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INSURANCE EVALUATION DIVISION

APPENDIX

EXHIBIT A

FORM A

STATEMENT REGARDING THE ACQUISITION OF CONTROL OF OR MERGER  
WITH A DOMESTIC INSURER

Longevity Health Plan of Michigan, Inc.

Name of Domestic Insurer

BY

TCII Long, L.P.

Name of Acquiring Person (Applicant)

filed with the Insurance Department of the State of Michigan

Dated: OCT. 28, 2021

Name, title address and telephone number of Individual to Whom Notices and Correspondence Concerning this Statement Should be Addressed:

Brendan T. Rager, Chief Administrative & Legal Officer

Longevity Health Plan

11770 N US Highway 1, Suite E102

Palm Beach Gardens, Florida 33408

**ITEM 1. INSURER AND METHOD OF ACQUISITION**

State the name and address of the domestic insurer to which this application relates and a brief description of how control is to be acquired.

**Longevity Health Plan of Michigan, Inc. (the "Plan"), home office and its principal executive offices are located at 11770 U.S. 1 Suite E102, Palm Beach Gardens, FL 33408. Subject to all required regulatory approvals, Applicant will acquire control by investing in the Plan's parent company as further described herein.**

**ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT**

(a) State the name and address of the applicant seeking to acquire control over the insurer.

**TCII Long, L.P., 699 Boylston Street, Second Floor, Boston, MA 02116**

(b) If the applicant is not an individual, state the nature of its business operations for the past five years or for such lesser period as such person and any predecessors thereof shall have been in existence. Briefly describe the business intended to be done by the applicant and the applicant's subsidiaries.

**TCII Long, L.P. (the “Applicant”) is a limited partnership formed under the laws of the State of Delaware on May 12, 2021. The Applicant has never had any business activity as it was formed for the sole purpose of acting as an investment vehicle for Transformation Capital Partners in Longevity Health Founders, LLC.**

**The Applicant has no subsidiaries. The Applicant intends to be an investor in Longevity Health Founders, LLC (“LHF”) and will conduct no other business. As the Investment is at the LHF parent level, as are the Board seats, the Applicant’s Investment will cause no change to the ownership, governance, or day-to-day operations and management of Longevity Health Plan of Michigan, Inc. which will continue to be 100% owned by Longevity Health Holdings of Michigan, LLC before and after the investment of Applicant.**

(c) Furnish a chart or listing clearly presenting the identities of the inter-relationships among the applicant and all affiliates of the applicant, regardless of the amount of the affiliate's total assets. Indicate in such chart or listing the percentage of voting securities of each such person which is owned or controlled by the applicant or by any other such person. If control of any person is maintained other than by the ownership or control of voting securities, indicate the basis of such control. As to each person specified in such chart or listing indicate the type of organization (for example, corporation, trust, partnership) and the state or other jurisdiction of domicile. If court proceedings involving a reorganization or liquidation are pending with respect to any such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

**The Applicant does not have any subsidiaries. The Applicant’s organizational chart is attached as Exhibit B. Also attached are the organizational charts of LHF detailing the ownership of LHF before and after the Investment, as Exhibits C1 and C2, respectively.**

**ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT.**

On the biographical affidavit, include third-party background check, and state the following with respect to (1) the applicant if (s)he is an individual; (2) all persons who are directors, executive officers or owners of 10 percent or more of the voting securities of the applicant if the

applicant is not an individual; (3) all general partners of the applicant if the applicant is a limited partnership; or (4) all members of the applicant if the applicant is a limited liability company.

(a) Name and business address:

**Michael E. Dixon, 699 Boylston Street, Second Floor, Boston, MA 02116**

**Todd C. Cozzens, 699 Boylston Street, Second Floor, Boston, MA 02116**

**Jared A. Kesselheim, 699 Boylston Street, Second Floor, Boston, MA 02116**

(b) Present principal business activity, occupation or employment including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on:

**Messrs. Dixon, Cozzens and Kesselheim each serve as Managing Partner of Transformation Capital Partners, L.P., an investment firm**

(c) Material occupation, positions, offices or employment during the last five years, giving the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on; if any such occupation, position, office or employment required licensing by or registration with any federal, state or municipal governmental agency, indicate such fact, the current status of such licensing or registration, and an explanation of any surrender, revocation, suspension or disciplinary proceedings in connection therewith.

**Detailed on NAIC Biographical Affidavit, attached hereto as Exhibits D1, D2 and D3.**

(d) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years and, if so, give the date, nature of conviction, name and location of court, and penalty or other disposition of the case.

**No criminal convictions**

#### **ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION**

(a) Describe the nature, source and amount of funds or other consideration used or to be used in effecting the merger or other acquisition of control. If any part of the same is represented or is to be represented by funds or other consideration borrowed or otherwise obtained for the purpose of acquiring, holding or trading securities, furnish a description of the transaction, the names of the parties thereto, the relationship, if any, between the borrower and the lender, the amounts borrowed or to be borrowed, and copies of all agreements, promissory notes and security arrangements relating thereto.

**Longevity Health Founders, LLC (“LHF”) is the controlling member of Longevity Health Holdings of Michigan, LLC (“LHH of MI”), which is the sole shareholder of Longevity Health Plan of Michigan, Inc. (the “Plan”).**

**LHF is a manager-managed limited liability company governed by a board of managers currently comprised of six managers who are currently collectively empowered to exercise a total of 69 votes. A visual chart depicting the current ownership structure of Longevity Health Plan of Michigan, Inc. is attached as Exhibit C3.**

**Pending regulatory approvals, LHF has agreed in principle to an equity capital infusion involving two material investors (the "Investment"), Halle LHP Holdings, LLC ("Halle") and TCII Long, L.P. ("TCII"). At this time, LHF has neither taken equity investment nor executed operating agreements to add either Halle or TCII to LHF's ownership. Since the Investment is at the LHF parent level, as are the Board seats, the Investment will cause no change to the ownership, governance, or day-to-day operations and management of Longevity Health Plan of Michigan, Inc.**

**Upon approval by the State of Michigan/MIDOI, LHF will issue Series B Preferred Units in exchange for the Investment.**

**The Investment provides LHF the ability to further capitalize the Plan, pursue LHF's business opportunities for the Plan, and assure continued rendering of superior care and services to its members in Michigan.**

**The structure of the proposed investment is as follows:**

**1. Halle will purchase 8,791,706 Series B Preferred units of LHF in exchanged for an equity investment of \$15,825,071 and will hold Warrants to purchase up to an additional 2,511,916 shares, which warrants may be exercised based upon certain growth levels of LHF. Ownership before any issuance of warrants (as it is unclear if this will occur) would be 12.68%. If the warrants are issued and exercised, the maximum ownership of Halle in LHF would be 15.8%.**

**2. TCII will purchase 11,111,111 Series B Preferred units of LHF in exchanged for an equity investment of \$20,000,000 and will hold Warrants to purchase up to an additional 3,174,603 shares, which warrants may be exercised based upon certain growth levels of LHF. Ownership before any issuance of warrants (as it is unclear if this will occur) would be 16.02%. If the warrants are issued and exercised, the maximum ownership of TCII in LHF would be 20%.**

**3. Existing owners of Series A Preferred Units of LHF will also have an opportunity to acquire up to their pro rata share of Series B Preferred Units.**

**(b) Explain the criteria used in determining the nature and amount of such consideration.**

**The basis and terms of the Purchase Agreement, including the nature and amount of consideration, were determined through arms' length negotiations**

**among the representatives of LHF, on the one hand, and the representatives of the Investors, on the other hand, and their respective legal and other advisors. Following substantial due diligence by the Investors, the amount and type of consideration was determined by taking into account the consideration paid in other recent acquisitions of similar types of businesses, as well as the financial position and results of operations of the entities to be acquired, including the past and present business operations, historical and potential earnings, financial condition and prospects, assets and liabilities and such other factors and information as the Investors considered relevant under the circumstances.**

(c) If the source of the consideration is a loan made in the lender's ordinary course of business and if the applicant wishes the identity of the lender to remain confidential, he must specifically request that the identity be kept confidential.

#### **ITEM 5. FUTURE PLANS OF INSURER**

Describe any plans or proposals which the applicant may have to declare an extraordinary dividend, to liquidate such insurer, to sell its assets to or merge it with any person or persons or to make any other material change in its business operations or corporate structure or management.

**The Investment provides LHF the ability to further capitalize the Plan, pursue LHF's business opportunities for the Plan, and assure continued rendering of superior care and services to its members in Michigan. No extraordinary dividends, liquidation, sale merger or other material change is anticipated at this time in connection with this change in control.**

#### **ITEM 6. VOTING SECURITIES TO BE ACQUIRED**

State the number of shares of the insurer's voting securities which the applicant, its affiliates and any person listed in Item 3 plan to acquire, and the terms of the offer, request, invitation, agreement or acquisition, and a statement as to the method by which the fairness of the proposal was determined. A copy of the final executed purchase agreement shall also be attached to this statement, unless the insurer being acquired is in rehabilitation. In such a case, a copy of the draft purchase agreement shall nevertheless be attached, which shall reflect the general terms for the purchase as agreed to by the parties as of the date of the filing.

**11,111,111 Series B Preferred Units of LHF and Warrants for an additional 3,174,603 Series B Preferred Units in exchange for the payment of \$20,000,000, pursuant to that certain Series B Preferred Unit and Warrant Purchase Agreement by an among all of the unit holders of LHF, attached hereto as Exhibit A.**

#### **ITEM 7. OWNERSHIP OF VOTING SECURITIES**

State the amount of each class of any voting security of the insurer which is beneficially owned or concerning which there is a right to acquire beneficial ownership by the applicant, its affiliates or any person listed in Item 3.

**Applicant will purchase 11,111,111 Series B Preferred units of LHF and will hold Warrants to purchase up to an additional 3,174,603 Series B Preferred units of LHF. The Investment is at the LHF parent level, as are the Board seats, the Investment will cause no change to the ownership, governance, or day-to-day operations and management of Longevity Health Plan of Michigan, Inc.**

**ITEM 8. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER**

Give a full description of any contracts, arrangements or understandings with respect to any voting security of the insurer in which the applicant, its affiliates or any person listed in Item 3 is involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, or the giving or withholding of proxies. Such description shall identify the persons with whom such contracts, arrangements or understandings have been entered into.

**The Series B Preferred Unit and Warrant Purchase Agreement attached as Exhibit A contains all of the agreements relating to the voting securities. There are no contracts, arrangements or understanding with respect to the voting securities of Longevity Health Plan of Michigan, Inc.**

**Among other things, the documents provide for the following:**

- 1. Issuance of Additional Units – Section 4.4**
- 2. Election of Manager – Section 5.3**
- 3. Votes of Managers – Section 5.2**
- 4. Agreements governing Distributions – Article 8**
- 5. Restrictions on Transfer of Units (voting securities) – Section 10.1**
- 6. Voting of Members – Section 6.2**
- 7. Right of First Refusal – Section 10.5**
- 8. Drag Along Rights – Section 10.7**
- 9. Call Option – Section 10.3**
- 10. Rights to Purchase Additional Units – 4.3**
- 11. Exercise of Warrants – Section 3.1(d)**

## ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

Describe any purchase of any voting securities of the insurer by the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this Statement. Include in such description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefor. State whether any such shares so purchased are hypothecated.

**Not applicable. The Applicant and any person listed in Item 3 have not made previous purchase of any voting securities of the Plan during the 12 calendar months preceding the filing of this Statement.**

## ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

Describe any recommendations to purchase any voting security of the insurer made by the applicant, its affiliates or any person listed in Item 3, or by anyone based upon interviews or at the suggestion of the applicant, its affiliates or any person listed in Item 3 during the 12 calendar months preceding the filing of this statement.

**Not applicable. The Applicant and any person listed in Item 3 have made no recommendations to purchase any voting security of the Plan during the 12 calendar months preceding the filing of this statement or any other time. Nor has anyone based upon interviews or at the suggestions of Applicant or any person listed in Item 3 made any recommendations to purchase any voting security of the Plan during the 12 calendar months preceding the filing of this statement or at any other time.**

## ITEM 11. AGREEMENTS WITH BROKER-DEALERS

Describe the terms of any agreement, contract or understanding made with any broker-dealer as to solicitation of voting securities of the insurer for tender and the amount of any fees, commissions or other compensation to be paid to broker-dealers with regard thereto.

**Not applicable. There are no agreements, contracts or understandings with broker dealers to solicit voting securities of the Plan for tender nor any fees, commissions or other compensation to be paid to broker dealers with regard thereto.**

## ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements and exhibits, and three-year financial projections of the insurer(s) shall be attached to this statement as an appendix, but list under this item the financial statements and exhibits so attached.

(b) The financial statements shall include the annual financial statements of the persons identified in Item 2(c) (including trusts, partnerships or corporations) for the preceding five fiscal years (or for such lesser period as such applicant and its affiliates and any predecessors thereof shall have been in existence), and similar information covering the period from the end of such

person's last fiscal year, if such information is available. Such statements may be prepared on either an individual basis, or, unless the Commissioner otherwise requires, on a consolidated basis if such consolidated statements are prepared in the usual course of business.

The annual financial statements of the applicant shall be accompanied by the certificate of an independent public accountant to the effect that such statements present fairly the financial position of the applicant and the results of its operations for the year then ended, in conformity with generally accepted accounting principles or with requirements of insurance or other accounting principles prescribed or permitted under law. In the case of annual statements for individuals, in lieu of an annual statement certified by an independent certified public accountant, the Commissioner may accept annual statements for individuals that conform with the Institute of Certified Public Accountants Guidelines for Financial Compilation, or such similar guidelines acceptable to the Commissioner.

If the applicant is an insurer which is actively engaged in the business of insurance, the financial statements need not be certified, provided they are based on the Annual Statement of such person filed with the insurance department of the person's domiciliary state and are in accordance with the requirements of insurance or other accounting principles prescribed or permitted under the law and regulations of such state.

(c) File as exhibits copies of all tender offers for, requests or invitations for, tenders of, exchange offers for, and agreements to acquire or exchange any voting securities of the insurer and (if distributed) of additional soliciting material relating thereto, any proposed employment, consultation, advisory or management contracts concerning the insurer, annual reports to the stockholders of the insurer and the applicant for the last two fiscal years, and any additional documents or papers required by Form A or MCL 500.1311.

**The Applicant has had no operations and, as such, no financial statements or tax returns have been prepared. The Applicant has not filed any tax returns as its initial tax returns are not due until 2022.**

**Attached hereto as the Financial Statement Appendix are:**

**Financial Statements of Longevity Health Plan of Michigan, Inc.**

**hree-year financial projections**

**ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT**

Applicant agrees to provide, to the best of its knowledge and belief, the information required by Exhibit F in the Appendix, incorporated herein by reference, within 15 days after the end of the month in which the acquisition of control occurs.



**ITEM 14. ACKNOWLEDGEMENT OF PROVISION OF ENTERPRISE RISK INFORMATION**

Applicant also acknowledges that applicant and all subsidiaries within control of the insurance holding company system will provide information to the Commissioner upon request as necessary to evaluate enterprise risk to the insurer and/or entity subject to MCL 500.1311.

**ITEM 15. SIGNATURE AND CERTIFICATION**

Signature and certification required as follows:

**SIGNATURE**

Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, as amended, TCII Long, L.P. has caused this application to be duly signed on its behalf in the City of San Francisco and State of CA on the 19th day of September, 2021

(SEAL) Michael Dixon  
Name of Applicant  
BY Michael Dixon, Managing Partner  
(Name) (Title)

Attest: [Signature]  
(Signature of Officer)  
CEO/COO  
(Title)

**CERTIFICATION**

The undersigned deposes and says that (s)he has duly executed the attached application dated September 19, 2021, for and on behalf of TCII Long, L.P.; that (s)he is the Managing Partner of such company and that (s)he is authorized to execute and file such instrument. Deponent further says that (s)he is familiar with such instrument and the contents thereof, and that the facts set forth are true to the best of his/her knowledge, information and belief.

(Signature) Michael Dixon  
(Type or print name beneath) Michael Dixon