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Form **990**

Department of the Treasury
Internal Revenue Service

# Return of Organization Exempt From Income Tax

**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)**

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

**2009**

**Open to Public Inspection**

**A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009**

**B** Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

**Please use IRS label or print or type. See Specific Instructions.**

**C** Name of organization
TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address) 705 MOUNT AUBURN STREET

Room/suite

City or town, state or country, and ZIP + 4
WATERTOWN, MA 02472

**D Employer identification number**
04-2674079

**E Telephone number**
(617) 972-9400

**G** Gross receipts $ 2,294,213,228

**F** Name and address of principal officer
James Roosevelt Jr
705 Mount Auburn Street
Watertown, MA 02472

**H(a)** Is this a group return for affiliates? ☐ Yes ☑ No

**H(b)** Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

**H(c)** Group exemption number ▶

**I** Tax-exempt status ☑ 501(c) ( 4 ) ◀ (insert no ) ☐ 4947(a)(1) or ☐ 527

**J Website:** ▶ www tuftshealthplan com

**K** Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

**L** Year of formation 1979

**M** State of legal domicile MA

## Part I Summary

**1** Briefly describe the organization's mission or most significant activities
Tufts Associated Health Maintenance Organization, Inc (TAHMO) sets the standard for outstanding quality health care, service and value

**2** Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

| | | | |
|---|---|---|---|
| **3** | Number of voting members of the governing body (Part VI, line 1a) | **3** | 11 |
| **4** | Number of independent voting members of the governing body (Part VI, line 1b) | **4** | 9 |
| **5** | Total number of employees (Part V, line 2a) | **5** | 266 |
| **6** | Total number of volunteers (estimate if necessary) | **6** | 0 |
| **7a** | Total gross unrelated business revenue from Part VIII, column (C), line 12 | **7a** | -38,882 |
| **b** | Net unrelated business taxable income from Form 990-T, line 34 | **7b** | -38,882 |

| | | Prior Year | Current Year |
|---|---|---|---|
| **Revenue** | | | |
| **8** | Contributions and grants (Part VIII, line 1h) | 0 | 0 |
| **9** | Program service revenue (Part VIII, line 2g) | 2,242,774,512 | 2,273,692,530 |
| **10** | Investment income (Part VIII, column (A), lines 3, 4, and 7d ) | -13,930,735 | 10,492,310 |
| **11** | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | -4,414 | -38,882 |
| **12** | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 2,228,839,363 | 2,284,145,958 |
| **Expenses** | | | |
| **13** | Grants and similar amounts paid (Part IX, column (A), lines 1–3 ) | 15,315,502 | 807,521 |
| **14** | Benefits paid to or for members (Part IX, column (A), line 4) | 1,981,502,000 | 2,051,946,266 |
| **15** | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | 14,242,440 | 14,813,234 |
| **16a** | Professional fundraising fees (Part IX, column (A), line 11e) | 0 | 0 |
| **b** | Total fundraising expenses (Part IX, column (D), line 25) ▶0 | | |
| **17** | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f) | 209,124,387 | 202,775,036 |
| **18** | Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) | 2,220,184,329 | 2,270,342,057 |
| **19** | Revenue less expenses Subtract line 18 from line 12 | 8,655,034 | 13,803,901 |

| | | Beginning of Current Year | End of Year |
|---|---|---|---|
| **Net Assets or Fund Balances** | | | |
| **20** | Total assets (Part X, line 16) | 738,548,493 | 801,335,751 |
| **21** | Total liabilities (Part X, line 26) | 292,222,615 | 284,534,641 |
| **22** | Net assets or fund balances Subtract line 21 from line 20 | 446,325,878 | 516,801,110 |

## Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

**Sign Here**

Signature of officer — Date: 2010-11-09

UMESH KURPAD SVP AND CFO
Type or print name and title

**Paid Preparer's Use Only**

| | | | |
|---|---|---|---|
| Preparer's signature | Date | Check if self-empolyed ▶ ☐ | Preparer's identifying number (see instructions) |
| Firm's name (or yours if self-employed), address, and ZIP + 4 | ERNST & YOUNG US LLP<br>111 MONUMENT CIRCLE STE 2600<br>INDIANAPOLIS, IN 46204 | EIN ▶ | Phone no ▶ (317) 681-7000 |

May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☐ No

## Part III Statement of Program Service Accomplishments

**1** Briefly describe the organization's mission

See Schedule O

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? . . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

**4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

| | | | | | | |
|---|---|---|---|---|---|---|
| **4a** | (Code | ) (Expenses $ | 1,132,670,861 | including grants of $ | ) (Revenue $ | 1,171,284,205 ) |
| | See Schedule O | | | | | |
| **4b** | (Code | ) (Expenses $ | 67,405,708 | including grants of $ | ) (Revenue $ | 64,751,496 ) |
| | See Schedule O | | | | | |
| **4c** | (Code | ) (Expenses $ | 994,074,399 | including grants of $ | ) (Revenue $ | 1,009,081,081 ) |
| | See Schedule O | | | | | |
| **4d** | Other program services (Describe in Schedule O ) | | | | | |
| | (Expenses $ | 27,205,008 | including grants of $ | 807,521 ) | (Revenue $ | 28,575,748 ) |
| **4e** | **Total program service expenses** ▶ $ | 2,221,355,976 | | | | |

## Part IV Checklist of Required Schedules

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A* | 1 | | No |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors? | 2 | | No |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I* | 3 | | No |
| 4 | **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II* | 4 | | |
| 5 | **Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III* | 5 | | No |
| 6 | Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I* | 6 | | No |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II* | 7 | | No |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III* | 8 | | No |
| 9 | Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV* | 9 | | No |
| 10 | Did the organization, directly or through a related organization, hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V* | 10 | | No |
| 11 | Is the organization's answer to any of the following questions "Yes"? *If so,complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.* | 11 | Yes | |
| | • Did the organization report an amount for land, buildings, and equipment in Part X, line10? *If "Yes," complete Schedule D, Part VI.* | | | |
| | • Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.* | | | |
| | • Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.* | | | |
| | • Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.* | | | |
| | • Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.* | | | |
| | • Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? *If "Yes," complete Schedule D, Part X.* | | | |
| 12 | Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII* | 12 | Yes | |
| 12A | Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional* — **12A** Yes | | | |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E* | 13 | | No |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | 14a | | No |
| b | Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the United States? *If "Yes," complete Schedule F, Part I* | 14b | | No |
| 15 | Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the U S ? *If "Yes," complete Schedule F, Part II* | 15 | | No |
| 16 | Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the U S ? *If "Yes," complete Schedule F, Part III* | 16 | | No |
| 17 | Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I* | 17 | | No |
| 18 | Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II* | 18 | | No |
| 19 | Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III* | 19 | | No |
| 20 | Did the organization operate one or more hospitals? *If "Yes," complete Schedule H* | 20 | | No |

**Part IV Checklist of Required Schedules** *(continued)*

| | | | | |
|---|---|---|---|---|
| **21** | Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II* | **21** | Yes | |
| **22** | Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III* | **22** | | No |
| **23** | Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J* | **23** | Yes | |
| **24a** | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25* | **24a** | | No |
| **b** | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | **24b** | | |
| **c** | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | **24c** | | |
| **d** | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | **24d** | | |
| **25a** | **Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I* | **25a** | | No |
| **b** | Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I* | **25b** | | No |
| **26** | Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II* | **26** | | No |
| **27** | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III* | **27** | | No |
| **28** | Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions) | | | |
| **a** | A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV* | **28a** | | No |
| **b** | A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV* | **28b** | | No |
| **c** | An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV* | **28c** | Yes | |
| **29** | Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M* | **29** | | No |
| **30** | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M* | **30** | | No |
| **31** | Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I* | **31** | | No |
| **32** | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II* | **32** | | No |
| **33** | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I* | **33** | | No |
| **34** | Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1* | **34** | Yes | |
| **35** | Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2* | **35** | Yes | |
| **36** | **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2* | **36** | | |
| **37** | Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI* | **37** | | No |
| **38** | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O | **38** | Yes | |

## Part V Statements Regarding Other IRS Filings and Tax Compliance

| | | | | Yes | No |
|---|---|---|---|---|---|
| 1a | Enter the number reported in Box 3 of Form 1096, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0-* if not applicable | 1a | 14,367 | | |
| b | Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable | 1b | 0 | | |
| c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | | 1c | Yes | |
| 2a | Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return | 2a | 266 | | |
| b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note:** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions) | | 2b | Yes | |
| 3a | Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return? | | 3a | Yes | |
| b | If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O* | | 3b | Yes | |
| 4a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | 4a | | No |
| b | If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts | | | | |
| 5a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | 5a | | No |
| b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | 5b | | No |
| c | If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? | | 5c | | |
| 6a | Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible? | | 6a | | No |
| b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | 6b | | |
| 7 | **Organizations that may receive deductible contributions under section 170(c).** | | | | |
| a | Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor? | | 7a | | |
| b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | | 7b | | |
| c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | 7c | | |
| d | If "Yes," indicate the number of Forms 8282 filed during the year | 7d | | | |
| e | Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | 7e | | |
| f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 7f | | |
| g | For all contributions of qualified intellectual property, did the organization file Form 8899 as required? | | 7g | | |
| h | For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? | | 7h | | |
| 8 | **Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | | 8 | | |
| 9 | **Sponsoring organizations maintaining donor advised funds.** | | | | |
| a | Did the organization make any taxable distributions under section 4966? | | 9a | | |
| b | Did the organization make a distribution to a donor, donor advisor, or related person? | | 9b | | |
| 10 | **Section 501(c)(7) organizations.** Enter | | | | |
| a | Initiation fees and capital contributions included on Part VIII, line 12 | 10a | | | |
| b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | | | |
| 11 | **Section 501(c)(12) organizations.** Enter | | | | |
| a | Gross income from members or shareholders | 11a | | | |
| b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them ) | 11b | | | |
| 12a | **Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041? | | 12a | | |
| b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | | | |

**Part VI** **Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

## Section A. Governing Body and Management

| | | | Yes | No |
|---|---|---|---|---|
| 1a | Enter the number of voting members of the governing body . . | 1a 11 | | |
| b | Enter the number of voting members that are independent . . | 1b 9 | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . . | 2 | Yes | |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . | 3 | Yes | |
| 4 | Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? | 4 | | No |
| 5 | Did the organization become aware during the year of a material diversion of the organization's assets? . . | 5 | | No |
| 6 | Does the organization have members or stockholders? . . . . . | 6 | | No |
| 7a | Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . . | 7a | | No |
| b | Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . | 7b | | No |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following | | | |
| a | The governing body? . . . . . | 8a | Yes | |
| b | Each committee with authority to act on behalf of the governing body? . . . . . | 8b | Yes | |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . . | 9 | | No |

## Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

| | | | Yes | No |
|---|---|---|---|---|
| 10a | Does the organization have local chapters, branches, or affiliates? . . . . . | 10a | | No |
| b | If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? . . . . | 10b | | |
| 11 | Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? | 11 | Yes | |
| 11A | Describe in Schedule O the process, if any, used by the organization to review the Form 990 . . . . . | | | |
| 12a | Does the organization have a written conflict of interest policy? *If "No," go to line 13* . . . . . | 12a | Yes | |
| b | Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . . | 12b | Yes | |
| c | Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done . . . . . | 12c | Yes | |
| 13 | Does the organization have a written whistleblower policy? . . . . . | 13 | Yes | |
| 14 | Does the organization have a written document retention and destruction policy? . . . . . | 14 | Yes | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | | |
| a | The organization's CEO, Executive Director, or top management official . . . . . | 15a | Yes | |
| b | Other officers or key employees of the organization . . . . . | 15b | Yes | |
| | If "Yes" to line a or b, describe the process in Schedule O (See instructions ) | | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . . | 16a | | No |
| b | If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? . . . . . | 16b | | |

## Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ MA

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ▶

UMESH KURPAD
705 MOUNT AUBURN STREET
WATERTOWN, MA 02472
(617) 972-9400

## Part VII Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

### Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

**1a** Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year Use Schedule J-2 if additional space is needed

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if the organization did not compensate any current or former officer, director, trustee or key employee

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| See add'l data | | | | | | | | | | |
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| | | | |
|---|---|---|---|
| **1b Total** . . . . . ▶ | 397,200 | 9,825,011 | 1,098,693 |

**2** Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 26

| | | | Yes | No |
|---|---|---|---|---|
| **3** | Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual* . . . . . | **3** | | No |
| **4** | For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual* . . . . . | **4** | Yes | |
| **5** | Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person* . . . . . | **5** | | No |

## Section B. Independent Contractors

**1** Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

| (A) Name and business address | (B) Description of services | (C) Compensation |
|---|---|---|
| Medassurant Inc<br>4321 Collington Road<br>Bowie, MD 20716 | Consulting | 5,465,751 |
| Keane Inc<br>100 City Square<br>Boston, MA 02129 | Outsourcing | 5,052,466 |
| Deloitte Consulting<br>200 Berkeley Street<br>Philadelphia, PA 02116 | Outside Labor | 4,111,017 |
| Gearon Hoffman Inc<br>88 Broad Street<br>Boston, MA 02110 | Advertising | 3,113,606 |
| LeapFrog Systems<br>33 Arch Street 31st Floor<br>Boston, MA 02110 | Outside Labor | 2,129,933 |
| **2** Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 108 | | |

**Part VIII Statement of Revenue**

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 |
|---|---|---|---|---|---|---|
| Contributions, gifts, grants and other similar amounts | 1a | Federated campaigns . . 1a | | | | |
| | b | Membership dues . . . . 1b | | | | |
| | c | Fundraising events . . . . 1c | | | | |
| | d | Related organizations . . . 1d | | | | |
| | e | Government grants (contributions) 1e | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above 1f | | | | |
| | g | Noncash contributions included in lines 1a-1f $ | | | | |
| | h | **Total.** Add lines 1a-1f . . . . . ▶ | 0 | | | |
| Program Service Revenue | | Business Code | | | | |
| | 2a | HMO | 524,114 | 1,171,284,205 | 1,171,284,205 | |
| | b | Medicare | 524,114 | 1,009,081,081 | 1,009,081,081 | |
| | c | POS/PPO | 524,292 | 64,751,496 | 64,751,496 | |
| | d | MEDICARE COMPLEMENT | 524,114 | 27,883,720 | 27,883,720 | |
| | e | OTHER INCOME | 900,099 | 692,028 | 692,028 | |
| | f | All other program service revenue | | | | |
| | g | **Total.** Add lines 2a–2f . . . . . ▶ | | 2,273,692,530 | | |
| | 3 | Investment income (including dividends, interest and other similar amounts) . . . . . ▶ | | 20,383,930 | | 20,383,930 |
| | 4 | Income from investment of tax-exempt bond proceeds . . ▶ | | 0 | | |
| | 5 | Royalties . . . . . ▶ | | 0 | | |
| | | (i) Real / (ii) Personal | | | | |
| | 6a | Gross Rents: -38,882 | | | | |
| | b | Less rental expenses | | | | |
| | c | Rental income or (loss): -38,882 | | | | |
| | d | Net rental income or (loss) . . . . . ▶ | -38,882 | | -38,882 | |
| | | (i) Securities / (ii) Other | | | | |
| | 7a | Gross amount from sales of assets other than inventory: 175,650 | | | | |
| | b | Less cost or other basis and sales expenses: 10,067,270 | | | | |
| | c | Gain or (loss): -9,891,620 | | | | |
| | d | Net gain or (loss) . . . . . ▶ | -9,891,620 | | | -9,891,620 |
| Other Revenue | 8a | Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 . . . a | | | | |
| | b | Less direct expenses . . . b | | | | |
| | c | Net income or (loss) from fundraising events . . ▶ | 0 | | | |
| | 9a | Gross income from gaming activities See Part IV, line 19 . . . a | | | | |
| | b | Less direct expenses . . . b | | | | |
| | c | Net income or (loss) from gaming activities . . . ▶ | 0 | | | |
| | 10a | Gross sales of inventory, less returns and allowances . a | | | | |
| | b | Less cost of goods sold . . b | | | | |
| | c | Net income or (loss) from sales of inventory . . ▶ | 0 | | | |
| | | Miscellaneous Revenue / Business Code | | | | |
| | 11a | | | | | |
| | b | | | | | |
| | c | | | | | |
| | d | All other revenue . . . . | | | | |
| | e | **Total.** Add lines 11a–11d . . . . . ▶ | 0 | | | |
| | 12 | **Total revenue.** See Instructions . . . ▶ | 2,284,145,958 | 2,273,692,530 | -38,882 | 10,492,310 |

## Part IX Statement of Functional Expenses

**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.**
**All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|---|---|---|---|---|
| 1 | Grants and other assistance to governments and organizations in the U S See Part IV, line 21 | 807,521 | 807,521 | | |
| 2 | Grants and other assistance to individuals in the U S See Part IV, line 22 | 0 | | | |
| 3 | Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16 | 0 | | | |
| 4 | Benefits paid to or for members | 2,051,946,266 | 2,051,946,266 | | |
| 5 | Compensation of current officers, directors, trustees, and key employees | 352,700 | | 352,700 | |
| 6 | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 0 | | | |
| 7 | Other salaries and wages | 11,435,631 | 11,435,631 | | |
| 8 | Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | 675,183 | 675,183 | | |
| 9 | Other employee benefits | 2,349,720 | 2,349,720 | | |
| 10 | Payroll taxes | 0 | | | |
| 11 | Fees for services (non-employees) | | | | |
| a | Management | 115,839,492 | 92,671,594 | 23,167,898 | |
| b | Legal | 526,421 | | 526,421 | |
| c | Accounting | 192,373 | | 192,373 | |
| d | Lobbying | 0 | | | |
| e | Professional fundraising *See Part IV, line 17* | 0 | | | |
| f | Investment management fees | 1,372,625 | | 1,372,625 | |
| g | Other | 28,082,557 | 22,466,046 | 5,616,511 | |
| 12 | Advertising and promotion | 7,449,447 | | 7,449,447 | |
| 13 | Office expenses | 82,633 | | 82,633 | |
| 14 | Information technology | 1,060,434 | 1,060,434 | | |
| 15 | Royalties | 0 | | | |
| 16 | Occupancy | 2,752,429 | 2,201,943 | 550,486 | |
| 17 | Travel | 64,470 | | 64,470 | |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials | 0 | | | |
| 19 | Conferences, conventions, and meetings | 84,457 | | 84,457 | |
| 20 | Interest | 0 | | | |
| 21 | Payments to affiliates | 590,651 | | 590,651 | |
| 22 | Depreciation, depletion, and amortization | 11,271,752 | 9,017,402 | 2,254,350 | |
| 23 | Insurance | 0 | | | |
| 24 | Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below ) | | | | |
| a | Charges to Affiliates | -6,848,391 | -5,478,713 | -1,369,678 | |
| b | All other expenses | 40,253,686 | 32,202,949 | 8,050,737 | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | All other expenses | | | | |
| 25 | **Total functional expenses.** Add lines 1 through 24f | 2,270,342,057 | 2,221,355,976 | 48,986,081 | 0 |
| 26 | **Joint costs.** Check here ▶ ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | | | | |

## Part X Balance Sheet

| | | | | (A) Beginning of year | | (B) End of year |
|---|---|---|---|---|---|---|
| Assets | 1 | Cash—non-interest-bearing | | | 1 | |
| | 2 | Savings and temporary cash investments | | 65,092,558 | 2 | 65,505,229 |
| | 3 | Pledges and grants receivable, net | | | 3 | |
| | 4 | Accounts receivable, net | | 3,909,074 | 4 | 6,008,575 |
| | 5 | Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | | | 5 | |
| | 6 | Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L | | | 6 | |
| | 7 | Notes and loans receivable, net | | | 7 | |
| | 8 | Inventories for sale or use | | | 8 | |
| | 9 | Prepaid expenses and deferred charges | | | 9 | |
| | 10a | Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D* | 10a 154,623,477 | | | |
| | b | Less accumulated depreciation | 10b 46,262,769 | 106,956,083 | 10c | 108,360,708 |
| | 11 | Investments—publicly traded securities | | 532,433,757 | 11 | 594,980,597 |
| | 12 | Investments—other securities See Part IV, line 11 | | | 12 | |
| | 13 | Investments—program-related See Part IV, line 11 | | | 13 | |
| | 14 | Intangible assets | | | 14 | |
| | 15 | Other assets See Part IV, line 11 | | 30,157,021 | 15 | 26,480,642 |
| | 16 | **Total assets.** Add lines 1 through 15 (must equal line 34) | | 738,548,493 | 16 | 801,335,751 |
| Liabilities | 17 | Accounts payable and accrued expenses | | 59,528,995 | 17 | 43,900,260 |
| | 18 | Grants payable | | | 18 | |
| | 19 | Deferred revenue | | 22,754,377 | 19 | 30,608,598 |
| | 20 | Tax-exempt bond liabilities | | | 20 | |
| | 21 | Escrow or custodial account liability *Complete Part IV of Schedule D* | | | 21 | |
| | 22 | Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L* | | | 22 | |
| | 23 | Secured mortgages and notes payable to unrelated third parties | | | 23 | |
| | 24 | Unsecured notes and loans payable to unrelated third parties | | | 24 | |
| | 25 | Other liabilities Complete Part X of Schedule D | | 209,939,243 | 25 | 210,025,783 |
| | 26 | **Total liabilities.** Add lines 17 through 25 | | 292,222,615 | 26 | 284,534,641 |
| Net Assets or Fund Balances | | **Organizations that follow SFAS 117, check here ▶ ☐ and complete lines 27 through 29, and lines 33 and 34.** | | | | |
| | 27 | Unrestricted net assets | | | 27 | |
| | 28 | Temporarily restricted net assets | | | 28 | |
| | 29 | Permanently restricted net assets | | | 29 | |
| | | **Organizations that do not follow SFAS 117, check here ▶ ☑ and complete lines 30 through 34.** | | | | |
| | 30 | Capital stock or trust principal, or current funds | | | 30 | |
| | 31 | Paid-in or capital surplus, or land, building or equipment fund | | | 31 | |
| | 32 | Retained earnings, endowment, accumulated income, or other funds | | 446,325,878 | 32 | 516,801,110 |
| | 33 | Total net assets or fund balances | | 446,325,878 | 33 | 516,801,110 |
| | 34 | Total liabilities and net assets/fund balances | | 738,548,493 | 34 | 801,335,751 |

## Part XI Financial Statements and Reporting

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O | | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? | 2a | | No |
| b | Were the organization's financial statements audited by an independent accountant? | 2b | Yes | |
| c | If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O | 2c | Yes | |
| d | If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both ☐ Separate basis ☐ Consolidated basis ☑ Both consolidated and separated basis | | | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | 3a | | No |
| b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | 3b | | |

## Additional Data

**Software ID:**
**Software Version:**
**EIN:** 04-2674079
**Name:** TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC

**Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| JAMES ROOSEVELT<br>PRESIDENT AND CEO | 26 0 | X | | X | | | | 0 | 1,715,653 | 208,829 |
| THOMAS P O'NEILL III<br>DIRECTOR | 2 0 | X | | | | | | 27,000 | 3,500 | 0 |
| GREG D TRANTER<br>DIRECTOR | 2 0 | X | | | | | | 27,000 | 0 | 0 |
| VICTOR HERNANDEZ<br>DIRECTOR | 2 0 | X | | | | | | 13,700 | 0 | 0 |
| PETER S DROTCH<br>DIRECTOR | 3 0 | X | | | | | | 32,500 | 0 | 0 |
| JACKIE JENKINS-SCOTT<br>DIRECTOR | 2 0 | X | | | | | | 23,500 | 1,500 | 0 |
| PAUL KASUBA MD<br>DIRECTOR | 3 0 | X | | | | | | 31,000 | 0 | 0 |
| JAMES MCNULTY<br>DIRECTOR | 3 0 | X | | | | | | 30,500 | 0 | 0 |
| DAVID SCOON<br>CHAIRMAN OF THE BOARD | 6 0 | X | | | | | | 90,000 | 0 | 0 |
| BARBARA SHATTUCK-KOHN<br>DIRECTOR | 1 0 | X | | | | | | 14,000 | 0 | 0 |
| ROBERT SPELLMAN<br>DIRECTOR | 3 0 | X | | | | | | 34,500 | 0 | 0 |
| SUSAN WINDHAM-BANNISTER PHD<br>DIRECTOR | 3 0 | X | | | | | | 27,000 | 0 | 0 |
| EILEEN C SHAPIRO<br>DIRECTOR | 1 0 | X | | | | | | 14,000 | 0 | 0 |
| DAVID GREEN<br>DIRECTOR | 4 0 | X | | | | | | 32,500 | 2,000 | 0 |
| PATRICIA TREBINO<br>SVP OF OPERATIONS AND CIO | 28 0 | | | X | | | | 0 | 725,054 | 87,090 |
| ALLEN HINKLE<br>SVP AND CHIEF MEDICAL OFFICER | 33 0 | | | X | | | | 0 | 866,588 | 74,067 |
| THOMAS A CROSWELL<br>CHIEF OPERATING OFFICER | 24 0 | | | X | | | | 0 | 1,005,576 | 78,495 |
| LOIS CORNELL<br>SVP OF HR AND GENERAL COUNSEL | 24 0 | | | X | | | | 0 | 708,130 | 35,915 |
| BRIAN PAGLIARO<br>SVP OF SALES AND CLIENT SVCS | 20 0 | | | X | | | | 0 | 547,131 | 73,227 |
| ROBERT EGAN<br>SVP MKTG AND PRODUCT STRATEGY | 30 0 | | | X | | | | 0 | 534,351 | 49,121 |
| UMESH KURPAD<br>SVP AND CFO | 32 0 | | | X | | | | 0 | 611,178 | 75,311 |
| ROLAND PRICE<br>TREASURER | 23 0 | | | X | | | | 0 | 259,973 | 54,576 |
| PATRICIA BLAKE<br>SVP SENIOR PRODUCTS | 40 0 | | | | X | | | 0 | 521,407 | 34,626 |
| DAVID ABELMAN<br>VP & DEPUTY GENERAL COUNSEL | 22 0 | | | | | X | | 0 | 487,830 | 41,890 |
| AIDA GUIDA<br>VP OF FINANCE AND CONTROLLER | 30 0 | | | | | X | | 0 | 488,031 | 30,337 |

**Form 990, Part VII - Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W- 2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| ANNE METZGER<br>VP OF MEDICAL MANAGEMENT | 30 0 | | | | | X | | 0 | 476,148 | 58,146 |
| JOSEPH IMBIMBO<br>VP OF IS TECHNOLOGY OPERATIONS | 30 0 | | | | | X | | 0 | 423,621 | 112,793 |
| TRACY CARTER<br>VP & CHIEF ACTUARY | 30 0 | | | | | X | | 0 | 447,340 | 84,270 |

**Form 990, Part VIII - Statement of Revenue - 2a - 2g Program Service Revenue -**

| | Business Code | (A) Total Revenue | (B) Related or Exempt Function Revenue | (C) Unrelated Business Revenue | (D) Revenue Excluded from Tax under IRC 512, 513, or 514 |
|---|---|---|---|---|---|
| HMO | 524,114 | 1,171,284,205 | 1,171,284,205 | | |
| Medicare | 524,114 | 1,009,081,081 | 1,009,081,081 | | |
| POS/PPO | 524,292 | 64,751,496 | 64,751,496 | | |
| MEDICARE COMPLEMENT | 524,114 | 27,883,720 | 27,883,720 | | |
| OTHER INCOME | 900,099 | 692,028 | 692,028 | | |

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**SCHEDULE D** (Form 990)

Department of the Treasury
Internal Revenue Service

# Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2009**

**Open to Public Inspection**

**Name of the organization**
TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC

**Employer identification number**
04-2674079

## Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

| | | (a) Donor advised funds | (b) Funds and other accounts |
|---|---|---|---|
| 1 | Total number at end of year | | |
| 2 | Aggregate contributions to (during year) | | |
| 3 | Aggregate grants from (during year) | | |
| 4 | Aggregate value at end of year | | |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit ☐ Yes ☐ No

## Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or pleasure)
☐ Preservation of an historically importantly land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

| | | Held at the End of the Year |
|---|---|---|
| a | Total number of conservation easements | 2a |
| b | Total acreage restricted by conservation easements | 2b |
| c | Number of conservation easements on a certified historic structure included in (a) | 2c |
| d | Number of conservation easements included in (c) acquired after 8/17/06 | 2d |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

## Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

## Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition
- b ☐ Scholarly research
- c ☐ Preservation for future generations
- d ☐ Loan or exchange programs
- e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

## Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

| | | Amount |
|---|---|---|
| c Beginning balance | 1c | |
| d Additions during the year | 1d | |
| e Distributions during the year | 1e | |
| f Ending balance | 1f | |

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

## Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

| | (a) Current Year | (b) Prior Year | (c) Two Years Back | (d) Three Years Back | (e) Four Years Back |
|---|---|---|---|---|---|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Investment earnings or losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ %
- b Permanent endowment ▶ %
- c Term endowment ▶ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

| | | Yes | No |
|---|---|---|---|
| (i) unrelated organizations | 3a(i) | | |
| (ii) related organizations | 3a(ii) | | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | | |

4 Describe in Part XIV the intended uses of the organization's endowment funds

## Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

| Description of investment | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|---|---|---|---|
| 1a Land | | 14,052,397 | | 14,052,397 |
| b Buildings | | 84,288,822 | 4,972,910 | 79,315,912 |
| c Leasehold improvements | | | | |
| d Equipment | | | | |
| e Other | | 56,282,258 | 41,289,859 | 14,992,399 |
| **Total.** Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶ | | | | 108,360,708 |

**Part VII Investments—Other Securities.** See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|---|---|
| Financial derivatives | | |
| Closely-held equity interests | | |
| Other | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| **Total.** *(Column (b) should equal Form 990, Part X, col (B) line 12 )* ▶ | | |

**Part VIII Investments—Program Related.** See Form 990, Part X, line 13.

| (a) Description of investment type | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| **Total.** *(Column (b) should equal Form 990, Part X, col (B) line 13 )* ▶ | | |

**Part IX Other Assets.** See Form 990, Part X, line 15.

| (a) Description | (b) Book value |
|---|---|
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| **Total.** *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶ | |

**Part X Other Liabilities.** See Form 990, Part X, line 25.

| 1 (a) Description of Liability | (b) Amount |
|---|---|
| Federal Income Taxes | 0 |
| CLAIMS PAYABLE | 208,212,340 |
| DUE TO AFFILIATES | 1,813,443 |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| **Total.** *(Column (b) should equal Form 990, Part X, col (B) line 25 )* ▶ | 210,025,783 |

**2.** Fin 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

## Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

| | | | |
|---|---|---|---|
| 1 | Total revenue (Form 990, Part VIII, column (A), line 12) | 1 | 2,284,145,958 |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 2,270,342,057 |
| 3 | Excess or (deficit) for the year Subtract line 2 from line 1 | 3 | 13,803,901 |
| 4 | Net unrealized gains (losses) on investments | 4 | 65,836,376 |
| 5 | Donated services and use of facilities | 5 | |
| 6 | Investment expenses | 6 | |
| 7 | Prior period adjustments | 7 | |
| 8 | Other (Describe in Part XIV) | 8 | -9,165,039 |
| 9 | Total adjustments (net) Add lines 4 - 8 | 9 | 56,671,337 |
| 10 | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 10 | 70,475,238 |

## Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

| | | | | | |
|---|---|---|---|---|---|
| 1 | Total revenue, gains, and other support per audited financial statements | | | 1 | 2,282,812,215 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12 | | | | |
| a | Net unrealized gains on investments | 2a | | | |
| b | Donated services and use of facilities | 2b | | | |
| c | Recoveries of prior year grants | 2c | | | |
| d | Other (Describe in Part XIV) | 2d | | | |
| e | Add lines **2a** through **2d** | | | 2e | |
| 3 | Subtract line **2e** from line **1** | | | 3 | 2,282,812,215 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line **1** | | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | 1,372,625 | | |
| b | Other (Describe in Part XIV) | 4b | -38,882 | | |
| c | Add lines **4a** and **4b** | | | 4c | 1,333,743 |
| 5 | Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12 ) | | | 5 | 2,284,145,958 |

## Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

| | | | | | |
|---|---|---|---|---|---|
| 1 | Total expenses and losses per audited financial statements | | | 1 | 2,268,969,432 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | | | |
| a | Donated services and use of facilities | 2a | | | |
| b | Prior year adjustments | 2b | | | |
| c | Other losses | 2c | | | |
| d | Other (Describe in Part XIV) | 2d | | | |
| e | Add lines **2a** through **2d** | | | 2e | |
| 3 | Subtract line **2e** from line **1** | | | 3 | 2,268,969,432 |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line **1:** | | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | 1,372,625 | | |
| b | Other (Describe in Part XIV) | 4b | | | |
| c | Add lines **4a** and **4b** | | | 4c | 1,372,625 |
| 5 | Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18 ) | | | 5 | 2,270,342,057 |

## Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

| Identifier | Return Reference | Explanation |
|---|---|---|
| FIN 48 FOOTNOTE | SCHEDULE D, PART XIV | Effective January 1, 2009, the Company adopted Accounting for Uncertainty in Income Taxes (formerly Financial Accounting Standards Board Interpretation (FIN) 48), which requires companies to recognize the tax benefits of uncertain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities The amount recognized is the amount that represents the largest amount of tax benefit that is greater than 50% likely of being ultimately realized A liability is recognized for any benefit claimed, or expected to be claimed, in a tax return in excess of the benefit recorded in the financial statements, along with any interest and penalty (if applicable) on the excess As a result of the adoption, the Company did not recognize any increase or decrease in the liability for unrecognized tax benefits The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense Reconciliation of change in net assets from 990 to financial statements Schedule D, Part XI, Line 8 Change in nonadmitted assets - $(14,647,967) Cumulative effect of change in accounting principle - $5,444,046 RENTAL INCOME NOT RECORDED ON FINANCIAL STATEMENTS - $38,882 |
| Reconciliation of revenue per audited financial stmts with revenue per 990 | Schedule D, Part XII, Line 4B | Rental income not recorded on Financial Statements - $(38,882) |

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**Schedule I (Form 990)**

Department of the Treasury
Internal Revenue Service

# Grants and Other Assistance to Organizations, Governments and Individuals in the United States

**Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.**

▶ **Attach to Form 990**

OMB No 1545-0047

**2009**

**Open to Public Inspection**

Name of the organization
TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC

**Employer identification number**
04-2674079

## Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

## Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . ▶ ☐

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|---|---|---|---|---|---|---|
| See Additional Data Table | | | | | | | |

2 Enter total number of section 501(c)(3) and government organizations . . . ▶ 32

3 Enter total number of other organizations . . . ▶ 1

**Part III** **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---|---|---|---|---|---|
| | | | | | |

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

| Identifier | Return Reference | Explanation |
|---|---|---|
| Description of Organization's Procedures for Monitoring the Use of Grants | Schedule I, Part IV | The organization contributes to well established, non-profit organizations that have established policies and procedures for monitoring the use of funds The organization only contributes to tax-exempt organizations under 501(c) and certain governmental units |
| | | |
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**Additional Data** Return to Form

**Software ID:**
**Software Version:**
**EIN:** 04-2674079
**Name:** TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC

**Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

| (a) Name and address of organization or government | (b) EIN | (c) IRC Code section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|---|---|---|---|---|---|---|---|
| Kenneth B Schwartz Center 205 Portland Street Boston, MA 02114 | 04-1564655 | 501(C)(3) | 50,000 | | | | Fourteenth Annual Dinner |
| Town of Watertown149 Main Street Watertown, MA 02472 | 04-6001340 | GOV'T | 34,000 | | | | Gift to Watertown Fire and Police departments |
| Tufts University School of Medicine136 HARRISON BOSTON, MA 02111 | 04-2103634 | 501(C)(3) | 30,000 | | | | Tufts University School of Medicine, Dept of Public Health and Family Medicine |
| Huntington Theatre Company 264 HUNTINGTON AVENUE BOSTON, MA 02115 | 22-2659560 | 501(C)(3) | 25,000 | | | | 2009 Spotlight Spectacular! |
| Rhode Island Quality Initiative275 PROMENADE STREET PROVIDENCE, RI 02908 | 75-3059336 | 501(C)(3) | 25,000 | | | | Strategic Investment in geography |
| Fallon Clinic Foundation100 FRONT STREET WORCESTER, MA 01608 | 22-2912515 | 501(C)(3) | 25,000 | | | | Strategic Investment in geography |
| Rhode Island Quality Initiative275 PROMENADE STREET PROVIDENCE, RI 02908 | 75-3059336 | 501(C)(3) | 25,000 | | | | Strategic Investment in geography |
| Tufts Health Care Institute 136 HARRISON AVENUE BOSTON, MA 02111 | 04-3289926 | 501(C)(3) | 20,000 | | | | Grant support for educational program on the health care systems for senior residents |
| Mount Auburn Hospital330 MOUNT AUBURN ST CAMBRIDGE, MA 02138 | 04-2103606 | 501(C)(3) | 20,000 | | | | Bridge to Healthcare Initiative-3rd payment of 5-year commitment |
| Tufts Medical Center800 WASHINGTON STREET BOSTON, MA 02111 | 04-3400617 | 501(C)(3) | 15,000 | | | | Working Wonders |

**Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

| **(a)** Name and address of organization or government | **(b)** EIN | **(c)** IRC Code section if applicable | **(d)** Amount of cash grant | **(e)** Amount of non-cash assistance | **(f)** Method of valuation (book, FMV, appraisal, other) | **(g)** Description of non-cash assistance | **(h)** Purpose of grant or assistance |
|---|---|---|---|---|---|---|---|
| National Braille Press88 ST STEPHEN STREET BOSTON,MA 02115 | 04-2104740 | 501(C)(3) | 15,000 | | | | Hands On! Gala |
| March of Dimes Massachusetts Chapter114 TURNPIKE ROAD WESTBORO,MA 01581 | 13-1846366 | 501(C)(3) | 15,000 | | | | Franklin Delano Roosevelt Humanitarian Award Gala |
| Tufts Health Care Institute 136 HARRISON AVENUE BOSTON,MA 02111 | 04-3289926 | 501(C)(3) | 15,000 | | | | Strategic Planning |
| Health Care for All30 WINTER STREET BOSTON,MA 02108 | 04-3071598 | 501(C)(3) | 14,000 | | | | Strategic Alliance |
| Arsenal Center for the Arts 321 ARSENAL STREET WATERTOWN,MA 02472 | 04-3430963 | 501(C)(3) | 13,000 | | | | 2009 Chamber Music |
| Health Care for All30 WINTER STREET BOSTON,MA 02108 | 04-3071598 | 501(C)(3) | 10,000 | | | | For the People A Celebration of Health Care Leaders |
| YMCA316 HUNTINGTON AVENUE BOSTON,MA 02115 | 04-2103551 | 501(C)(3) | 10,000 | | | | Black Achievers Annual Gala "2009" |
| Massachusetts Women's Political Caucus11 BEACON STREET BOSTON,MA 02108 | 04-2738443 | 501(C)(3) | 10,000 | | | | The 8th Annual Good Guys Awards |
| Hasbro Children's Hospital A Lifespan Ptr139 POINT STREET PROVIDENCE,RI 02903 | 05-0468736 | 501(C)(3) | 10,000 | | | | Heroes for Hasbro Children's Hospital GI Joe Gala |
| MassINC18 TREMONT ST BOSTON,MA 02108 | 04-3271457 | 501(C)(3) | 10,000 | | | | 2009 Sponsorship Renewal, ad in CommonWealth |

**Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

| **(a)** Name and address of organization or government | **(b)** EIN | **(c)** IRC Code section if applicable | **(d)** Amount of cash grant | **(e)** Amount of non-cash assistance | **(f)** Method of valuation (book, FMV, appraisal, other) | **(g)** Description of non-cash assistance | **(h)** Purpose of grant or assistance |
|---|---|---|---|---|---|---|---|
| Perkins School for the Blind 175 NORTH BEACON STREET WATERTOWN,MA 02472 | 04-2103616 | 501(C)(3) | 10,000 | | | | The Perkins Possibility Gala |
| Wheelock College200 THE RIVERWAY BOSTON,MA 02215 | 04-2103639 | 501(C)(3) | 10,000 | | | | 2009 Passion for Action Leadership Dinner |
| Catholic Charities75 KNEELAND STREET BOSTON,MA 02111 | 04-2534041 | 501(C)(3) | 10,000 | | | | Spring Celebration |
| ICIC200 HIGH STREET BOSTON,MA 02110 | 13-3772904 | 501(C)(3) | 10,000 | | | | 2009 Inner City Summit and Award Dinner |
| Archdiocese of Boston66 BROOKS DRIVE BRAINTREE,MA 02184 | 04-2106175 | 501(C)(3) | 10,000 | | | | Priest Appreciation Dinner celebration Cardinal Sean |
| Massachusetts Women's Political Caucus11 BEACON STREET BOSTON,MA 02108 | 04-2738443 | 501(C)(3) | 10,000 | | | | Abigail Adams Awards 2009 |
| The American Ireland Fund 211 CONGRESS STREET BOSTON,MA 02110 | 25-1306992 | 501(C)(3) | 10,000 | | | | Annual Anniversary Boston Gala |
| American Heart Association 20 SPEEN ST FRAMINGHAM,MA 01701 | 13-5613797 | 501(C)(3) | 10,000 | | | | Tufts 10K |
| Big Sister Association of Greater Boston161 MASSACHUSETTS AVENUE BOSTON,MA 02115 | 04-2150651 | 501(C)(3) | 10,000 | | | | Big Sister's Big in Boston |
| Urban League of Eastern Massachusetts88 WARREN STREET ROXBURY,MA 02119 | 23-7349132 | 501(C)(3) | 9,000 | | | | 17th Annual Awards Gala |

**Form 990,Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

| **(a)** Name and address of organization or government | **(b)** EIN | **(c)** IRC Code section if applicable | **(d)** Amount of cash grant | **(e)** Amount of non-cash assistance | **(f)** Method of valuation (book, FMV, appraisal, other) | **(g)** Description of non-cash assistance | **(h)** Purpose of grant or assistance |
|---|---|---|---|---|---|---|---|
| WalkBoston45 SCHOOL STREET BOSTON,MA 02108 | 22-3061699 | 501(C)(3) | 8,400 | | | | Watertown Walking Map |
| United Way Massachusetts & Merrimack Valley51 SLEEPER STREET BOSTON,MA 02210 | 04-2382233 | 501(C)(3) | 8,000 | | | | 3rd Annual United Way Healthcare Leadership Breakfast |
| Health Law Advocates Inc30 WINTER STREET BOSTON,MA 02108 | 04-3298116 | 501(C)(3) | 7,500 | | | | CORPORATE LEADERSHIP |
| American Heart Association 20 SPEEN ST FRAMINGHAM,MA 01701 | 13-5613797 | 501(C)(3) | 7,500 | | | | 2009 Central MA Heart Ball |
| Massachusetts Public Health Association434 JAMAICAWAY JAMAICA PLAIN,MA 02130 | 04-2326503 | 501(C)(3) | 7,500 | | | | 2009 Spring Awards Breakfast |
| Boston Symphony Orchestra 301 MASSACHUSETTS AVENUE BOSTON,MA 02115 | 04-2103550 | 501(C)(3) | 7,000 | | | | A Company Christmas at Pops |
| Boston Ballet19 CLARENDON STREET BOSTON,MA 02116 | 04-2312734 | 501(C)(3) | 6,000 | | | | Nutcracker Magic |
| Watertown-Belmont Chamber of Commerce182 MAIN STREET WATERTOWN,MA 02471 | 22-2140700 | 501(C)(6) | 5,145 | | | | COMMUNITY SUPPORT/LOCAL VISIBILITY |

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**Schedule J** (Form 990)

Department of the Treasury
Internal Revenue Service

# Compensation Information

**For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.**

**▶ Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

**2009**

**Open to Public Inspection**

**Name of the organization**
TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC

**Employer identification number**
04-2674079

## Part I Questions Regarding Compensation

| | | | Yes | No |
|---|---|---|---|---|
| **1a** | Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items | | | |
| | ☐ First-class or charter travel | ☑ Housing allowance or residence for personal use | | |
| | ☐ Travel for companions | ☐ Payments for business use of personal residence | | |
| | ☐ Tax idemnification and gross-up payments | ☐ Health or social club dues or initiation fees | | |
| | ☐ Discretionary spending account | ☐ Personal services (e g , maid, chauffeur, chef) | | |
| **b** | If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement orprovision of all the expenses described above? If "No," complete Part III to explain | **1b** | Yes | |
| **2** | Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? | **2** | Yes | |
| **3** | Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply | | | |
| | ☑ Compensation committee | ☑ Written employment contract | | |
| | ☑ Independent compensation consultant | ☑ Compensation survey or study | | |
| | ☑ Form 990 of other organizations | ☑ Approval by the board or compensation committee | | |
| **4** | During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization | | | |
| **a** | Receive a severance payment or change-of-control payment? | **4a** | | No |
| **b** | Participate in, or receive payment from, a supplemental nonqualified retirement plan? | **4b** | Yes | |
| **c** | Participate in, or receive payment from, an equity-based compensation arrangement? | **4c** | | No |
| | If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III | | | |
| | **Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.** | | | |
| **5** | For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of | | | |
| **a** | The organization? | **5a** | | No |
| **b** | Any related organization? | **5b** | | No |
| | If "Yes," to line 5a or 5b, describe in Part III | | | |
| **6** | For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of | | | |
| **a** | The organization? | **6a** | Yes | |
| **b** | Any related organization? | **6b** | Yes | |
| | If "Yes," to line 6a or 6b, describe in Part III | | | |
| **7** | For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III | **7** | | No |
| **8** | Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III | **8** | | No |
| **9** | If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)? | **9** | | |

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

| (A) Name | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|---|---|---|---|---|---|---|---|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| JAMES ROOSEVELT | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 735,834 | 870,846 | 108,973 | 191,319 | 17,510 | 1,924,482 | 0 |
| PATRICIA TREBINO | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 371,105 | 307,438 | 46,511 | 76,200 | 10,890 | 812,144 | 0 |
| ALLEN HINKLE | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 421,522 | 350,503 | 94,563 | 62,107 | 11,960 | 940,655 | 0 |
| THOMAS A CROSWELL | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 513,000 | 485,701 | 6,875 | 71,407 | 7,088 | 1,084,071 | 0 |
| LOIS CORNELL | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 362,571 | 300,367 | 45,192 | 19,150 | 16,765 | 744,045 | 0 |
| BRIAN PAGLIARO | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 301,239 | 249,558 | -3,666 | 58,208 | 15,019 | 620,358 | 0 |
| ROBERT EGAN | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 285,596 | 236,598 | 12,157 | 46,652 | 2,469 | 583,472 | 0 |
| UMESH KURPAD | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 389,423 | 184,538 | 37,217 | 58,400 | 16,911 | 686,489 | 0 |
| PATRICIA BLAKE | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 301,413 | 196,195 | 23,799 | 20,164 | 14,462 | 556,033 | 0 |
| ROLAND PRICE | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 190,009 | 52,746 | 17,218 | 44,272 | 10,304 | 314,549 | 0 |
| DAVID ABELMAN | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 280,696 | 182,709 | 24,425 | 25,571 | 16,319 | 529,720 | 0 |
| AIDA GUIDA | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 275,969 | 179,632 | 32,430 | 19,150 | 11,187 | 518,368 | 0 |
| ANNE METZGER | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 265,382 | 172,741 | 38,025 | 47,017 | 11,129 | 534,294 | 0 |
| JOSEPH IMBIMBO | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 241,769 | 157,371 | 24,481 | 103,089 | 9,704 | 536,414 | 0 |
| TRACY CARTER | (i) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | (ii) | 273,358 | 168,379 | 5,603 | 69,396 | 14,874 | 531,610 | 0 |
| | | | | | | | | |

## Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

| Identifier | Return Reference | Explanation |
|---|---|---|
| SUPPLEMENTAL COMPENSATION INFORMATION | SCHEDULE J, PART I, LINE 1A | The organization provided a housing allowance for a new executive that was in the process of relocating Once permanent housing was obtained, the allowance stopped The organization required substantiation for all payments made SUPPLEMENTAL COMPENSATION INFORMATION SCHEDULE J, PART I, LINE 4B The related organization maintains an Executive Savings Plan (ESP) for its Senior Managers with the title Director and above The numbers listed reflect both the employee deferrals as well as the employer contributions to the ESP Supplemental Compensation Information SCHEDULE J, PART I, LINE 6A & 6B The listed employees of Tufts Health Plan participate in an executive incentive plan that is based on the overall annual success of the organization The organization's goals are established early in the year and approved by its independent board of directors One of the components of the plan is based on meeting targeted net earnings In 2009, this component amounted to 25% of targeted bonus compensation |

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**Schedule L**
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

# Transactions with Interested Persons

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶**See separate instructions.**

OMB No 1545-0047

**2009**

**Open to Public Inspection**

**Name of the organization**
TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC

**Employer identification number**
04-2674079

## Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

| 1 | **(a)** Name of disqualified person | **(b)** Description of transaction | **(c)** Corrected? Yes | No |
|---|---|---|---|---|
| | | | | |

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ $

## Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

| **(a)** Name of interested person and purpose | **(b)** Loan to or from the organization? To | From | **(c)** Original principal amount | **(d)** Balance due | **(e)** In default? Yes | No | **(f)** Approved by board or committee? Yes | No | **(g)** Written agreement? Yes | No |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | |
| Total . . . . . ▶ $ | | | | | | | | | | |

## Part III Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

| **(a)** Name of interested person | **(b)** Relationship between interested person and the organization | **(c)** Amount of grant or type of assistance |
|---|---|---|
| | | |

## Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| **(a)** Name of interested person | **(b)** Relationship between interested person and the organization | **(c)** Amount of transaction | **(d)** Description of transaction | **(e)** Sharing of organization's revenues? Yes | No |
|---|---|---|---|---|---|
| JACKIE JENKINS-SCOTT | DIRECTOR | 159,196 | SEE SCHEDULE O | | No |

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**SCHEDULE O** (Form 990)

Department of the Treasury
Internal Revenue Service

# Supplemental Information to Form 990

**Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.**
**▶ Attach to Form 990.**

OMB No 1545-0047

**2009**

**Open to Public Inspection**

**Name of the organization**
TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC

**Employer identification number**
04-2674079

| Identifier | Return Reference | Explanation |
|---|---|---|

| Identifier | Return Reference | Explanation |
|---|---|---|
| Organization's Mission Statement | Form 990, Part III, Line 1 | Tufts Associated Health Maintenance Organization, Inc (TAHMO) sets the standard for outstanding quality health care, service and value TAHMO is responsible for arranging the delivery of comprehensive preventive and therapeutic health care services to subscribing individuals in return for a fixed monthly payment Services are provided through a contracted network of independent provider groups and hospitals within the service area TAHMO products are available to all size employer groups, including a merged small group and individual market, and are based on a general community rating methodology TAHMO also offers products to individuals who are Medicare eligible TAHMO provides a broad range of programs designed to educate its members in health maintenance and disease prevention TAHMO is dedicated to offering a variety of quality, innovative health coverage options at the lowest cost, and to improving access to affordable health care by developing and employing strategies that improve the allocation of health care resources In addition to providing these services to its members, TAHMO is dedicated to providing and funding health programs that benefit the community TAHMO serves Program Service Accomplishments Form 990, Part III, Line 4a HMO TAHMO's main product is its commercial HMO In 2009, the HMO provided affordable health coverage to approximately 259,000 members TAHMO strives to provide HMO coverage that is affordable, and provides access to top quality health care services TAHMO also provides programs that target the improvement of the health of its members, as well as the community at large Quality In 2009, TAHMO was recognized by the National Committee for Quality Assurance (NCQA) as ranking third among 500 plans reviewed nationally for its excellence in providing innovative, high-quality health care coverage to its HMO and POS members TAHMO has attained NCQA's highest rating since 1996 TAHMO has also implemented programs with providers that focus on the quality of health care services provided and, in some instances, which tailor reimbursement for services based in part on quality standards TAHMO provides specialty case management services for its members with complex medical, mental health and substance abuse conditions TAHMO members receive targeted health reminder mailings to encourage preventive health care, such as for flu vaccines, pneumovax vaccines and mammography TAHMO's case managers assist members who are ill or disabled in navigating the health care system and provide referrals to community resources TAHMO also publishes WELL! Magazine three times a year The magazine is an educational resource on topics pertaining to access to care, preventive care, health information and health care reminders It also provides information for members on how to get the most of Tufts Health Plan's benefits WELL is mailed to members' homes and is available to the public on the Tufts Health Plan website Access TAHMO's members have access to more than 90 hospitals and 26,000 primary care physicians and specialists, and other health care professionals, as well as disease management programs, prevention and wellness programs Affordability TAHMO's goal is to provide the highest quality health care services at the lowest cost to as many Massachusetts and Rhode Island residents as possible Under the direction of its chief medical director, TAHMO has designed health management programs to simultaneously lower medical costs and improve quality and outcomes By lowering medical costs, TAHMO is able to offer competitive premium rates and provide coverage to more people TAHMO members receive discounts on a variety of services to maintain a healthy lifestyle, and online tools to maximize benefits offered and to make informed health care decisions Examples include discounts on memberships in participating fitness clubs, nutritional counseling visits, Weight Watchers programs, and discounted membership in the Appalachian Mountain Club - a nonprofit organization that encourages outdoor physical activity Recognizing that stress is a unique contributor to poor health, TAHMO also provides discounts to members for massage therapy, acupuncture, and other services and products related to stress relief TAHMO is committed to improving the health of the community as well as that of its members The organization takes this commitment seriously and has a dedicated community partnership program that provides in-kind and financial support to not-for-profit programs throughout Massachusetts Support is broad based and reflects diverse sponsorship of organizations that promote improved community health Some examples of philanthropy include funding to Health Care for All and the American Heart Association The Foundation was established by TAHMO in 2007 to support TAHMO's mission by promoting healthy lifestyles and the delivery of quality care in the communities that TAHMO serves In 2009 the Foundation awarded $2 4 million in grants and focused on three areas health disparities, nursing faculty education and consumer health education opportunities In 2009 the Foundation also undertook a strategic planning process resulting in a new focus going forward healthy aging Summary In summary, TAHMO is dedicated to offering a variety of quality, innovative health coverage options at the lowest cost, and to improving access to affordable health care by developing and employing strategies that improve the allocation of health care resources In addition to providing these services to its members, TAHMO is dedicated to providing and funding health programs that benefit the community TAHMO serves |

PROGRAM SERVICE ACCOMPLISHMENTS FORM 990, PART III, LINE 4B POS/PPO TAHMO also offers POS and PPO health coverage options In 2009, TAHMO's POS and PPO plans provided health coverage to approximately 12,000 members In a POS plan, a member may choose from two coverage levels - authorized or unauthorized The authorized level has the same features as an HMO with a primary care physician (PCP) providing or arranging the member's care within the network Members can also select their own specialist or hospital through self referral and be covered at the unauthorized level subject to a deductible and coinsurance In a PPO plan, members are not required to select a PCP Members can receive care from any provider within the tufts health plan network and pay only a copayment Members can also see any provider outside of the network without a referral, although they will pay a deductible and coinsurance for covered inpatient and outpatient services Medical costs for POS and PPO members are typically higher than HMO members, but some prefer these options because they offer flexibility regarding provider selection To be competitive in the marketplace, TAHMO needs to offer a broad portfolio of products Its POS and PPO health care coverage options are similar to options customarily provided by other HMO's TAHMO provides medical management programs for these products that are similar to those provided to its HMO members As a result, these products are significantly important to TAHMO and these revenues are exempt function income Program Service Accomplishments Form 990, Part III, Line 4c MEDICARE ADVANTAGE TAHMO also offers products to Medicare eligible enrollees In 2009, Tufts Health Plan Medicare Preferred (Tufts Medicare Preferred) provided affordable health coverage to approximately 89,000 members in Massachusetts Tufts Medicare Preferred strives to provide coverage options that are affordable and provide access to top quality health care services for seniors Tufts Medicare Preferred also offers programs that target the improvement of the health of its members, as well as the community at large In 2009, TAHMO was recognized by NCQA as ranking fourth in the nation for its Medicare Advantage program Our high ranking recognizes Tufts Medicare Preferred's exceptional performance in clinical quality, member satisfaction, and overall quality management Within the Massachusetts Medicare Advantage market, Tufts Medicare Preferred is the market leader with 41% market share - covering more individuals through Medicare Advantage products than any other carrier Tufts Medicare Preferred also publishes WELL! Magazine for its Medicare population three times a year The magazine is an educational resource on topics pertaining to safety, access to care, preventive care, health information and health care reminders, targeted to its specific population It also provides information for members on how to get the most of Tufts Health Plan's benefits WELL is mailed to members' homes and is available to the public on the Tufts Medicare Preferred website Description of Relationships Form 990, Part VI, Line 2 THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS ASSOCIATED HEALTH PLAN, INC James Roosevelt Davey Scoon Patricia Trebino Allen Hinkle Thomas Croswell Lois Cornell Brian Pagliaro Rob Egan Umesh Kurpad Roland Price Patricia Blake THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS HEALTH PLAN FOUNDATION, INC James Roosevelt Thomas O'Neill III Roland Price Lois Dehls Cornell David Green Jackie Jenkins-Scott DESCRIPTION OF MANAGEMENT ARRANGEMENT FORM 990, PART VI, LINE 3 TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC IS MANAGED BY TUFTS ASSOCIATED HEALTH PLAN, INC , ITS WHOLLY OWNED SUBSIDIARY PROCESS OF FORM 990 REVIEW FORM 990, PART VI, LINE 11A The Form 990 is prepared in our finance department, with assistance from our external accountants, Ernst & Young This preparation began in June 2009 Some information is described by our inside legal counsel, who also reviews sections of the form Certain sections of the form are reviewed by a number of senior managers, our chief financial officer reviews the form in its entirety Once the form is complete, in November 2009, it is forwarded on to our board of directors and it is then submitted for filing PROCESS OF MONITORING AND ENFORCING COMPLIANCE WITH POLICY FORM 990, PART VI, LINE 12C THE TUFTS HEALTH PLAN CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY AND REVISED AS NEEDED THE POLICY REQUIRES MANAGERS WHO OVERSEE OUTSIDE RELATIONSHIPS, AS WELL AS ALL DIRECTORS, AVPS, VPS AND SVPS, THE PRESIDENT AND CEO AND PARTICIPANTS ON THE FOUNDATION INTERNAL REVIEW COMMITTEE, TO ATTEST ANNUALLY THAT THEY WILL ABIDE BY THE POLICY IT ALSO REQUIRES THEM TO SUBMIT AN ANNUAL DISCLOSURE STATEMENT TO THE COMPLIANCE & PRIVACY OFFICER, LISTING ANY OUTSIDE RELATIONSHIPS, INCLUDING FINANCIAL AND/OR BOARD RELATIONSHIPS, THAT THEY OR A FAMILY MEMBER HAVE WITH THP'S SUPPLIERS, PURCHASERS, PROVIDERS AND/OR COMPETITORS THERE IS A PROTOCOL TO REVIEW ANY DISCLOSURE THAT MIGHT BE A POTENTIAL CONFLICT OF INTEREST ALSO, ALL EMPLOYEES ARE REQUIRED TO REPORT THE OFFER BY AN OUTSIDE ENTITY OF ANY GIFTS, HONORARIA OR COVERAGE OF BUSINESS EXPENSES TO THE COMPLIANCE & PRIVACY OFFICER AND A SENIOR LEADER BOTH MUST APPROVE BEFORE ACCEPTANCE IS ALLOWED THE LEVELS OF REVIEW ARE FOR BOARD MEMBERS, THE BOARD CHAIR, PRESIDENT & CEO, AND BOARD AUDIT & COMPLIANCE COMMITTEE CHAIR - ONCE DISCLOSURES ARE REVIEWED AND APPROVED, THEY ARE COMMUNICATED TO THE GOVERNANCE MANAGER AND TO THE COMPLIANCE AND PRIVACY OFFICER FOR TUFTS HEALTH PLAN MANAGEMENT, THE COMPLIANCE AND PRIVACY OFFICER, SENIOR COMPLIANCE OFFICER, AND GENERAL COUNSEL DISCLOSURES THAT NEED FURTHER REVIEW ARE BROUGHT TO THE BOARD AUDIT & COMPLIANCE COMMITTEE CHAIR ON AN ONGOING BASIS AND BEFORE ANY GRANTS WERE AWARDED, ALL BOARD MEMBERS, STAFF AND INTERNAL REVIEW COMMITTEE MEMBERS WERE ASKED TO DISCLOSE ANY RELATIONSHIPS OR POTENTIAL CONFLICTS OF INTEREST WITH ANY GRANTEES OR BUSINESS PARTNERS ANY PERSON WITH AN ACTUAL OR POTENTIAL CONFLICT WAS PERMITTED TO MAKE A PRESENTATION TO THE REVIEWING BODY, BUT WAS NOT ALLOWED TO VOTE ON THE PARTICULAR MATTER IF A CONFLICT OF INTEREST DOES EXIST, A TRANSACTION WITH THE ENTITY WITH WHICH THERE IS A CONFLICT MAY BE UNDERTAKEN ONLY IF ALL OF THE FOLLOWING ARE OBSERVED 1 THE CONFLICTING INTEREST IS FULLY DISCLOSED, 2 THE PERSON WITH THE CONFLICT OF INTEREST MAY PRESENT INFORMATION, BUT THEN SHALL BE EXCUSED FROM FURTHER DISCUSSION AND FROM THE DECISION REGARDING APPROVING SUCH TRANSACTION, 3 IF PRACTICAL, A COMPETITIVE BID OR COMPARABLE VALUATION EXISTS, AND 4 THE BOARD (OR A DULY CONSTITUTED COMMITTEE THEREOF OR BOARD APPOINTEE) OR THE COMPLIANCE OFFICER HAS DETERMINED THAT THE TRANSACTION IS IN THE BEST INTEREST OF THE ORGANIZATION ALL NEW HIRES, AND ALL EMPLOYEES ON AN ANNUAL BASIS, COMPLETE COMPLIANCE TRAINING THAT ADDRESSES CONFLICT OF INTEREST AND REQUIRES THE EMPLOYEE TO ATTEST THAT THEY DO NOT HAVE ANY POTENTIAL CONFLICTING RELATIONSHIPS THAT THEY HAVE NOT DISCLOSED TO THE PROPER LEVEL OF MANAGEMENT AND TO THE COMPLIANCE & PRIVACY OFFICER

| Identifier | Return Reference | Explanation |
|---|---|---|
| PROCESS FOR DETERMINING COMPENSATION | FORM 990, PART VI, LINE 15A AND 15B | The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Tufts Associated Health Maintenance Organization (Tufts or the "Company") reviews and administers total remuneration opportunities, policies, programs, and major changes in Tufts' benefit plans that are applicable to the officers and executives of the company (The "Executives" - these include the CEO, COO, and All Senior Vice Presidents), as well as to any other individual or groups the Committee deems appropriate based on its interpretation of the definition of "Disqualified Persons" in Section 4958 of the Internal Revenue Code of 1986 The Committee is comprised of independent directors of the Company The Committee reports to the full Board of Directors For CEO compensation, the Committee reviews the information described below and recommends the CEO's compensation to the full board for its approval The Committee reviews and approves compensation recommendations from the CEO for other executives, and provides a report to the full Board on this information It is the Board's intention that the Committee will perform its duties in a manner that will establish a presumption that the total remuneration offered to Executives and other "Disqualified Persons" are reasonable Comparability Data and Reasonableness The total compensation opportunities provided to Executives of the Company are intended to be competitive with, and in reasonable comparison to, those opportunities provided by organizations in those business sectors with which the Company competes for executive talent The Board believes that such competitors are not limited to other healthcare institutions and that comparisons should be made to the compensation practices of a cross-section of business sectors in both for-profit and not-for-profit organizations, when appropriate The Committee retains independent compensation consultants to provide data as necessary, and also uses available sources of independent data on compensation Peer organizations and published survey sources will be approved by the Committee based on its reasonable determination The Committee may also rely on members of management and outside advisors, consultants, and counsel to provide market data reports, analysis, and opinions with respect to compensation-related matters The data reviewed consists of comparable, relevant market data for the Company's positions from published surveys, and other available sources, of health and managed care institutions and the general industry Other surveys of specialized skill sets or employee attributes critical to the success of the Company, e g , actuarial, legal, etc , are also incorporated as needed, along with geographic references to the Boston and New England labor markets The Committee will rely on this market data to assess, determine, and validate compensation levels for the Company's Executives The Committee uses this data in its review of - Setting base salaries - in light of market data and the individual's performance, background, experiences, and personal skills Base salary will be set so that the targeted positioning of an executive is at the 50th percentile for each position Actual base salary may vary based on skills, background, and experience - Annual incentive compensation - the Company's goal is to provide competitive and reasonable opportunities under the terms of an executive annual incentive plan for the selected positions which are responsible for achieving performance goals that reflect the overall mission of the Company, the strategic direction of the Company for the performance year, and the individual's performance during that year The Committee makes every effort to establish a presumption that the total remuneration opportunities provided to Executives are reasonable, as such presumption is contemplated in Section 4958 of the Internal Revenue Code of 1986, as amended from time to time In establishing the presumption of reasonableness, the Committee may engage the professional services of independent legal counsel, compensation experts, accountants, and other experts and advisors Timing Executive benchmarking is completed on an annual basis Benchmarking is completed by the external consultant engaged by the Compensation Committee every two years, and by the internal Compensation team on alternating years The analysis completed in Q4, 2009 was completed by the external consultant To complete the analysis, the external consultant - collected relevant information regarding the Company's operations, complexity, structure, size, and scope, as well as relevant background on the executives' duties and scope of responsibilities, - determined the survey sources to use in the analysis, based on the Company's competitive market for executive positions (as described above), - matched the Company's executive positions in the surveys based on the Company's size complexity, and scope, as well as according to specific position responsibilities and reporting relationships, - reviewed, compiled, and summarized the data in report form Each job match made by the external consultant was validated by the internal compensation team to ensure consistency A report summarizing the results of the analysis was presented to the Compensation Committee for discussion and deliberation Documentation A summary of the discussions and deliberations of the Committee are documented in the meeting minutes, which are reviewed and approved by the Committee Copies of all meeting materials distributed prior to and during the meeting are maintained in the corporate records along with meeting minutes |

AVAILABILITY OF DOCUMENTS TO THE PUBLIC FORM 990, PART VI, LINE 19 OUR GOVERNING DOCUMENTS ARE PUBLICLY FILED AND AVAILABLE UPON REQUEST OUR CONFLICTS OF INTEREST POLICY IS ALSO AVAILABLE UPON REQUEST OUR ANNUAL FINANCIAL REPORT AND QUARTERLY FINANCIAL UPDATES ARE POSTED ON OUR PUBLIC WEBSITE AND ARE ALSO AVAILABLE TO THE PUBLIC UPON REQUEST HOURS WORKED FOR RELATED ORGANIZATIONS FORM 990, PART VII, LINE 1A HOURS LISTED BELOW ARE FOR TUFTS ASSOCIATED HEALTH PLAN, INC (TAHP), TUFTS BENEFIT ADMINISTRATORS, INC (TBA), TOTAL HEALTH PLAN, INC (THP), AND TUFTS HEALTH PLAN FOUNDATION, INC (THPF) JAMES ROOSEVELT 4 HOURS WITH TAHP, 4 HOURS WITH TBA, 4 HOURS WITH THP AND 2 HOURS WITH THPF THOMAS CROSWELL 2 HOURS WITH TAHP, 8 HOURS WITH TBA, AND 6 HOURS WITH THP PATRICIA TREBINO 4 HOURS WITH TAHP, 4 HOURS WITH TBA, AND 4 HOURS WITH THP ALLEN HINKLE 4 HOURS WITH TAHP AND 3 HOURS WITH TBA LOIS CORNELL 6 HOURS WITH TAHP, 6 HOURS WITH TBA, 2 HOURS WITH THP AND 2 HOURS WITH THPF BRIAN PAGLIARO 10 HOURS WITH TBA AND 10 HOURS WITH THP ROBERT EGAN 4 HOURS WITH TAHP, 4 HOURS WITH TBA AND 2 HOURS WITH THP UMESH KURPAD 2 HOURS WITH TAHP, 2 HOURS WITH THP, 2 HOURS WITH THPF AND 4 HOURS WITH TBA ROLAND PRICE 4 HOURS WITH TAHP, 9 HOURS WITH TBA, 3 HOURS WITH THP AND 1 HOUR WITH THPF DAVE ABELMAN 5 HOURS WITH TBA, 3 HOURS WITH THP, AND 10 HOURS WITH THPF AIDA GUIDA 6 HOURS WITH TBA AND 4 HOURS WITH THP ANNE METZGER 6 HOURS WITH TBA AND 4 HOURS WITH THP TRACEY CARTER 6 HOURS WITH TBA AND 4 HOURS WITH THP JOE IMBIMBO 6 HOURS WITH TBA AND 4 HOURS WITH THP TUFTS HEALTH PLAN IS A FAMILY OF COMPANIES THE EXECUTIVES ARE EMPLOYED BY TUFTS ASSOCIATED HEALTH PLANS, INC (TAHP) SCHEDULE J-2 SHOWS THE NUMBER OF HOURS ALLOCATED TO THE ORGANIZATION (TAHMO) FOR EACH EXECUTIVE BASED ON A 40 HOUR WORK WEEK, RATHER THAN ACTUAL HOURS WORKED WHICH IS SIGNIFICANTLY HIGHER THE REMAINDER OF THE 40 HOURS ARE ALLOCATED TO OTHER ORGANIZATIONS WITHIN THE FAMILY OF COMPANIES THE PURPOSE OF THIS ALLOCATION IS TO ALLOW FOR AN ALLOCATION OF EXPENSES BASED ON PERCENTAGE OF TIME ATTRIBUTED TO EACH ORGANIZATION BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS SCHEDULE L, PART IV, COLUMN D Description of transactions Jackie Jenkins-Scott Ms Jenkins-Scott, Director, is also a Director of Century Bank & Trust Payments were made to Century Bank & Trust for services provided to TAHMO Ms Jenkins-Scott did not receive any portion of these payments

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# SCHEDULE R (Form 990)

Department of the Treasury
Internal Revenue Service

## Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2009**

**Open to Public Inspection**

**Name of the organization**
TUFTS ASSOCIATED HEALTH
MAINTENANCE ORGANIZATION INC

**Employer identification number**
04-2674079

## Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

| (a) Name, address, and EIN of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|---|---|---|---|---|

## Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity |
|---|---|---|---|---|---|
| TUFTS HEALTH PLAN FOUNDATION INC<br>705 MOUNT AUBURN STREET<br>WATERTOWN, MA 02472<br>26-1374263 | GRANT MAKING | MA | 501(C)(3) | 11 TYPE I | |

**Part III** **Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? Yes | (h) No | (i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? Yes | (j) No |
|---|---|---|---|---|---|---|---|---|---|---|---|

**Part IV** **Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership |
|---|---|---|---|---|---|---|---|
| TUFTS ASSOCIATED HEALTH PLAN INC<br>705 MOUNT AUBURN STREET<br>WATERTOWN, MA02472<br>04-2985923 | MANAGEMENT SVCS | DE | TAHMO | C CORP | 199,184,687 | 95,810,078 | 100 000 % |
| TUFTS INSURANCE COMPANY<br>705 MOUNT AUBURN STREET<br>WATERTOWN, MA02472<br>04-3319729 | INSURANCE | MA | TAHP | C CORP | 101,284,689 | 48,080,562 | 100 000 % |
| TUFTS BENEFIT ADMINISTRATORS INC<br>705 MOUNT AUBURN STREET<br>WATERTOWN, MA02472<br>04-3270923 | TPA | MA | TAHP | C CORP | 48,203,653 | 27,563,713 | 100 000 % |
| TOTAL HEALTH PLAN INC<br>705 MOUNT AUBURN STREET<br>WATERTOWN, MA02472<br>04-2918943 | TPA | MA | TAHP | C CORP | 36,955,299 | 21,357,351 | 100 000 % |
| TAHP BROKERAGE CORPORATION<br>705 MOUNT AUBURN STREET<br>WATERTOWN, MA02472<br>04-3072692 | BROKERAGE COMPANY | MA | TAHP | C CORP | 507 | 199,886 | 100 000 % |
| TUFTS HEALTH PLAN OF NE<br>705 MOUNT AUBURN STREET<br>WATERTOWN, MA02472<br>04-3266023 | HEALTH INSURANCE | NH | TAHP | C CORP | 0 | 0 | 100 000 % |

## Part V Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

| | | Yes | No |
|---|---|---|---|
| **Note.** Complete line 1 if any entity is listed in Parts II, III or IV | | | |
| **1** During the tax year, did the orgranization engage in any of the following transactions with one or more related organizations listed in Parts II-IV? | | | |
| **a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity | 1a | | No |
| **b** Gift, grant, or capital contribution to other organization(s) | 1b | Yes | |
| **c** Gift, grant, or capital contribution from other organization(s) | 1c | | No |
| **d** Loans or loan guarantees to or for other organization(s) | 1d | | No |
| **e** Loans or loan guarantees by other organization(s) | 1e | | No |
| **f** Sale of assets to other organization(s) | 1f | | No |
| **g** Purchase of assets from other organization(s) | 1g | | No |
| **h** Exchange of assets | 1h | | No |
| **i** Lease of facilities, equipment, or other assets to other organization(s) | 1i | | No |
| **j** Lease of facilities, equipment, or other assets from other organization(s) | 1j | | No |
| **k** Performance of services or membership or fundraising solicitations for other organization(s) | 1k | | No |
| **l** Performance of services or membership or fundraising solicitations by other organization(s) | 1l | | No |
| **m** Sharing of facilities, equipment, mailing lists, or other assets | 1m | Yes | |
| **n** Sharing of paid employees | 1n | Yes | |
| **o** Reimbursement paid to other organization for expenses | 1o | Yes | |
| **p** Reimbursement paid by other organization for expenses | 1p | Yes | |
| **q** Other transfer of cash or property to other organization(s) | 1q | Yes | |
| **r** Other transfer of cash or property from other organization(s) | 1r | Yes | |

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

| | (a) Name of other organization | (b) Transaction type(a-r) | (c) Amount involved |
|---|---|---|---|
| **(1)** See Additional Data Table | | | |
| **(2)** | | | |
| **(3)** | | | |
| **(4)** | | | |
| **(5)** | | | |
| **(6)** | | | |

## Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Are all partners section 501(c)(3) organizations? Yes | (d) No | (e) Share of end-of-year assets | (f) Disproprtionate allocations? Yes | (f) No | (g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (h) General or managing partner? Yes | (h) No |
|---|---|---|---|---|---|---|---|---|---|---|

## Additional Data

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**Software ID:**
**Software Version:**
**EIN:** 04-2674079
**Name:** TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION INC

### Form 990, Schedule R, Part V - Transactions With Related Organizations

| | (a) Name of other organization | (b) Transaction type(a-r) | (c) Amount Involved ($) |
|---|---|---|---|
| (1) | Tufts Insurance Company | B | 18,000,000 |
| (2) | Tufts Benefit Administrators | B | 10,000,000 |
| (3) | Tufts Health Plan Foundation Inc | P | 300,190 |
| (4) | Tufts Insurance Company | Q | 77,500,000 |
| (5) | Tufts Benefit Administrators | R | 21,750,000 |
| (6) | Total Health Plan | R | 55,500,000 |
| (7) | Tufts Associated Health Plans Inc | O | 128,700,000 |