

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

**SummaCare of Michigan, Inc.**  
(the "Domestic Insurer")

BY

**Mount Carmel Health Plan, Inc.**  
(“Applicant”)

Filed with the Michigan Department of Insurance and Financial Services

Dated: September 15, 2022

Name, Title, Address and Telephone Number of Individual to Whom Notices and Correspondence Concerning this Statement Should be Addressed:

Trisha Whetstone  
Associate Counsel  
3100 Easton Square Place  
Columbus, OH 43219  
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**Applicant, an Ohio not-for-profit corporation, submits this Form A Statement Regarding the Acquisition of Control or Merger with a Domestic Insurer (“Form A”) with respect to the proposed acquisition of control of SummaCare of Michigan, Inc, a Michigan-domiciled health maintenance organization (the “Domestic Insurer”) as further described in Item 1(b) below (the “Proposed Acquisition”). Applicant respectfully requests the prior approval of the Director of the Michigan Department of Insurance and Financial Services (“Director”) for the Proposed Acquisition. Applicant and its current business operations are described generally in Item 2 of this Form A.**

**ITEM 1 METHOD OF ACQUISITION**

(a) The name and address of the Domestic Insurer are:

**SummaCare of Michigan, Inc.  
1200 East Market Street, Suite 400  
Akron, OH 44305**

(b) Method of Acquisition:

**The current corporate member of the Domestic Insurer is SummaCare, Inc., an Ohio not-for-profit corporation (“Seller”). Seller will transfer the corporate membership of the Domestic Insurer to Applicant, such that Applicant becomes the sole corporate member of the Domestic Insurer following the Director’s approval of the Proposed Acquisition. The Proposed Acquisition is documented in a Membership Interest Purchase Agreement between the Seller and Applicant, dated September 1, 2022 (the “Agreement”) and is attached hereto as Exhibit A.**

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

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

**Mount Carmel Health Plan, Inc.  
3100 Easton Square Place  
Columbus, OH 43219**

(b) Nature of Applicant’s Business Operations

**Applicant was incorporated on August 7, 1996 as an Ohio not-for-profit corporation and is licensed as a Health Insuring Corporation by the Ohio Department of Insurance. Applicant is also licensed by the Iowa Insurance Division as a foreign health maintenance organization. Applicant is a tax-exempt corporation under Internal Revenue Code § 501(c)(4). The Applicant, together with its subsidiaries, offers Medicare Advantage HMO and PPO plans.**

(c) Organizational Charts

**Attached as Exhibit B-1 is a chart showing Applicant’s current organizational structure, including the identities and interrelationships among the Applicant and persons controlling, controlled by, or under common control with Applicant. There are no court proceedings pending involving a reorganization or liquidation of the Applicant or the affiliates of Applicant.**

shown on Exhibit B-2.

The organizational charts indicate the type of organization and the state or other jurisdiction of domicile of each entity depicted therein. Unless otherwise indicated, the entities identified in the organizational charts own or control 100% of the voting securities or membership interests or are the general partners of their immediate downstream affiliates identified therein.

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

(a) Name and business address:

The names and business addresses of the directors and officers of the Applicant are:

<b>Name</b>	<b>Position</b>	<b>Business Address</b>
<b>Jack Randolph</b>	<b>President; Director</b>	<b>3100 Easton Square Place Columbus, OH 43219</b>
<b>Daniel Wendorff, MD</b>	<b>Chair; Director</b>	<b>3100 Easton Square Place Columbus, OH 43219</b>
<b>Joseph Patrick</b>	<b>Secretary/Treasurer; Director</b>	<b>3100 Easton Square Place Columbus, OH 43219</b>
<b>Cynthia Dellecker</b>	<b>Director</b>	<b>3100 Easton Square Place Columbus, OH 43219</b>
<b>Todd Fox</b>	<b>Director</b>	<b>3100 Easton Square Place Columbus, OH 43219</b>
<b>Steve Lundregan</b>	<b>Director</b>	<b>3100 Easton Square Place Columbus, OH 43219</b>
<b>Lorraine Lutton</b>	<b>Director</b>	<b>3100 Easton Square Place Columbus, OH 43219</b>

The names and business addresses of the directors and officers of Trinity Health are:

<b>Name</b>	<b>Position</b>	<b>Business Address</b>
<b>Michael Slubowski, MBA</b>	<b>President; Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Daniel Isachsen, MBA</b>	<b>Treasurer</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Linda Ross, Esq.</b>	<b>Secretary</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>David Southwell</b>	<b>Chair; Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Kevin Barnett</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Joseph Betancourt, MD</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Rita Brogley</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Linda Falquette, RSM</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>

<b>Mary Fanning, RSM</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Barrett Hatches, PhD</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Courtney Lang, JD</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>George Philip</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Carrie Rich</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Joan Marie Steadman, CSC</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Roberta Waite, EdD</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Larry Warren</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>
<b>Veronica Wiedower</b>	<b>Director</b>	<b>20555 Victor Parkway Livonia, MI 48152</b>

(b), (c), (d), (e) Background Information Regarding Directors and Officers.

**Biographical affidavits for the individuals listed in (a) above are provided confidentially as Exhibit C.**

**Independent third-party verification reports have been ordered from True-Hire, LLC (“TrueHire”) and are anticipated to be delivered directly from TrueHire to DIFS shortly.**

**To the best of Applicant’s knowledge, none of these individuals have been convicted of any criminal proceeding, other than minor traffic violations, during the past ten (10) years, except as otherwise may be provided in the biographical affidavits.**

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

(a) Nature, Source and Amount of Consideration.

**Pursuant to the terms and conditions of the Agreement, Applicant will pay Two Hundred and Fifty Thousand Dollars (\$250,000) in cash to Seller. Applicant has cash on hand to fund the entirety of the Proposed Acquisition. As a result, completing the Proposed Acquisition is not subject to any financing contingency.**

**There are no other agreements, contracts, arrangement or understandings whether written or oral, entered into by Applicant or any of its affiliates with respect to any debt financing, except as described herein.**

(b) Criteria used in determining the nature and amount of consideration.

**The nature and amount of the consideration to be paid in connection with the Proposed Acquisition was determined by arm’s length negotiations among the parties to the Agreement.**

**Applicant performed due diligence and reviewed, among other things, the financial statements and material legal documents of the Domestic Insurer. Applicant utilized legal counsel to assist in its due diligence.**

(c) Confidentiality of Identity of Lender.

**Not Applicable.**

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

Describe any plans or proposals which the applicant may have for the insurer to declare a dividend, (whether or not extraordinary), to liquidate the insurer, to sell its assets, to merge it with any person or persons, or to make any other material change in its business operations or corporate structure or management.

**Except as described herein and in the confidential Plan of Operation attached hereto as Exhibit D, Applicant has no plans or proposals: (i) for the Domestic Insurer to declare a dividend; (ii) to liquidate the Domestic Insurer; or to (iii) to sell the Domestic Insurer's assets to or merge it with any other persons.**

**On behalf of the Domestic Insurer, SummaCare, Inc. shall cause to be filed with the Michigan Department of Licensing and Regulatory Affairs Amended Articles of Incorporation for the Domestic Insurer. The Domestic Insurer shall file notice with the Director of the Amended Articles and Amended Bylaws. The new name of the Domestic Insurer shall be Trinity Health Plan of Michigan, Inc.**

**Upon approval of this Form A by the Director, the group membership of the Domestic Insurer in Summa Health Group (NAIC Co Code 3259) shall end. The existing Directors and Officers of the Domestic Insurer have resigned or will resign. The Domestic Insurer shall become a member of the Trinity Health Corporation Group (NAIC Co Code 2838). The Applicant, as the sole member of the Domestic Insurer, shall appoint three (3) new Directors. A Chair/President and a Secretary/Treasurer will be appointed by the newly appointed directors of the Domestic Insurer. The Applicant intends for the President of Applicant to serve as the Chair/President of the Domestic Insurer and the Vice President of Finance (CFO) of the Applicant to serve as the Secretary/Treasurer of the Domestic Insurer.**

**Subject to the Director's approval, Applicant also intends for the Domestic Insurer to enter in the following agreement, as described in the Plan of Operation:**

- (a) **An Administrative Services Agreement for Applicant's provision of administrative services to the Domestic Insurer, in the form attached hereto as Exhibit E (the "Administrative Services Agreement").**

**Applicant hereby requests the Director's approval of this agreement as part of the Director's review of this Form A.**

#### **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 arrived at.

**There are no securities of Domestic Insurer being acquired. Consistent with the terms of the Agreement, Applicant intends to acquire 100% of the membership interest in the Domestic Insurer, which is a Michigan nonprofit corporation organized on a membership-basis. The purchase price and other terms of the Agreement between Applicant and SummaCare, Inc. were arrived at through arms' length negotiation.**

**ITEM 7. OWNERSHIP OF VOTING SECURITIES**

State the amount of each class or 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.

**None.**

**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, division of losses or profits, or the giving or withholding of proxies. Such description shall identify the persons with whom the contracts, arrangements or understandings have been entered into.

**Other than as disclosed on this Form A, there are no contracts, arrangements, or understandings with respect to any voting security of the Domestic Insurer or any of its controlling persons in which the Applicant or 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, division of losses or profits, or the giving or withholding of proxies.**

**ITEM 9. RECENT PURCHASES OF VOTING SECURITIES**

Describe any purchases 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 the description the dates of purchase, the names of the purchasers, and the consideration paid or agreed to be paid therefore. State whether any shares so purchased are hypothecated.

**During the last twelve calendar months preceding the filing of this Form A, neither the Applicant, its affiliates, nor, to the knowledge of the Applicant, any of the individuals listed in item 3 has purchased any voting securities of the Domestic Insurer or any of its controlling persons.**

**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.

**During the last twelve calendar months preceding the filing of this Form A, neither the Applicants, its affiliates, nor, to the knowledge of the Applicant, any person listed in Item 3, nor anyone based upon interview or at the suggestion of the foregoing persons has made any**

**recommendations to purchase any voting securities of the Domestic Insurer.**

**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.

**There are no agreements, contracts, or understandings with any broker-dealer as to the solicitation of voting securities of the Domestic Insurer for tender, and no fees, commissions, or other compensation to be paid to broker-dealers.**

**ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS**

(a) Financial statements, 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. Also provide a three-year narrative business plan which describes the types of business to be written by the insurer, and marketing plan. The financial projections shall include projected direct, assumed, ceded, and net written premiums by line, pro-forma statutory balance sheets and income statements. Also, describe proposed changes to the insurer's reinsurance program (if any), amount, timing, and type of capital contributions (if any), proposed changes to the insurer's executive officers and directors, and compliance plan with the "books and records in Michigan" requirement of Section 5256.

**The following exhibits are attached to this Form A:**

**EXHIBIT A Membership Purchase Agreement**

**EXHIBIT B Organizational Charts**

**EXHIBIT C NAIC Biographical Affidavits (confidential)**

**EXHIBIT D Plan of Operation**

**EXHIBIT E Administrative Services Agreement**

**EXHIBIT F-1 CY 2021 Financial Statement of Applicant**

**EXHIBIT F-2 CY 2020 Financial Statement of Applicant**

**EXHIBIT F-3 CY 2019 Financial Statement of Applicant**

**EXHIBIT F-4 CY 2018 Financial Statement of Applicant**

**EXHIBIT F-5 CY 2017 Financial Statement of Applicant**

**EXHIBIT G-1 FY 6.30.21 Consolidated Financial Statements Trinity Health**

**EXHIBIT G-2 FY 6.30.20 Consolidated Financial Statements Trinity Health**

**EXHIBIT G-3 FY 6.30.19 Consolidated Financial Statements Trinity Health**

**EXHIBIT G-4 FY 6.30.18 Consolidated Financial Statements Trinity Health**

**EXHIBIT G-5 FY 6.30.17 Consolidated Financial Statements Trinity Health**

**EXHIBIT H Unaudited Financial Statement of Trinity Health, as of 3.31.22**

**EXHIBIT I Three-year Financial Projections for THP-MI**

(b) Financial Statements The financial statements shall include the audited annual financial statements of the persons (both corporate and individual) identified in Item 2(c), including individuals who are applying to be the ultimate controlling persons, for the preceding 5 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 as of a date not earlier than 90 days prior to the filing of the statement if the information is available. The statements may be prepared on either an individual basis, or, unless the Director otherwise requires, on a consolidated basis if consolidated statements are prepared in the usual course of business. The consolidated financial statements shall include the consolidating work sheets.

Any ultimate controlling person who is an individual may file personal financial statements that are reviewed rather than audited by an independent public accountant. The review shall be conducted in accordance with standards for review of personal financial statements published in the Personal Financial Statements Guide by the American Institute of Certified Public accountants. Personal financial statements shall be accompanied by the independent public accountant's Standard Review Report stating that the accountant is not aware of any material modifications that should be made to the financial statements in order for the statements to be in conformity with generally accepted accounting principles.

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. 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 the 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 the state.

**Applicant's Financial Statements are based on its Annual Statements which have been submitted to the Ohio Department of Insurance. They are attached hereto as Exhibits F-1 through F-5. The Financial Statements of Applicant ultimate controlling person, Trinity Health Corporation, are attached hereto as Exhibits G-1 through G-5.**

(c) Annual Reports 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, managing general agent, controlling producer, or management contracts concerning the insurer, annual reports and proxy statements to the stockholders or the insurer and the applicant for the best two fiscal years, and any additional documents or papers required by Form A forms and



instructions for Sections 4 and 6.

**Neither Applicant nor Trinity Health delivers annual reports to shareholders or members.**

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

**Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.**

**ITEM 14. SIGNATURE AND CERTIFICATION**

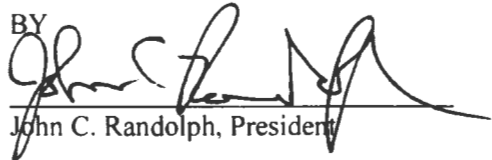
Signature and certification required as follows:

**SIGNATURE**

Pursuant to the requirements of Section 1311 of the Ins. Code of 1956, as amended, Mount Carmel Health Plan, Inc. has caused this application to be duly signed on its behalf in the City of Columbus and State of Ohio on the 14<sup>th</sup> day of September, 2022.


Mount Carmel Health Plan, Inc.

BY



John C. Randolph, President

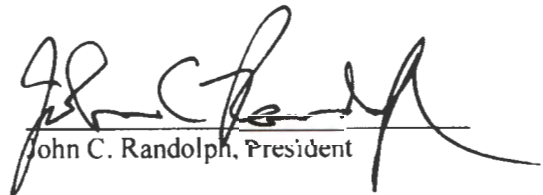
Attest:



David Vis  
Vice President, Finance  
Mount Carmel Health Plan, Inc.

**CERTIFICATION**

The undersigned deposes and says that he has duly executed the attached application dated September 14, 2022 for and on behalf of Mount Carmel Health Plan, Inc.; that he is the President of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his or her knowledge, information and belief.



John C. Randolph, President