

STATE OF MICHIGAN

FORM A

**STATEMENT REGARDING THE ACQUISITION OF CONTROL OF
A DOMESTIC INSURER**

Name of the domestic insurer to which this statement relates:

HAP Empowered Health Plan, Inc.

BY

Name of Acquiring Person: **CareSource**

Filed with the Michigan Department of Insurance and Financial Services (“DIFS”)

Dated: May 18, 2023

Name, title, address, and telephone number of individual to whom notices and correspondence concerning this statement should be addressed:

Ryan M. Shannon
Counsel
Dickinson Wright PLLC
123 W. Allegan St., Suite 900
Lansing, MI 48933
(517) 410-5443
rshannon@dickinsonwright.com

With copies to:

Edward L. Stubbers
SVP Legal & General Counsel
CareSource
230 North Main Street
Dayton, OH 45402
(937) 487-4137
Edward.Stubbers@CareSource.com

Lori McAllister
Member
Dykema Gossett PLLC
201 Townsend Street, Suite 900
Lansing, MI 48933
(517) 374-9150
LMcAllister@dykema.com

ITEM 1. 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.

This application relates to a proposal to acquire control of HAP Empowered Health Plan, Inc. (“Empowered”). Empowered is a Michigan not-for-profit corporation and a health maintenance organization (“HMO”) licensed and in good standing under the Laws of the State of Michigan.

Empowered’s address is 2850 West Grand Boulevard, Detroit, MI US 48202.

At present, Health Alliance Plan of Michigan, a Michigan not-for-profit corporation duly licensed as a Michigan HMO (“HAP”), is the sole member of Empowered. Henry Ford Health System, a Michigan not-for-profit corporation (“HFHS”), is the sole member of HAP and the ultimate controlling person of the insurance holding company system that includes both HAP and Empowered.

Pursuant to that certain Membership Interest Purchase Agreement, dated as of April 21, 2023 (the “MIPA”), by and among CareSource Holding III LLC (“Buyer”), HAP, and HAP Empowered Holding LLC (“Holdco”), CareSource proposes to acquire an indirect 40% ownership interest in Empowered. As contemplated by the MIPA, control is to be acquired through the following steps:

- *First, and contingent on DIFS’ approval of this Form A and the satisfaction or waiver of the other customary closing conditions set forth in the MIPA, immediately prior to the consummation of the transactions contemplated by the MIPA (the “Closing”), HAP and Holdco will enter into a contribution agreement (the “Contribution Agreement”), pursuant to which HAP will contribute to Holdco all of the membership interests in Empowered, and HAP will cause the Articles of Incorporation of Empowered to be amended to name Holdco as the sole member of Empowered (the “Pre-Closing Reorganization”).*
 - *Holdco is a newly formed Delaware not-for-profit limited liability company, and HAP presently owns 100% of the issued and outstanding limited liability company interests of Holdco (the “Holdco Units”). As such, the Pre-Closing Reorganization will not impact HFHS’s position as the sole member of HAP and the ultimate controlling person of Empowered. Pursuant to Section 1317(b) of the Insurance Code of 1956 (the “Insurance Code”), contemporaneously with the filing of this application, Holdco has separately filed with DIFS a request for an exemption from the requirements under Sections 1311 through 1319 of the Insurance Code with respect to the Pre-Closing Reorganization.*

- *Immediately following the Pre-Closing Reorganization, at the Closing, Buyer will acquire 40% of the Holdco Units currently owned by HAP (the “Purchased Units”).*
 - *Buyer is an Ohio-not-for-profit limited liability company and is a direct, wholly-owned subsidiary of CareSource.*
- *Simultaneously with Buyer’s acquisition of the Purchased Units at the Closing, Holdco, HAP and Buyer will enter in the Amended and Restated Limited Liability Company Agreement of Holdco, substantially in the form attached as Exhibit A to the MIPA (the “Holdco A&R LLC Agreement”), pursuant to which the authority to manage and oversee the business and affairs of Holdco will be vested in a five-member board of managers (the “Holdco Board”). From and after the Closing, HAP will be entitled to appoint and remove three of the managers on the Holdco Board, and CareSource (through Buyer) will have a right to appoint and remove two managers on the Holdco Board. With the exception of certain enumerated matters that require approval by at least 75% of the Holdco Board¹ (including at least one of the CareSource designees), the Holdco Board may take action with approval of a simple majority.*

*Following these steps, HAP will hold a 60% indirect interest in Empowered, and CareSource will hold a 40% indirect interest, and HAP and CareSource will have three designees and two designees, respectively, on the Holdco Board. As a result, effective as of the Closing, CareSource will join HFHS as an ultimate controlling person of Empowered. Current organizational structure charts presenting the identities and interrelationships among the entities in (a) the CareSource insurance holding company system (including Buyer) and (b) the HFHS insurance holding company system (including Empowered and HAP), are attached as **Exhibit 1-A** and **Exhibit 1-B**, respectively. Pro forma versions of such organizational structure charts presenting the location of Empowered in (a) the CareSource insurance holding company system and (b) the HFHS insurance holding company system (in abbreviated form), in each case, as of immediately following the Closing, are attached as **Exhibit 2-A** and **Exhibit 2-B**, respectively*

*The form of the Contribution Agreement is attached as **Exhibit 3**, and a true copy of the MIPA (excluding schedules thereto) is attached as **Exhibit 4** (as noted above, the form of the Holdco A&R LLC Agreement is attached as Exhibit A thereto). Exhibit 4-A provides a short document summarizing key operational controls contained in the Holdco A&R LLC Agreement. All capitalized terms used in this application that are not otherwise defined herein have the meanings assigned to such terms in the MIPA.*

¹ Matters that require such supermajority approval are set forth in the Holdco LLC Agreement (in particular, Section 21(f)).

Pursuant to paragraph 7.1 of the MIPA, both parties retain the right to terminate the MIPA if closing has not occurred on or before a date not later than 180 days after the date of the Agreement, or October 18, 2023. As described in greater detail in Item 5 of this application and the narrative business plan attached hereto, the parties intend that Empowered will respond to the upcoming Michigan Medicaid procurement Request for Proposals (the “RFP”). Accordingly, the parties desire to consummate the proposed transaction as soon as possible in order to facilitate the preparations for Empowered’s RFP response.

Through the transaction, HAP and CareSource—both nonprofits—seek to explore new opportunities to better serve the people of Michigan by providing expansive and high quality health care coverage through a combined Medicaid offering and planned re-entry to the Health Care Marketplace. Through Empowered, HAP presently provides Medicaid coverage to 43,000 Empowered Members, and CareSource is one of the nation’s largest managed Medicaid organizations (serving more than 2 million members in Ohio, Indiana, Kentucky, Georgia, Arkansas, North Carolina and West Virginia, via its Medicaid, Health Insurance Marketplace, and Medicare products). Both organizations are committed to thoughtful expansion, exceptional member service and robust community engagement and investment.

ITEM 2: IDENTITY AND BACKGROUND OF THE APPLICANT

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

*CareSource
230 North Main Street
Dayton, Ohio 45402*

(b) If the applicant is not an individual, state the nature of its business operations for the past 5 years or for such lesser period as such person and any predecessors thereof shall have been in existence. Describe the business intended to be done by the applicant and the applicant’s subsidiaries.

CareSource is the ultimate controlling parent of the CareSource holding company group (NAIC Group Code 03683), an insurance holding company system that contains HMOs and managed care plans operating in multiple jurisdictions throughout the United States. In the aggregate, the system constitutes one of the nation’s largest Medicaid managed care plans, providing diverse offerings such as marketplace insurance plans and administrative and industry-related services. The system serves more than 2 million members across multiple states, supported by a workforce of 4,500.

Buyer is a newly formed Ohio not-for-profit limited liability company and a direct, wholly-owned subsidiary of CareSource. Buyer has not had material operations

and was formed in conjunction with effecting the proposed transaction.

(c) Furnish a chart or listing clearly presenting the identities of the interrelationships among the applicant and all affiliates of the applicant, including the ultimate controlling person(s). Indicate in each 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 (e.g., corporation, trust, partnership), primary business (e.g. holding company, insurance agency, manufacturer) and the state or other jurisdiction of domicile. If court proceedings involving a reorganization or liquidation are pending with respect to such person, indicate which person, and set forth the title of the court, nature of proceedings and the date when commenced.

*As noted above, current and post-Closing organizational charts presenting the identities and interrelationships among CareSource and its affiliates (including, as of the Closing, Empowered) are attached as **Exhibit 1-A** and **Exhibit 2-A**, respectively.*

No court proceedings regarding a reorganization or liquidation are pending with respect to any person listed on Exhibit 1-A or Exhibit 2-A.

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

On the biographical affidavit, include a third party background check and state the following with respect to 1) the applicant if he or she is an individual 2) if the applicant is not an individual, all persons who are, or who have been selected to be, directors, executive officers (or others who perform or will perform functions appropriate to these positions), or owners of 10% or more of the voting securities of the applicant, and if the applicant is not an individual,

(a) Name and business address;

(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;

(c) Material occupations, positions, offices or employment during the last 5 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;

(d) Whether or not such person has ever been convicted in a criminal proceeding (excluding minor traffic violations) during the last 10 years and, if so, give the date, nature of conviction, name and location of court, and penalty imposed or other disposition of the case;

(e) Upon the request of the Director, independent third party verification reports prepared by an NAIC approved vendor shall be provided. See https://www.naic.org/documents/industry_ucaa_third_party.pdf?19 for a list of third party vendors for background reports.

*Attached as **Exhibit 5** is a list of the executive officers and directors of CareSource as well as the proposed post-Closing board members and officers of each of Empowered and Holdco.*

NAIC Form 11 affidavits are provided for each listed person. Each such affidavit includes the name, business address, present principal business activity and employment history for the person to whom it pertains. Except as may be set forth in the NAIC Form 11 affidavits, to the knowledge of CareSource, no individual filing an affidavit has ever been convicted in a criminal proceeding (excluding minor traffic violations).

The applicant has retained the NAIC-approved third-party vendor, AbilityScreening.com (the UCAA division of Owens OnLine LLC), to prepare background reports and has delivered the affidavits of each listed person for processing to the vendor. The vendor will provide the verification reports to DIFS as soon as ready.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Describe the nature, source and amount of funds or other considerations used or to be used in effecting the merger or other acquisition of control. Describe any transaction where funds were or are to be obtained for such purpose, including any pledge of the insurer's stock or pledge of the stock of any of its subsidiaries or controlling affiliates.

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.

As set forth in Section 1.2 of the MIPA, the proposed transaction contemplates an adjustable purchase price of \$50,500,000 for the Purchased Units. The purchase price is subject to the following adjustments:

- *An "RBC Adjustment" based on the amount by which Empowered's total adjusted capital exceeds (or falls below) 300% of its authorized control level risk-based capital as of the Closing, multiplied by 40% (the ownership percentage to be acquired by CareSource), as set forth in greater detail in Section 1.2(d) of the MIPA;*
- *A potential increase or decrease of \$3,300,000 based on the ratio of (a) the Michigan Medicaid Membership that Empowered achieves in the 2024 Medicaid Procurement process to (b) Empowered's 2023 Michigan Medicaid Membership (as set forth in Sections 1.2(a)(ii), (b), and (e) of the MIPA); and*
- *Potential reductions of (a) \$8,750,000, in the event Empowered fails to obtain the requisite contracts with DHHS and CMS to offer a HIDE SNP plan (or similar SNP plan) following the expiration of the MI Health Link program, and (b) an amount mutually agreed by Buyer and HAP, in the event that DHHS enacts a material increase to the medical loss ratio floor currently applicable to the MI Health Link program (as set forth in greater detail in Section 1.2(f) of the MIPA).*

CareSource will fund the proposed acquisition through a capital contribution to Buyer using currently available funds. The funds include cash and readily-marketable investment securities scheduled to mature or to be sold prior to the Closing. The MIPA also provides for a guarantee under Section 11.20, pursuant to which CareSource guarantees to HAP the full, faithful, and punctual payment of the Purchase Price and the performance of Buyer's indemnification obligations under Article VIII of the MIPA. Such guarantee automatically terminates upon the final payment of the Purchase Price by Buyer.

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

Both parties performed comprehensive due diligence. CareSource and its advisors reviewed, among other things, the financial statements, operations, and legal documents governing Empowered. Both HAP and CareSource's senior management negotiated the purchase price at arms'-length and were assisted by both internal and external tax, legal, and financial advisers. CareSource employed common valuation methodologies to obtain an indication of value for determining the amount of consideration and also took into account additional factors and information as it deemed 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, the application must specifically request that the identity be kept confidential.

Not applicable.

ITEM 5. FUTURE PLANS FOR THE 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.

CareSource has no plans or proposals (i) to cause Empowered to declare an extraordinary dividend, (ii) to liquidate Empowered, (iii) to sell the assets of Empowered, or (iv) to merge Empowered with any person or persons. Further, given that HAP will retain a 60% indirect ownership interest in Empowered and will possess the right to appoint three of the five members on the Holdco Board, CareSource will not, by reason of its acquisition of a 40% indirect ownership interest in Empowered, possess the ability to unilaterally cause any such actions.

*As detailed above, the MIPA contemplates a Pre-Closing Reorganization in which HAP will contribute its membership interests in Empowered to Holdco and Empowered's Articles of Incorporation will be restated to identify Holdco as its new sole member. A copy of the proposed Second Restated Articles of Incorporation of Empowered, together with a redline showing the revisions to Empowered's current Articles of Incorporation, is attached as **Exhibit 6**.²*

*As relates to management, the officers and board of Empowered will change to be as reflected in **Exhibit 5** upon or as soon as practicable after the Closing.*

*Pro forma financial projections and a narrative business plan for Empowered are attached as **Exhibit 8** and **Exhibit 9**, respectively.*

As contemplated by the form of the Holdco A&R LLC Agreement attached as Exhibit A to the MIPA, the parties intend that Empowered will respond to the upcoming RFP, which is anticipated to be released by DHHS on or about October 1, 2023. In anticipation of same, the parties intend that HAP and CareSource's administrator subsidiary, CareSource Management Services LLC ("CSMS"), will each enter into one or more services agreements with Empowered (collectively, the "Services Agreements"). The Services Agreement(s) between CSMS and Empowered will provide for the provision by CSMS of all administrative services necessary to run Empowered's health plans other than those administrative services to be provided by HAP pursuant to the Service Agreement(s) to be entered into between HAP and Empowered, relating to network management services, and those obligations that are required by applicable law to be retained

² *The parties also propose to cause Empowered to adopt minor technical and wordsmithing changes to Empowered's current bylaws. A copy of the proposed Second Restated Bylaws of Empowered, together with a redline showing these intended changes, is attached at **Exhibit 7**.*

*by Empowered.*³

The parties intend that the Services Agreements, which are now in development, may be entered into at Closing and, to the extent regulatory contingencies are satisfied, on or prior to October 1. However, each of the Services Agreements will be submitted under a separate Form D filing, and finalization of and entry into the Services Agreements is not a condition precedent to the Closing.

³ CSMS and HAP are in the course of finalizing a consulting agreement regarding services to be provided by CSMS in connection with Empowered's anticipated response to the RFP (including, e.g., provider network development, preparation of the RFP responses and proposal development, and administrative and network services transition planning).

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.

Pursuant to Empowered's current Articles of Incorporation, Empowered is a Michigan not-for-profit corporation organized on a nonstock, membership basis, and HAP is presently its sole member.

The first step of the proposed transaction involves the contribution by HAP of its membership interests in Empowered to Holdco and the restatement of Empowered's Articles of Incorporation to replace HAP with Holdco as Empowered's sole member.

HAP owns 100% of the issued and outstanding Holdco Units.

As detailed above, CareSource, through Buyer, proposes to acquire 40% of the Holdco Units from HAP at the Closing, and thus to acquire a 40% indirect interest in Empowered pursuant to the terms and subject to the conditions of the MIPA.

Other than as disclosed in this application, neither CareSource, its affiliates, nor, to CareSource's knowledge, any of the individuals listed in Exhibit 5 has any plans or proposals to acquire voting securities issued by Empowered or its controlling persons.

As described above (in Item 4), the terms and conditions of the MIPA were arrived at through arm's length negotiations among the representatives of CareSource, on the one hand, and HAP, on the other hand, and their respective legal and other advisors.

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.

Other than as disclosed in this application, neither CareSource nor any of its affiliates own, beneficially or of record, any voting securities of Empowered or any of its controlling persons. Further, other than as disclosed in this application, neither CareSource nor any of its affiliates have any right to acquire any voting securities issued by Empowered or any of its controlling persons.

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 in this application, there are no contracts, arrangements or understandings with respect to any voting security of Empowered in which CareSource or any of its affiliates are involved, including but not limited to transfer of any of the securities, joint ventures loan or option arrangements, put or calls, guaranties of loans, guaranties against loss or guaranties 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.

Other than as described in this application, including, particularly with respect to Item 1 above, during the last twelve months preceding the filing of this application, neither CareSource nor any of its affiliates have purchased any voting securities of Empowered 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.

Other than as described in this application, neither CareSource nor any of its affiliates nor anyone based upon interviews with or at the suggestion of the foregoing persons has made any recommendations to purchase any voting securities of Empowered or any of its controlling persons during the twelve calendar months preceding the filing of this application.

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 contracts, arrangements or understandings made with or proposed to be made with any registered broker-dealers in connection with the transactions as to solicitation of voting securities of Empowered for tender. HAP engaged Citigroup Global Markets Inc. as its financial strategic advisor in the transaction.

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.

(b) The financial statements shall include the audited 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.

(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 materials 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 last two fiscal years, and any additional documents or papers required by Form A forms and instructions for Sections 4 and 6.

Exhibit No.	Description
1-A	<i>Current CareSource Holding Company System Chart</i>
1-B	<i>Current HFHS Holding Company System Chart</i>
2-A	<i>Proposed Post-Closing CareSource Holding Company System Chart</i>
2-B	<i>Proposed Post-Closing HFHS Holding Company System Chart (abbreviated)</i>
3	<i>Form of Contribution Agreement to be entered into by and between Health Alliance Plan of Michigan and HAP Empowered Holding LLC</i>
4	<i>Membership Interest Purchase Agreement by and among CareSource Holding III LLC, Health Alliance Plan of Michigan, and HAP Empowered Holding LLC, dated as of April 21, 2023 (and form of Amended and Restated Limited Liability Company Agreement of HAP Empowered Holding LLC, attached as Exhibit A thereto)</i>
4-A	<i>Summary of the Amended and Restated Limited Liability Agreement of HAP Empowered Holding LLC</i>
5	<i>List of Executive Officers and Directors of CareSource, and Proposed Post-Closing Executive Officers and Directors/Managers of HAP Empowered Holding LLC and Empowered</i>
6	<i>Proposed Second Restated Articles of Empowered</i>
7	<i>Proposed Second Restated Bylaws of Empowered</i>
8	<i>Financial Projections for Empowered</i>
9	<i>Narrative Business Plan for Empowered</i>
10	<i>Annual Financial Statements for the consolidated CareSource Holding Company System for years ended 2022, 2021, 2020, 2019, and 2018</i>

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.

CareSource so agrees.

ITEM 14. SIGNATURE AND CERTIFICATION

Signature and certification required as follows:

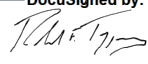
SIGNATURE

Pursuant to the requirements of Section 1311 of the Ins. Code of 1956, as amended,

CareSource has caused this application to be duly signed

on its behalf in the City of Dallas and State of Texas

on the 17th day of May, 2023.

(SEAL)
DocuSigned by:

BF1939A77C13412...
CareSource

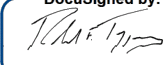
By: Richard F. Topping
Secretary and Chief Legal Officer

Attest:
DocuSigned by:
Lawrence Smart
EB02CE57C22B43B...
(Signature of Officer)

Lawrence R. Smart
Treasurer and Chief Financial Officer

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached application dated May 17, 2023 for and on behalf of CareSource; that he is the Secretary and Chief Legal Officer 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 knowledge, information and belief.

(Signature) 
BF1939A77C13412...
Richard F. Topping