIP managed care.

10. Does the MCO believe that it has certain contingent rights (including via its Ultimate Owner and/or any Affiliates), as prescribed under Texas Government Code, Section 533.004, to obtain a Medicaid managed care contract with HHSC in the course of a procurement? [ ]  Yes. [ ]  No.

11. Is the MCO (or the MCO’s owner, as a result of its ownership of the MCO) required to pay the Health Insurer Providers Fee, as established by Section 9010 of the Affordable Care Act? [ ]  Yes. [ ]  No.

12. Does the Ultimate Owner, directly or indirectly, wholly or partially, own, control, operate, or lease any hospitals? [ ]  Yes. [ ]  No. If yes, name the largest hospital:

13. Does the Ultimate Owner, directly or indirectly, wholly or partially, own or control any of the following types of health services providers, networks, or facilities (check each that may apply):

[ ]  Behavioral Health [ ]  Vision [ ]  Pharmacy Benefit Management [ ]  physician groups [ ]  health clinics [ ]  emergency centers [ ]  diagnostic or specialty**\*** [ ]  none of these

***\**** *“diagnostic or specialty” includes facilities that provide such services as x-ray, blood work, colonoscopy, labs, chemotherapy, physical therapy, counseling, rehabilitation, DME supplies, nursing home, and similar*

14. Show the total annual revenues from all sources during the most-recent 12 months:

 For the MCO:       For the Ultimate Owner:       (includes MCO revenues)

15. Which financial statements are filed by the Ultimate Owner? Check each that may apply:

[ ]  SEC 10-K [ ]  IRS Form 990 [ ]  County Hospital District annual financial statements or County Comprehensive Annual Financial Report [ ]  IRS Form 1120 [ ]  none of these

16. Which financial statement checked above is available on-line?

Provide direct URL link to latest filing:

# **A-2.** **MCO identification and ownership.**

1. Full legal name of the MCO that contracts with HHSC:

|  |
| --- |
|  |

2. Any other names. Doing business as (DBA), trade name(s), abbreviation, nickname, acronym, former name(s), etc. (List any and all, if different from legal name):

3. Primary street (physical) address of MCO, including zip code, area code and main phone number:

4. Primary mailing address of MCO, if different from physical address:

5. Website address(es) (list any and all home-page URLs):

6. a) State of incorporation of MCO:

 b) MCO’s Employer Identification Number (EIN):

7. “S Corp” status: Is either the MCO, or the Ultimate Owner (as named in Item 15 below), classified for US income tax purposes as an “S corporation,” as defined under Internal Revenue Code Chapter 1, Subchapter S? MCO: [ ]  Is an S Corp [ ]  Is not an S Corp

 Ultimate Owner: [ ]  Is an S Corp [ ]  Is not an S Corp

 8. Top Officer/Executive. Name, title, and location of the top officer or executive of the MCO:

9. Primary Contact. Indicate MCO’s present designated primary contact for HHSC. Include name, title, email address, phone #, mailing address, fax #, office location, and the name and title of the person to whom the primary contact reports.

10. Senior Executives and Top Management, etc., of the MCO

a) Provide full names (with full titles) of any and all persons presently holding title(s) of (or similar to) the following, with respect to the legal entity of the MCO:

* + Chairman, CEO, President, COO, (E)VP-Operations, Executive Director, Managing Director, General Manager, Chief Administrative Officer, Partner; and,
	+ CFO, (E)VP-Finance, Chief Accounting Officer, Controller, Director of Finance and/or Accounting, Finance Manager, Accounting Manager, Treasurer, Financial Functions Manager; and,
	+ Medical Director, Chief Medical Officer.

Include and indicate the MCO’s top financial person. Include all executives who sign contracts on behalf of the MCO with HHSC, and those who sign tax returns or regulatory filings, and indicate these on list. Include all officers of the corporation.

Also include other MCO employees, if any, that have employment agreements that provide for any annual compensation in excess of $250,000, including the potential value of contingent (e.g., performance) pay, bonuses, options, allowances, severance pay for change in control, and any benefits in excess of that provided to most salaried employees. Include anyone not already indicated above who is one of the five highest paid employees in the MCO.

Include any MCO Board of Directors member or 5+% owner, if such individual has either a company salary or a consulting agreement (or both), which (separately or combined) is in excess of $125,000 per year, including the value of any bonuses, options, allowances, etc.

Provide titles for everyone in the list, and indicate which of the criteria above places them on the list. Use an additional page if needed.

Note: It is not necessary to disclose the total amount of the compensation package(s); but only whether they meet the disclosure threshold.

b) Indicate if any person named in (a) above:

i) has a 5% or more ownership interest (directly, or indirectly through one or more intermediaries) in any of the MCO’s subcontractors, network providers, or in any other MCO:

[ ]  Yes. [ ]  No. If yes, provide name(s):

ii) is related as spouse, parent, child or sibling to any person with a 5% or more ownership in any of the MCO’s providers or in any other MCO:

[ ]  Yes. [ ]  No. If yes, provide name(s):

iii) is a corporate officer, Board of Directors member, partner, senior executive, or is in any manner part of top management, or holds an employment contract or consulting agreement, with any of the MCO’s providers or in any other MCO:

[ ]  Yes. [ ]  No. If yes, provide name(s):

iv) is related as spouse, parent, child or sibling to any person who is a corporate officer, Board of Directors member, partner, senior executive, or is in any manner part of top management, or holds an employment contract or consulting agreement, with any of the MCO’s providers or in any other MCO:

[ ]  Yes. [ ]  No. If yes, provide name(s):

v) has been, in the last five years, sanctioned, fined, prohibited from certain activities or holding certain positions, or otherwise restricted or penalized, by the US Securities and Exchange Commission (SEC):

[ ]  Yes. [ ]  No. If yes, provide name(s):

c) In the last 12 months, has there been a change in the MCO’s senior operating executive (i.e., the CEO or equivalent), Medical Director, senior financial executive, or in audit firms, or in the person to whom the MCO’s senior operating executive reports (at a parent, if any):

[ ]  Yes. [ ]  No. If yes, please identify:

11. Board. Does the MCO have a Board of Directors?

[ ]  Yes. [ ]  No.

If yes:

1. indicate the number of members:
2. list the full name of each. Indicate beside each name whether the person is an employee of the MCO, or an employee, corporate officer, or Board of Directors member of the MCO’s parent or any Affiliate. Use additional page if needed.

12. Type of ownership of MCO (select one):

a) [ ]  The MCO is privately held or controlled by one entity or individual, etc., which is non-governmental. For example, the MCO is a wholly-owned subsidiary of a larger corporation or holding company.

b) [ ]  The MCO is privately held or controlled by more than one entity or individual or partner, etc (but not publicly traded or listed on a stock exchange).

c) [ ]  The MCO is owned by a governmental entity (e.g., owned by a County Hospital District).

d) [ ]  The MCO itself is owned directly by multiple unaffiliated stock holders, where stock is listed and can be traded on a stock exchange, wherein no individual or entity, or affiliated group of individuals or entities, has control.

e) [ ]  The MCO is a mutual insurance company, owned entirely (and directly) by policy holders.

f) [ ]  Other. Describe/explain:

13. Owner’s name. If ownership status box (a), (b), (c), or (f ~~e~~) was selected above, list the full legal name(s) of the Direct Owner(s) or controlling entity:

Full legal name:

For purposes herein, a “Direct Owner” is the entity that directly owns the legal entity of the MCO, without any intermediaries.

Note that in any case where there is no higher-level owner (such as in the case of a mutual insurance company), then certain information on Exhibit A-2 is still required; see Item 16(c) below.

1. Ownership chain.

a) Does the Direct Owner entity have a parent entity or controlling entity? If the ownership status box (a), (b), or (f) above was selected, is/are the owner(s) listed under Item 13 above the Ultimate Owner(s) (as defined under Section A-2 Item 15) of the MCO?

[ ]  Direct Owner *is* the Ultimate Owner (i.e., the owner listed under Item 13 is not in turn privately held or controlled)

[ ]  Direct Owner is *not* the Ultimate Owner (i.e., the owner listed under Item 13 is in turn privately held or controlled)

b) If the answer to (a) above indicates that the Direct Owner is *not* the Ultimate Owner, are there one or more entities between the Direct Owner and the Ultimate Owner (as defined in Item 15 below)?

[ ]  Yes. [ ]  No.

If yes, list the chain of ownership/control, on the attached page labeled as **Exhibit A-1**. For each entity between the Direct Owner and the Ultimate Owner, provide: mailing address, phone number, website address (if any), name and title of top officer, state of incorporation, EIN (Employer Identification Number), and profit/non-profit organizational status indication. Also include this information for the Direct Owner.

15. Ultimate Owner’s name. The “Ultimate Owner” means the legal entity (or individual) that is the final and top-most owner (or controlling entity) of the MCO, and is not owned/controlled by any other party or parties. That is to say, the Ultimate Owner(s) is/are either a publicly-traded corporation, or private person(s), a domain of a governmental body, or an independent non-profit foundation/charity (wherein the foundation does not in turn have one or more controlling members), etc. There may be one or more legal entities between the Direct Owner and the Ultimate Owner. For purposes herein, in the case of publicly-traded corporations listed on a stock exchange, the Ultimate Owner is considered to be the public corporation, rather than the stockholders who own shares in the public corporation, so long as no stockholder owns more than 20%, and no stockholder has effective control over the corporation.

If the answer to Item 14 above indicates that the Direct Owner is *not* the Ultimate Owner, then list the full legal name of the Ultimate Owner(s). (There should be more than one name *only if* the ultimate ownership is divided. If so, state the ownership share proportions. This should rarely be the case, such as joint ventures/partnerships.) If the answer to Item 14 above indicates that the Direct Owner is also the Ultimate Owner, then repeat the answer to Item 13 here.

Ultimate Owner (full legal name):

16. Description of Ultimate Owner. For the items below, use separate page(s) for each owner if there is more than one Ultimate Owner (i.e., divided ownership). If there is divided ownership, indicate if there is, or is not, any affiliation or any relationship as spouse, parent, child or sibling between any of the owners.

a) With respect to the Ultimate Owner(s) shown in Item 15, fill in all information on the attached page labeled as **Exhibit A-2**.

b) Indicate if the Ultimate Owner(s) is (are) related as spouse, parent, child or sibling to any person or entity with a 5% or more ownership in any other MCO or in *any* Medicaid provider.

c) If the MCO itself is the Ultimate Owner, **Exhibit A-2** must be completed with the information required in the following Item #s: 1, 9(b)(ii) & (iii), 10(c), 11, 12, 15(b), and 15(c)(i) & (ii).

17. Change in ownership or control. Indicate any changes with respect to either the MCO or its Ultimate Owner. This would exclude normal market stock transactions for MCOs (or Ultimate Owners of MCOs) that are publicly-traded corporations listed on a stock exchange, assuming that the stock purchase or sale:

* does not result in a change of either the majority ownership, or of effective control of the corporation; and,
* with respect to any given buyer (or seller), represents transactions that aggregate to no more than 15% of the total stock of the entity.

a. Has there been a change in ownership or control within the last year?

[ ]  Yes. [ ]  No. If yes, give date:       and describe:

b. Do you anticipate any change of ownership or control within the next 12 months?

[ ]  Yes. [ ]  No. If yes, approximately when?       Describe:

18. MCO Board of Directors elections for certain forms of ownership. Please answer and briefly describe the following if either box (e) ("Mutual insurance company") or (f) ("Other") was checked under Item 12 ("Type of Ownership") above:

1. How, and by whom, are Board Directors nominated?
2. Who votes on the election of Board Directors?
3. Do certain entities or individuals have more votes than other entities or individuals? [ ]  Yes. [ ]  No. If Yes, describe.
4. Do the parties that vote receive some form of financial statements? [ ]  Yes. [ ]  No.
5. Who can remove a Board Director?
6. When was the last time, excluding resignations, a Board Director was removed?
7. What proportion of Board Directors are outsiders?
8. How long, in number of years, is the average tenure of the present Board Directors?
9. What are the term lengths of Board membership?
10. Are Directors frequently re-appointed or re-elected at the end of their terms?
11. Do Board Directors receive any form of compensation or remuneration? [ ]  Yes. [ ]  No. If Yes, describe:

19. MCO financial statements (this item does *not* refer to the MCO’s owner).

a) Does the MCO file financial statements with CMS, such as the Federal Health Plan Management System (HPMS) Fiscal Soundness Module (FSM)? [ ]  Yes. [ ]  No.

b) Does the MCO file financial statements with the Texas Department of Insurance (TDI)? [ ]  Yes. [ ]  No.

c) Does the MCO file financial statements with the National Association of Insurance Commissioners (NAIC)? [ ]  Yes. [ ]  No

d) If the MCO is a mutual insurance company, does it distribute financial statements in some form to its policy holders (owners)? [ ]  Yes. [ ]  No.

e) Does the MCO file IRS returns under its own name (as opposed to being included within the tax return of a parent), either in terms of an IRS Form 1120, Form 990, or other? [ ]  Yes. [ ]  No

*If MCO checked “Tax-exempt” in Section A-1, Item #7(a), and is not part of a governmental entity, and does not file a Form 990, explain:*

f) In addition to the above, and to HHSC’s FSR, does the MCO produce any other financial statements (income statement, balance sheet, cash flow statement, notes, management discussion, audit letters, etc.)?

[ ]  Yes. [ ]  No. If yes,

i ~~a~~) indicate frequency: [ ]  annual only; [ ]  annual & quarterly, but not monthly; [ ]  monthly & annually

ii ~~b~~) indicate if they are audited: [ ]  annually; [ ]  no, or very infrequently; [ ]  other (explain):

iii ~~c~~) indicate if these other financial statements ~~they~~ are publicly disclosed: [ ]  Yes. [ ]  No. If yes, provide web URL or, if not on the internet, provide report name, and the email, phone and contact name for obtaining copy:

20. Auditor. Provide the name, mailing address, main phone number, and website address of the MCO’s audit firm. Also provide a contact name, with title, phone number, physical location, and email address. Indicate the approximate number of consecutive years (to the present) that the MCO has used this audit firm as its primary financial auditor.

21. Revenues, employees, offices, etc.

a) Total MCO revenues from all sources during most recent 12 months: $       Million.

b) Percentage of the total MCO revenues that are from contracts with HHSC:      %.

c) Total assets of the MCO at the end of the most recent quarter: $       Million.

d) Net equity [net worth] of the MCO at the end of the most recent quarter: $       Million.

e) Approximate total number of MCO employees and workers:      .

f) Is the MCO location listed in item 3 above the top headquarters of the MCO? [ ]  Yes. [ ]  No.

g) # of separate MCO offices/facilities/locations in Texas:      .

h) Approx. total square footage of MCO offices/facilities/locations in Texas:      .

# **B.** **Parties-in-Interest.**

“Parties-in-Interest” is a broad term that includes Affiliates as well as other entities and individuals that may not have an ownership connection. For example, the MCO’s Parties-in-Interest includes all of the following (where such individuals may be associated with either the MCO or any of its Affiliates): Board of Directors members, corporate officers, executives, partners, and the relatives of such individuals.

Since Medicaid and CHIP are funded in part by the Federal government, these programs are subject to various Federal rules, regulations, and laws. As such, contracting parties, such as MCOs, as well as those who subcontract with MCOs, are subject to various disclosure (and other) requirements concerning Affiliates and the broader category of Parties-in-Interest. In addition to listing ownership and control information, other information is required concerning transactions with such parties that involve any of the following:

[ ]  1. the leasing or sale of property;

[ ]  2. mortgages, notes, and the lending of money or extension of credit;

[ ]  3. rights to a percentage of profits; and

 4. certain day-to-day business transactions *[NOT REQUIRED AT PRESENT]*

See the attached **Exhibits B-1 through B-3** (in landscape mode) for the format to report Affiliate and Parties-In-Interest transactions with respect to these classifications. Check each box above for which the corresponding page is attached with a positive response.

# **C.** **Criminal convictions, or debarment/suspension.**

If any of the questions below are answered "Yes," list names and addresses of individuals, corporations, or other entities on the page labeled **Exhibit C**. Indicate the question number and the person’s (or organization’s) name, the type of conviction/exclusion, etc., and whether it is related to any program under Medicare, Medicaid, or Title XX.

For purposes herein, “ownership or control” also encompasses having *any* rights to profits.

1. Criminal convictions.

a) *Entities with ownership or control.* Are there any individuals or organizations having a direct or indirect ownership or control interest of five percent or more of the MCO (or of its subsidiaries, Direct Owner, or Ultimate Owner) that have been convicted of a criminal offense?

 [ ]  Yes. [ ]  No.

b) *Management and other individuals.*  With respect to the MCO (including the MCO’s subsidiaries, its parent, its Ultimate Owner, and any other Affiliates with whom the MCO has transactions), are there any Board of Directors members, corporate officers, executives, partners, agents, or persons with employment contracts or consulting contracts over $125,000 that have ever been convicted of a criminal offense?

 [ ]  Yes. [ ]  No.

c) *Relatives of Individuals.*  With respect to the individuals inquired about in Items 1(a-b) above, are any of them related as spouse, parent, child or sibling to anyone that has been convicted of a criminal offense involving Medicaid, Medicare, or any government procurement, government contract, or regulatory filing or reporting?

 [ ]  Yes. [ ]  No.

1. Debarment, suspension, or exclusion.

a) *Employees and certain individuals.* With respect to the MCO (including the MCO’s subsidiaries, its parent, its Ultimate Owner, and any other Affiliates with whom the MCO has transactions), are there any Board of Directors members, corporate officers, executives, partners, agents, or persons with employment contracts or consulting contracts over $125,000 that have ever been debarred, suspended, or otherwise excluded (by law or by the government) from participating in any contract paid with Federal or State funds, or in government procurement activities under either:

* the Federal Acquisition Regulation (FAR) [reference <https://www.acquisition.gov/far/current/html/Subpart%209_4.html> ], *or*
* [Executive Order No. 12549](http://www.epa.gov/isdc/eo12549.htm) [reference 3 CFR 1986 Comp., p. 189]?

This would include any instance where the individual is or was listed on the Office of Inspector General List of Excluded Individuals and Entities (LEIE), the General Services Administration (GSA) Excluded Parties List System (EPLS), a state exclusion list, the Medicare exclusion database, or any similar list.

[ ]  Yes. [ ]  No.

See also the HHSC [Certification](http://www.hhsc.state.tx.us/about_hhsc/Contracting/rfp_attch/DebarSuspension.pdf) regarding debarment, etc.

b)  *Relatives.* With respect to the employees and individuals inquired about in Item 2(a) above, are any of them related as spouse, parent, child or sibling to anyone that has been debarred, suspended, or otherwise excluded (by law or by the government) from participating in any contract paid with Federal or State funds, or in government procurement activities (as further described in Item 2(a) above)?

[ ]  Yes. [ ]  No.

c) *Subcontractors.* Does the MCO subcontract, or have any other relationship not already covered above, with any entity or individual that has disclosed to the MCO that it has been, or that the MCO knows or reasonably should have known that has been debarred, suspended, or otherwise excluded (by law or by the government) from participating in any contract paid with Federal or State funds, or in government procurement activities (as further described in Item 2(a). above)?

[ ]  Yes. [ ]  No.

# **D.** **Largest non-affiliate subcontractors.**

1. With respect to the magnitude of payments by the MCO related to the HHSC contract(s), list below the name of the MCO’s five largest contractor/subcontractor/providers that are not Affiliated in any way with the MCO.  *List in descending order of annual dollar payments to such entities*, and provide the approximate annual value of payments to each. This would include hospitals and other providers (if such legal entity is among the MCO’s five largest subcontractors). Also provide a brief name for the type of service provided by each subcontractor (e.g., Vision, Behavioral Health, Hospital Services, Physician Services, Claims Processing, etc). Estimated amounts should be abbreviated to the nearest million $ (e.g., $3,000,000 = $3M):

 Amt ($-M), Service Subcontractor Name (full legal name)

1.
2.
3.
4.
5.

 2. For each of the five entities named in Item D-1 above, list the full legal name of the ultimate owner of the subcontractor *(these are the owners of the entities listed above; do not repeat the same names as in D-1)*:

1.
2.
3.
4.
5.

3. Relationships.

a.) Are any of the subcontractors listed in Item D-1 affiliated with each other in any way (where one is a subsidiary of the other, or wherein two of them share, directly or indirectly, a common parent, etc.)? This would include any situation wherein there is any person or entity with an ownership or controlling interest, directly or indirectly, in any of the subcontractors listed in Item 1 above, that also has an ownership or controlling interest, directly or indirectly, in one or more of the other subcontractors listed in Item D-1 above.

 [ ]  Yes. [ ]  No.

 If Yes, indicate which subcontractors, the relationship, and the owning/controlling entity:

b.) Is there any person with an ownership or controlling interest, directly or indirectly, in any of the subcontractors listed in Item D-1 above, that is also listed above in Section A-2, Item 10(a) (“Senior Executives and top Management, etc.”)?

 [ ]  Yes. [ ]  No.

If Yes, indicate which subcontractor(s) and which person(s) from Section A-2, Item 10(a):

c.) Is there any person or entity with an ownership or controlling interest, directly or indirectly, in any of the subcontractors listed in Item D-1 above, that also has an ownership or controlling interest, directly or indirectly, in the MCO or any of the MCO’s Affiliates?

 [ ]  Yes. [ ]  No.

 If Yes, indicate which subcontractor(s), the relationship, and the owning/controlling entity:

# **E.** **Affiliate subcontractors and transactions.**

1. List below the full legal names of ALL Affiliate entities with which the MCO does business, for which any costs may be included in the FSR, either directly or indirectly, via assessments, overhead rates, etc. Include all Affiliates that the MCO has had such transactions with in the past twelve months, and all that the MCO anticipates it will have transactions with in the next twelve months. Any such Affiliate entities with annual transactions with the MCO of less than $500,000 ($0.5M) may be excluded if the MCO has five or more entities listed below. Note that “Affiliate” is a contractually defined term; see the contract Terms & Conditions, in the Definitions section. For example, an Affiliate transaction will exist if the MCO’s parent organization provides any sort of administrative services for the MCO and assesses the MCO for it (directly or indirectly), or if any MCO staff whose salaries are included in the FSR are technically employees of a different legal entity than that of the MCO. *If any Affiliates are inappropriately omitted from this list, MCO transactions with such entities may be deemed to be unallowable costs on the FSR.*

*List in descending order* of annual dollar payments to such entities, and provide the approximate annual value of payments to each. Estimated amounts should be abbreviated to $-Millions. Also provide a brief name for the type of service provided by the Affiliate (e.g., Admin Services, Vision, Behavioral Health, Hospital Services, Physician Services, etc).

 Amt ($-M), Service Affiliate Name (full legal name)

1.
2.
3.
4.
5.

2. For each Affiliate listed above, provide the Affiliate’s full address, and any DBAs used (if none, so state). If the Affiliate is owned or controlled by another entity, then list the full legal name of the Affiliate’s ultimate owner; otherwise, state: *“(not owned or controlled by another entity).”* Provide the date of the most recent contract(s) between the Affiliate and the MCO, as described in item E(1) above. Indicate if full and complete executed copies of all of the most recent such contracts have already been submitted to HHSC Medicaid/CHIP Division, Health Plan Management. Use a separate page if needed. *Note that the “most recent contract,” as referenced below, would include the latest pricing terms.*

a) DBA:

Ultimate Owner:

Affiliate address:

Most recent contract date:

Most recent contract submitted to HHSC Health Plan Management? [ ]  Yes. [ ]  No.

b) DBA:

Ultimate Owner:

Affiliate address:

Most recent contract date:

Most recent contract submitted to HHSC Health Plan Management? [ ]  Yes. [ ]  No.

c) DBA:

Ultimate Owner:

Affiliate address:

Most recent contract date:

Most recent contract submitted to HHSC Health Plan Management? [ ]  Yes. [ ]  No.

d) DBA:

Ultimate Owner:

Affiliate address:

Most recent contract date:

Most recent contract submitted to HHSC Health Plan Management? [ ]  Yes. [ ]  No.

e) DBA:

Ultimate Owner:

Affiliate address:

Most recent contract date:

Most recent contract submitted to HHSC Health Plan Management? [ ]  Yes. [ ]  No.

# **F. Solvency issues.**

1. Potential solvency issues, and other indications.

1. Does the MCO (or any of its subsidiaries, its Direct Owner, or Ultimate Owner) anticipate the possibility of filing for bankruptcy within the next 12 months?

[ ]  Yes. [ ]  No. If yes, approximately when?

1. Does the MCO (or any of its subsidiaries, its Direct Owner, or Ultimate Owner) have, or anticipate having, any of the following in the next 12 months:

i) a negative net equity (net worth)?

[ ]  Yes. [ ]  No.

ii) a negative “tangible net worth” (defined herein as net equity, less goodwill and other intangible assets)?

[ ]  Yes. [ ]  No.

iii) total current liabilities that exceed total current assets?

[ ]  Yes. [ ]  No.

1. With respect to the MCO (including its subsidiaries, its Direct Owner, and Ultimate Owner), and only with respect to items in excess of $250,000, are either of the two following items presently in effect: 1) a default on any covenants, terms, or conditions of any loans, notes, mortgages, or credit facilities; or 2) receipt of any (uncured or unresolved) legal Notification of Default?

[ ]  Yes. [ ]  No.

1. Has the audit firm of the MCO (or the audit firm(s) of any of the MCO’s subsidiaries, its Direct Owner, or Ultimate Owner) issued in any audit or set of financial statements in the last 12 months:

i) a “going concern” statement or warning? This includes any similar statement made by the MCO (or any of its subsidiaries, its Direct Owner, or Ultimate Owner) in a regulatory filing or in a report to shareholders or owners.

[ ]  Yes. [ ]  No.

ii) a qualified opinion?

[ ]  Yes. [ ]  No.

1. In the last three years, has any audit firm of the MCO (or the audit firm(s) of any of the MCO’s subsidiaries, its Direct Owner, or Ultimate Owner) resigned, been terminated or replaced, gone out of business, been sued or served adversarial legal correspondence by the MCO or one of its Affiliates or agents, or refused to issue a written opinion satisfactory to the audited entity?

[ ]  Yes. [ ]  No.

1. In the last two years, has the MCO suffered losses to such an extent that the MCO has had to (or anticipates that it may have to) seek or obtain capital infusion(s), lines of credit, asset sales, parental loans or other assistance, or other sources of supplemental operating cash?

[ ]  Yes. [ ]  No.

1. In the last 12 months, on a cumulative basis, has the MCO, or its Direct Owner or Ultimate Owner, reduced its total organizational headcount (including contract workers, etc) by 15% or more?

[ ]  Yes. [ ]  No.

2. Potential exit, or reduction in participation. Is the MCO anticipating a possible exit from or a material reduction in its participation in Medicaid/CHIP in Texas? This would include exiting a Service Area, or a Program, or, a 15+% drop in membership levels within a given Program/Service Area.

 [ ]  Yes. [ ]  No.

3. Ownership or controlling interest in certain non-Medicaid entities. Is there any person or entity with an ownership or controlling interest in the MCO that also has an ownership or controlling interest in an entity that does not participate in Medicaid but is still required to disclose certain ownership and control information due to participation in a program established under titles V, XVIII, or XX of the Social Security Act?

[ ]  Yes. [ ]  No.

If yes, indicate each such entity’s name. Use an additional page if needed.

4. Other disclosures. If the MCO believes that there is anything else that may be material to disclosure or ownership/control issues, or that *would be needed in order to avoid being possibly misleading*, please provide information on the attached page labeled as **Exhibit F**. The MCO may also use this exhibit if it wishes to provide clarifications, explanations, additional information, etc., on any topic in this document. Any such submission *cannot* be in lieu of other information required herein. MCO may *not* state “see attached Exhibit G” (or any other exhibit or attachment) as the primary answer or response to a question.

Check here [ ]  if such supplementary Exhibit is attached with a positive response.

# **G.** **List of Exhibits attached.**

Note: *All Exhibits must be attached, even if the response is a negative one (i.e., nothing to report). Do not leave an Exhibit blank; if there is nothing to report, so indicate on the Exhibit.*

Exhibit Section

 # Reference Exhibit name

A-1: A-2.14.b. Chain of Ownership

A-2 A-2.16. Description of Ultimate Owner

B-1 B.1. Parties-In-Interest: leasing or sale of property

B-2 B.2. Parties-In-Interest: mortgages, notes, and the lending of money or extension of credit

B-3 B.3. Parties-In-Interest: rights to a percentage of profits

n\a n\a Parties-In-Interest: certain day-to-day business transactions *[NOT REQUIRED AT PRESENT]*

C C Criminal convictions, or debarment/suspension

F F.4. Other disclosures

            (any other attachments or extra pages provided by MCO):

# **H. Prohibited Affiliations.**

Does the MCO currently have a prohibited affiliation as defined in 42 CFR § 438.610?

[ ]  Yes. [ ]  No. If yes, please describe each incidence and the steps that will be taken to ensure compliance with 42 CFR 438.610:

# **I.** **Signed Attestation.**

I hereby attest that the information contained in this MCO Disclosure Statement, including the attached Exhibits, is complete, comprehensive, accurate, and not misleading, to the best of my knowledge.

Legal Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_

Printed name:       Date signed:

Title:

 *(must be Chief Executive Officer, or the MCO’s equivalent)*

On behalf of:

 *(MCO’s legal name)*

WHOEVER KNOWINGLY AND WILLFULLY MAKES OR CAUSES TO BE MADE A FALSE STATEMENT OR REPRESENTATION OF THIS STATEMENT, MAY BE PROSECUTED UNDER APPLICABLE FEDERAL OR STATE LAWS. IN ADDITION, KNOWINGLY AND WILLFULLY FAILING TO FULLY AND ACCURATELY DISCLOSE THE INFORMATION REQUESTED MAY RESULT IN DENIAL OF A REQUEST TO PARTICIPATE, OR WHERE THE ENTITY ALREADY PARTICIPATES, A TERMINATION OF ITS AGREEMENT OR CONTRACT WITH THE STATE AGENCY.

***[ SEE EXHIBITS ATTACHED FOLLOWING THIS PAGE. ]***

**EXHIBIT A-1 – CHAIN OF OWNERSHIP**

***(Reference: Section A-2, Item14* of the MCO Disclosure Statement*.)***

If the Direct Owner is not the Ultimate Owner, and, there are one or more entities between the Direct Owner and the Ultimate Owner (as defined in A-2, Item 15. above), then list on this exhibit the chain of ownership. If such is not the case, state so here:

**[ ]**  The Direct Owner of the MCO is the Ultimate Owner. There are no entities between the Direct Owner of the MCO and the Ultimate Owner.

Otherwise, for each entity between the Direct Owner and the Ultimate Owner, and starting with the Direct Owner, provide below the following information: mailing address, phone number, web-site address (if any), name and title of top officer, state of incorporation, Employer Identification Number (EIN), and profit/non-profit organizational status indication. If ownership share is less than 100%, note the share, the name of the entity holding the remainder; and provide the information described in this paragraph for the entity.

**EXHIBIT A-2 – DESCRIPTION OF ULTIMATE OWNER**

**(Reference: Section A-2, Item 16 of the MCO Disclosure Statement)**

1. Full legal name of the Ultimate Owner of the MCO (as defined in Section A-2, Item 15):

2. DBA, trade name(s), abbreviation, nickname, acronym, former name(s), stock ticker symbol, etc (list any and all, if different from legal name):

3. Primary street (physical) address of Ultimate Owner, including zip code, area code and main phone number:

4. Primary mailing address of Ultimate Owner, if different from physical address:

5. Web site address(es) of Ultimate Owner (list any and all home-page URLs, excluding those of subsidiaries):

6. a) State of incorporation of Ultimate Owner:

b) Ultimate Owner’s EIN (Employer Identification Number):

7. Legal status of Ultimate Owner: [ ]  For-Profit [ ]  Tax-exempt (*aka* “non-profit”)

|  |
| --- |
| **\*** *Note*: Items #8, 9, & 10 below are not subject to the “as changes may occur” notification requirement. |

8. Employees (as of the most recent quarter end):

Total number of employees and workers (in the broadest sense, including all wholly-owned subsidiaries):

9. Revenues (as of the most recent quarter end):

a) Annual revenues of Ultimate Owner in the last 12 months (all lines and sources of business and funds, operating and non-operating, including the MCO and all other subsidiaries): **$**

b) Percentage of the Ultimate Owner’s total revenues that are:

1. contributed by the MCO: **%**
2. derived from Medicaid/CHIP full-risk capitated managed care: **%** *(all subsidiaries, all states; includes via the MCO).*
3. derived in Texas:      **%** *(all subsidiaries, all forms of business).*

10. Assets and Equity for all lines and sources of business, including the MCO and all other subsidiaries:

 a) Total assets of the Ultimate Owner (nearest preceding quarter-end): **$**

 b) Net Equity (net worth) of the Ultimate Owner: $

 c) “Tangible Net Worth” (i.e., net equity, less goodwill and other intangible assets calculate from other balance sheet items as may be necessary): $      (*Note*: Item (c) should be less than item (b), unless MCO has no intangible assets, including no goodwill.)

 d) Date corresponding to the above balance sheet amounts:

11. Types of business. Other businesses in which the Ultimate Owner engages or receives funds, directly or via subsidiaries (check all that may apply):

[ ]  non-capitated Texas Medicaid (incl. 1115 Waiver, Fee-for-Service, DSH, UPL, PCCM, etc.)

[ ]  capitated full-risk Medicaid/CHIP managed care in other states; if so, total # of states (incl. TX):

[ ]  hospital services (owns, leases, and/or operates one or more hospitals)

[ ]  physician services (directly employs groups of doctors, separate from a hospital)

[ ]  other medical provider diagnostic, or treatment services (non-hospital facilities or group practices)

[ ]  vision network

[ ]  behavioral health network

[ ]  dental network

[ ]  pharmacy benefit management or pharmacy network

[ ]  medical transportation, ambulance services, or med-evac flights, etc.

[ ]  nursing home, assisted living, Alzheimer’s facilities, special needs residential facilities, senior day care, in-home care, or senior residential facilities

[ ]  Medicare and/or other government healthcare (Federal employees/retirees, military, prisons, etc)

[ ]  commercial health insurance to corporations, organizations, groups, or individuals

[ ]  claims processing or other administrative/management services for one or more unaffiliated health insurance companies

[ ]  other insurance, excluding health insurance (e.g., life, car, disability, property, liability, etc.)

[ ]  reinsurance

[ ]  healthcare-related or insurance-related consulting, research, data analysis, or similar services

[ ]  durable medical equipment, medical supplies, or related goods or products

[ ]  services (or products) that are not related to healthcare or insurance

[ ]  other (please describe) (note that, for a holding company, describe here and above what activities the components of the holding company engage in):

12. Financial statement reports.

a) Does the Ultimate Owner file, complete, or otherwise have its financials included in (check all boxes that apply; for each checked, list usual month that the item is filed):

i) [ ]  SEC Form 10-K (Annual Report; generally for publicly-traded for-profit companies); if so, usual filing month:

ii) [ ]  IRS Form 990 (Return of Organization Exempt from Income Tax); if so, usual filing month:

*If Ultimate Owner is checked as “Tax-exempt” in Item #7 above, and is not part of a governmental entity, and does not file a Form 990, explain:*

iii) [ ]  IRS Form 1120 (US Corporation Income Tax Return), or 1120-S or other version; if so, usual filing month:

iv) [ ]  County Hospital District annual financial statements (e.g., independent accountants’ or auditors’ report); if so, usual filing month(s):

v) [ ]  County Comprehensive Annual Financial Report; if so, usual filing month:

vi) [ ]  Federal Health Plan Management System (HPMS) Fiscal Soundness Module (FSM)

vii) [ ]  National Association of Insurance Commissioners (NAIC) ; if so, usual filing month:

viii) [ ]  any other annual report or report to the community, etc; if so, usual filing month:

ix) [ ]  financial statements (different than above) to shareholder(s), policy holders, or any owner(s), creditor(s), regulatory agency or authority, employees, or other stakeholder(s); if so, usual filing month ~~date~~(s):

b) If Items (viii) or (ix) above are checked, name and briefly describe the statements or reports, and any classification of individuals or entities that they may be distributed to:

c) Which items checked above are publicly disclosed?       . If not available on the internet, provide email, phone and contact name for obtaining copy:

d) With respect to the answer provided in Section A-1, Item #15, if “none of these” was checked, please explain why none of the listed filings is applicable:

13. Auditor.

a) Provide the firm name, mailing address, main phone number, and website address for the Ultimate Owner’s current audit firm:

b) Has this same audit firm audited the Ultimate Owner for at least the last three consecutive years?

[ ]  Yes. [ ]  No.

c) What is the date of the end of the Ultimate Owner’s fiscal year?

d) In what month are the Ultimate Owner’s annual financial statements generally completed?

14. Top Officer/Executive. Full name, title, and location of the top officer of the Ultimate Owner:

15. Board. Does the Ultimate Owner have a Board of Directors that appoints and oversees the top officer?

[ ]  Yes. [ ]  No. If yes:

a) Number of members (Directors):

b) How are Directors elected/appointed/selected?

[ ]  shareholder vote/election

[ ]  government/political appointee

[ ]  other method. Describe:

*(Note: for description, do not state “As per bylaws,” unless you include the relevant portion of the bylaws here. Do not simply state “Per board committee,” or something vague, without a description of what the method consists of.)*

c) Provide the full name of each Director, and for each, denote

i) if they do, or do not, have a position, salary, employment contract, or consulting contract with the Ultimate Owner or any Affiliate of the Ultimate Owner. If they do, also state what their title or capacity is;

ii) if they do, or do not, presently have a position or title at any other company or organization. If they do, state the name(s) of the organization(s), and the title(s). Use a separate page if desired.

16. Type of ownership/control. The Ultimate Owner listed in Item # 1 above of this Exhibit A-2 is (select one):

a) [ ]  a non-profit governmental agency or governmental authority (such as a County Hospital District).

b) [ ]  a publicly-traded for-profit corporation whose shares are owned by multiple unaffiliated, unrelated stockholders, wherein no stockholder, or legally affiliated block of stockholders, or family-related block of stockholders, has effective control.

c) [ ]  an independent charitable foundation or other tax-exempt organization (non-governmental), governed by a Board of Directors, with no higher-level ownership or control or member. This includes tax-exempt holding companies.

d) [ ]  owned and controlled by one or more private individuals or partners, none of whom are businesses, corporations, foundations, tax-exempt organizations, or operating entities of any kind, and, wherein there is no stock listed for trade.

e) [ ]  Other. Describe/explain:

17. Split ownership. If there is more than one Ultimate Owner (as per the MCO Disclosure Statement, Section A-2, Items # 15 and 16), complete and attach a separate Exhibit A-2 for each. Is there more than one Ultimate Owner?

[ ]  Yes. [ ]  No. If Yes, indicate:

a) the name(s) any other Ultimate Owner here:

b) if any of the Ultimate Owners are associated by legal affiliation, or related as spouse, parent, child or sibling:

[ ]  Yes. [ ]  No. If Yes, describe:

18. Board of Directors elections for certain forms of ownership. If, under Item 16, Type of ownership / control, above, either of boxes *(c) independent charitable foundation etc.*, or *(e) Other*, was checked, then answer and briefly describe the following:

1. How, and by whom, are Board Directors nominated?
2. Who votes on the election of Board Directors?
3. Do certain entities or individuals have more votes than other entities or individuals? [ ]  Yes. [ ]  No. If yes, describe:
4. Do the parties that vote receive some form of financial statements? [ ]  Yes. [ ]  No.
5. Who can remove a Board Director?
6. When was the last time, excluding resignations, a Board Director was removed?
7. What proportion of Board Directors are outsiders?
8. How long, in number of years, is the average tenure of the present Board Directors?
9. What are the term lengths of Board membership?
10. Are Directors frequently re-appointed or re-elected at the end of their terms?
11. Do Board Directors receive any form of compensation or remuneration? [ ]  Yes. [ ]  No. If Yes, describe:

**EXHIBIT B-1 – Parties-in-Interest: Leasing or sale of property**

**Reference Section B of the MCO Disclosure Statement, “Parties-in-Interest.”** Note that “Affiliate” is a contractually-defined term. Please indicate on this exhibit whether the MCO is involved in any leasing, sub-leasing, rental, sale, or purchase of property from, to, or with any of the following:

a) Affiliates,

b) Board of Directors members (of either the MCO or any of its Affiliates),

c) corporate officers (of either the MCO or any of its Affiliates),

d) executives (of either the MCO or any of its Affiliates),

e) partners (of either the MCO or any of its Affiliates),

f) spouses, parents, children or siblings of any individuals covered by Items (b) through (e) above.

List all items valued at $100,000 and above in any given 12-month period. Among other items, the leasing or sub-leasing of office space should be shown here. This Exhibit is not limited to real estate; for example, any aircraft and high-dollar-value vehicles and equipment would be included. If any such transactions, contracts, or arrangements are presently in effect, or have occurred in the past 12 months, or are presently anticipated to occur in the next 12 months, list each such item below. If none, so state here: **[ ]  NONE.**

Otherwise, include the names of the parties, the nature of the transaction, the estimated dollar value, the relevant dates, and the nature of the relationship (e.g., which Item(s) (a) through (f) apply). Indicate if the dollar value is per year, or otherwise. List in descending order of dollar value. Continue on additional pages if needed.

|  | Est. Total $ Value | Name(s) of Party | Transaction | Dates | Relationship |
| --- | --- | --- | --- | --- | --- |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
|  |       |       |       |       |       |

**EXHIBIT B-2 – Parties-in-Interest: Mortgages, notes, and the lending of money or extension of credit**

**Reference Section B of the MCO Disclosure Statement, “Parties-in-Interest.”** Note that “Affiliate” is a contractually-defined term. Please state on this exhibit if the MCO is involved in any mortgages, notes, or the lending of money or extension of credit to, from, or with any of the following:

a) Affiliates,

b) Board of Directors members (of either the MCO or any of its Affiliates),

c) corporate officers (of either the MCO or any of its Affiliates),

d) executives (of either the MCO or any of its Affiliates),

e) partners (of either the MCO or any of its Affiliates),

f) spouses, parents, children or siblings of any individuals covered by Items (b) through (e) above.

List all transactions valued at $100,000 and above in any given 12-month period, and exclude normal operational payables or receivables to or from a parent or other Affiliate due to on-going services rendered as provided for under a service agreement contract. Among other items, notes or loans from a parent should be shown here. If any such transactions, contracts, or arrangements are presently in effect, or have occurred in the past 12 months, or are presently anticipated to occur in the next 12 months, list each such item below. If none, so state here: **[ ]  NONE.**

Otherwise, include the names of the parties, the nature of the transaction, the estimated dollar value, the relevant dates, and the nature of the relationship (e.g., which Item(s) (a) through (f) apply). *List in descending order of dollar value*. Continue on additional pages if needed.

|   | Est. Total $ Value | Name(s) of Party | Transaction | Dates | Relationship |
| --- | --- | --- | --- | --- | --- |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
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|  |       |       |       |       |       |

**EXHIBIT B-3 – Parties-in-Interest: Rights to a percentage of profits**

**Reference Section B of the MCO Disclosure Statement, “Parties-in-Interest.”** Note that “Affiliate” is a contractually-defined term. Please state on this exhibit if the MCO has extended in any manner, contingent or otherwise, any rights to a percentage or share of its profits or revenues, with any of the following:

a) Affiliates,

b) Board of Directors members (of either the MCO or any of its Affiliates),

c) corporate officers (of either the MCO or any of its Affiliates),

d) executives (of either the MCO or any of its Affiliates),

e) partners (of either the MCO or any of its Affiliates),

f) spouses, parents, children or siblings of any individuals covered by Items (b) through (e) above.

This excludes dividend payments to the MCO’s parent that are not required, scheduled, or contractually defined. Among other items, any payments to a parent or other Affiliate, whether for services or otherwise, that are contingent upon MCO profitability levels, should be shown here. If any such transactions, contracts, or arrangements are presently in effect, or have occurred in the past 12 months, or are presently anticipated to occur in the next 12 months, list each such item below. If none, so state here: **[ ]  NONE.**

Otherwise, include the names of the parties, the nature of the transaction or arrangement, the estimated dollar value, the relevant dates, and the nature of the relationship (e.g., which item(s) (a) through (f) apply). Indicate if the dollar value is per year, or otherwise. *List in descending order of dollar value*. Continue on additional pages if needed.

|   | Est. Total $ Value | Name(s) of Party | Transaction | Dates | Relationship |
| --- | --- | --- | --- | --- | --- |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
|  |       |       |       |       |       |
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|  |       |       |       |       |       |
|  |       |       |       |       |       |

**EXHIBIT C – Criminal convictions, or debarment/suspension**

**Reference Section C of the MCO Disclosure Statement, “Criminal convictions, or debarment/suspension.”** If any of the questions in Section C are answered "Yes," list names and addresses of individuals or corporations on this exhibit. If none, so state here: **[ ]  NONE.**

 Otherwise, indicate the question number (within Section C), the person’s (or organization’s) name, the type of conviction/debarment/suspension, etc., and whether the conviction/debarment/suspension is related to any program under Medicare, Medicaid, or Title XX. Continue on additional pages if needed.

| Sect C Question # | Person/Organization Name | Address | Indicate: Conviction, Debarment, or Suspension | Regarding (what is it about?) | Indicate: Medicare, Medicaid, Title XX, or Other |
| --- | --- | --- | --- | --- | --- |
|       |       |       |       |       |       |
|       |       |       |       |       |       |
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**EXHIBIT F – Other Disclosures**

**Reference Item # F-4 of the MCO Disclosure Statement, “Other Disclosures.”** If the MCO believes that there is anything else that may be material to financial disclosure or ownership/control issues, or that would be needed in order to avoid being possibly misleading, please provide information on this exhibit. The MCO may also use this exhibit if it wishes to provide clarifications, explanations, additional information, etc., on any topic in this document. If none, so state here: **[ ]  NONE.** Continue on additional pages if needed.