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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 private foundations)

Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

Information about Form 990 and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013 , 2013, and ending 12-31-2013

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization MEDICA HEALTH PLANS		D Employer identification number 41-1242261		
	Doing Business As				
	Number and street (or P O box if mail is not delivered to street address) 401 CARLSON PARKWAY CP 330		Room/suite		E Telephone number (952) 992-2058
	City or town, state or province, country, and ZIP or foreign postal code MINNETONKA, MN 55305		G Gross receipts \$ 1,652,886,943		
F Name and address of principal officer DAVID TILFORD 401 CARLSON PARKWAY CP 330 MINNETONKA, MN 55305		H(a) Is this a group return for subordinates? ☐ Yes ☒ No			
I Tax-exempt status ☐ 501(c)(3) ☒ 501(c) (4) ☐ (insert no) ☐ 4947(a)(1) or ☐ 527		H(b) Are all subordinates included? ☐ Yes ☐ No If "No," attach a list (see instructions)			
		H(c) Group exemption number ☐			
J Website: WWW MEDICA COM					
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ☐		L Year of formation 1973		M State of legal domicile MN	

Part I

Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities MEDICA'S MISSION IS TO MEET OUR CUSTOMERS' NEED FOR HEALTH PLAN PRODUCTS AND SERVICES IN DOING SO, WE WORK WITH OUR MEMBERS AND PROVIDERS TO MAKE HEALTH CARE ACCESSIBLE, AFFORDABLE AND A MEANS BY WHICH OUR MEMBERS IMPROVE THEIR HEALTH		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets			
Revenue	3	Number of voting members of the governing body (Part VI, line 1a)	3	5
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	4
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	1,569
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	4,616,556
	b	Net unrelated business taxable income from Form 990-T, line 34	7b	4,203,603
	Expenses	8	Contributions and grants (Part VIII, line 1h)	Prior Year
9		Program service revenue (Part VIII, line 2g)	0	0
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,739,770,823	1,396,459,145
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	17,703,859	14,125,222
12		Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	837,299	1,888,065
13		Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,758,311,981	1,412,472,432
14		Benefits paid to or for members (Part IX, column (A), line 4)	11,218,300	1,254,801
Net Assets or Fund Balances	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	1,448,611,093	1,204,147,936
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	107,801,496	111,121,112
	b	Total fundraising expenses (Part IX, column (D), line 25) ☐ 0	0	0
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		
	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	146,196,590	100,265,009
	19	Revenue less expenses Subtract line 18 from line 12	1,713,827,479	1,416,788,858
	20	Total assets (Part X, line 16)	44,484,502	-4,316,426
	21	Total liabilities (Part X, line 26)	Beginning of Current Year	End of Year
	22	Net assets or fund balances Subtract line 21 from line 20	681,817,662	686,464,242
			239,757,907	281,950,229
			442,059,755	404,514,013

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		2014-11-14 Date		
	☐ MARK L BAIRD CFO Type or print name and title				
	Paid Preparer Use Only				
Prnt/Type preparer's name TODD A JACKSON		Preparer's signature	Date	Check ☐ if self-employed	PTIN P00092672
Firm's name ☐ MCGLADREY LLP				Firm's EIN ☐ 42-0714325	
Firm's address ☐ 801 NICOLLET MALL SUITE 1100 MINNEAPOLIS, MN 55402				Phone no (612) 332-4300	

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

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1

Briefly describe the organization's mission

MEDICA'S MISSION IS TO MEET OUR CUSTOMERS' NEEDS FOR HEALTH PLAN PRODUCTS AND SERVICES IN DOING SO, WE WORK WITH MEMBERS AND PROVIDERS TO MAKE HEALTH CARE ACCESSIBLE, AFFORDABLE AND A MEANS BY WHICH OUR MEMBERS IMPROVE THEIR HEALTH

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

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?

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 1,184,696,756 including grants of \$) (Revenue \$ 1,230,893,746)

MEDICA HEALTH PLANS (MHP) IN 2013 PROVIDED NONPROFIT HMO COVERAGE TO ENROLLEES IN THE STATE OF MINNESOTA'S MEDICAL ASSISTANCE, MINNESOTACARE, AND SPECIAL NEEDS BASIC CARE PROGRAMS MEDICAL ASSISTANCE IS MINNESOTA'S MEDICAID PROGRAM MINNESOTACARE IS A PUBLICLY SUBSIDIZED HEALTH CARE PROGRAM FOR RESIDENTS WHO DO NOT HAVE ACCESS TO AFFORDABLE HEALTH CARE COVERAGE SPECIAL NEEDS BASIC CARE (SNBC) PROVIDES COVERAGE FOR INDIVIDUALS AGES 18-64 THAT ARE ON MEDICAL ASSISTANCE AND HAVE BEEN CERTIFIED WITH PHYSICAL, DEVELOPMENTAL OR MENTAL DISABILITIES A TOTAL OF 130,007 MEDICA MEMBERS - 91 9% OF MHP'S TOTAL ENROLLMENT - WERE IN MINNESOTA STATE PROGRAMS AS OF 12/31/2013 THERE WERE 85,195 PREPAID MEDICAL ASSISTANCE (MEDICAID) MEMBERS, 26,959 MINNESOTACARE MEMBERS, AND 17,853 SPECIAL NEEDS BASIC CARE MEMBERS IN 2013 MEDICA HEALTH PLANS ACHIEVED THE HIGHEST RANKINGS IN MINNESOTA FROM THE NCQA THAT RANKING PLACED MHP AMONG THE TOP 11 MEDICAID HMO PLANS IN THE UNITED STATES MEDICA HEALTH PLANS HAS BEEN IN THE TOP 20 OF NCQA'S ANNUAL RANKINGS OF U S HEALTH INSURERS SINCE 2005 IN 2013 MEDICA HEALTH PLANS MINNESOTA MEDICAID HMO WAS ACCREDITED BY THE NCQA

4b

(Code) (Expenses \$ 17,488,104 including grants of \$) (Revenue \$ 13,342,938)

IN 2013 MHP PROVIDED FULLY INSURED COMMERCIAL HMO HEALTH INSURANCE COVERAGE TO GROUPS AND INDIVIDUALS IN MINNESOTA AS OF 12/31/2013, THE ENROLLMENT IN MHP FULLY INSURED MINNESOTA GROUP PLANS WAS 1,092 MHP IN 2013 INSURED 66 PERSONS WHOSE COVERAGE WAS CONVERTED FROM GROUP INSURANCE TO INDIVIDUAL INSURANCE THE 1,158 TOTAL FOR PERSONS WITH FULLY INSURED COVERAGE REPRESENTED 0 8% OF MHP'S TOTAL ENROLLMENT AS OF 12/31/2013

4c

(Code) (Expenses \$ 1,963,076 including grants of \$) (Revenue \$ 1,379,150)

IN 2013 MHP PROVIDED MEDICARE-RELATED PRODUCTS IN MINNESOTA ENROLLMENT IN THOSE PRODUCTS WAS 10,234 OR 7 2% OF MHP'S TOTAL ENROLLMENT MHP'S MEDICARE-RELATED MEMBERSHIP IN MINNESOTA INCLUDED 9,800 MEMBERS WITH MINNESOTA SENIOR HEALTH OPTIONS (MSHO) COVERAGE, FOR PEOPLE AGE 65 AND OLDER AND ELIGIBLE FOR BOTH MEDICARE AND MEDICAID, 229 MEMBERS WITH MEDICARE ADVANTAGE SPECIAL NEEDS PLAN COVERAGE FOR SENIORS WITH CHRONIC CONDITIONS, AND 205 MEMBERS WITH MEDICARE SUPPLEMENTAL AND PRIVATE FEE FOR SERVICE (PFFS) COVERAGE THE PRIVATE FEE-FOR-SERVICE (PFFS) PRODUCTS UNDER CMS CONTRACT INCLUDE A VARIETY OF CO-PAY PLANS, PLANS WHICH COVER MEDICAL ONLY, AND PLANS THAT INCLUDE PRESCRIPTION DRUG COVERAGE THESE PLANS UTILIZE A DEEMED NETWORK WHERE ALL MEDICARE CERTIFIED PROVIDERS MAY BE UTILIZED, AS LONG AS THEY AGREE TO MEDICARE PAYMENT ASSIGNMENT

(Code) (Expenses \$ 1,254,801 including grants of \$ 1,254,801) (Revenue \$ 146,531,129)

MEDICA HEALTH PLANS (MHP) AND COMMUNITY BENEFIT - MEDICA HEALTH PLANS (MHP) IS LICENSED UNDER MINNESOTA STATUTES CHAPTER 62D AS A MINNESOTA NONPROFIT HEALTH MAINTENANCE ORGANIZATION (HMO), REGULATED BY THE MINNESOTA DEPARTMENT OF HEALTH (MDH) IT IS INCORPORATED AS A NONPROFIT ORGANIZATION UNDER MINNESOTA STATUTES CHAPTER 317A MHP IS AUTHORIZED TO PROVIDE PREPAID COMPREHENSIVE HMO SERVICES AND IN 2013 DID SO TO THREE MARKET SEGMENTS 1) STATE OF MINNESOTA HEALTH CARE PROGRAMS, 2) COMMERCIAL FULLY INSURED GROUPS AND INDIVIDUALS CONVERTED FROM GROUP PLANS, AND 3) MEDICARE (THESE THREE PROGRAMS ARE EXPLAINED IN MORE DETAIL IN PSA'S 4A, B & C) TO MEET ITS MISSION AND ITS TAX-EXEMPT OBLIGATION AS AN ORGANIZATION DESCRIBED UNDER IRC 501(C)(4), MHP PROVIDED SIGNIFICANT COMMUNITY BENEFITS STATE OF MINNESOTA HEALTH CARE PROGRAMS - MINNESOTA REQUIRES STATE-LICENSED HMOS TO BE NONPROFIT AND TO PARTICIPATE IN STATE OF MINNESOTA HEALTH CARE PROGRAMS MINNESOTA HEALTH CARE PROGRAMS COVER PEOPLE WHO CANNOT GET OR AFFORD HEALTH INSURANCE ELSEWHERE AND HELPS THEM PAY SOME OR ALL-MEDICAL BILLS ACCORDING TO THE MINNESOTA DEPARTMENT OF HUMAN SERVICES, COVERAGE IS AVAILABLE FOR QUALIFYING INDIVIDUALS WHO MEET RULES ABOUT INCOME, ASSETS AND OTHER FACTORS THESE PROGRAMS FOCUS ON PREGNANT WOMEN, FAMILIES AND CHILDREN, ADULTS WITH DISABILITIES, CHILDREN WITH DISABILITIES, PEOPLE 65 OR OLDER, ADULTS WITHOUT CHILDREN, AND LOW-INCOME ADULTS UNABLE TO FIND AFFORDABLE CARE COVERAGE IS ALSO AVAILABLE FOR PEOPLE WHO MEET ELIGIBILITY RULES FOR NURSING HOME CARE, HOME CARE, FOR CHILDREN WHO HAVE A DISABILITY AND FOR EMPLOYED PERSONS WITH DISABILITIES AS OF 12/31/2013, 91 9% OF MHP ENROLLMENT WAS IN STATE OF MINNESOTA HEALTH CARE PROGRAMS (COVERED IN PSA 4A & 4B) THE TOTAL ENROLLMENT WAS 130,007 THE STATE OF MINNESOTA SETS RATES WHEN IT CONTRACTS WITH THE STATE'S NONPROFIT HMOS, PAYING A FIXED SUM PER ENROLLEE MHP BEARS THE RISK FOR COSTS ABOVE THE PREDETERMINED RATE MEDICA HEALTH PLAN'S 2013 PERFORMANCE ON BEHALF OF THE STATE OF MINNESOTA WAS EFFICIENT WITH MORE THAN 96-CENTS OF EACH STATE PROGRAM DOLLAR SPENT TO PROVIDE CARE CONTRIBUTIONS BY MEDICA ON BEHALF OF MEMBERS BEYOND CONTRACTED SERVICES - IN 2013 MHP SPENT \$11 21 MILLION TO PROVIDE ADDITIONAL, BEYOND-CONTRACT SUPPORT ON BEHALF OF MEDICAL ASSISTANCE, MINNESOTACARE, MEDICARE SPECIAL NEEDS PLANS, SPECIAL NEEDS BASIC CARE PLAN MEMBERS AND OTHER MINNESOTA HEALTH CARE PROGRAM MEMBERS OTHER COMMUNITY BENEFITS - MHP PROVIDED OTHER COMMUNITY BENEFITS WITH A WIDE RANGE OF PROGRAMS AND INITIATIVES TO PROMOTE PUBLIC AND INDIVIDUAL HEALTH, REDUCE DISPARITIES IN ACCESS TO CARE, IMPROVE HEALTH CARE SYSTEM PERFORMANCE, AND HELP PROVIDE FINANCIAL ASSISTANCE TO ACCESS CARE COLLABORATIVE EFFORTS - MHP DONATES FUNDING, EMPLOYEE TIME AND OTHER RESOURCES IN SUPPORT OF MORE THAN TWO DOZEN COLLABORATIVE EFFORTS WITH LOCAL, STATE, REGIONAL AND NATIONAL ORGANIZATIONS EXAMPLES INCLUDE MINNESOTA COMMUNITY MEASUREMENT, WHICH PROMOTES COMMUNITY-BASED, EVIDENCE-BASED CARE, AND QUALITY COMPARISONS OF PROVIDER GROUPS AND CLINICS, INSTITUTE FOR CLINICAL SYSTEMS IMPROVEMENT, WHICH PROVIDES EVIDENCE-GRADED GUIDELINES AND ASSESSMENTS MEDICA ANNUALLY HELPS FUND A NUMBER OF COLLABORATIVE EDUCATION AND TRAINING SEMINARS AND CONFERENCES IN ITS SERVICE AREA HEALTH AND WELLNESS PROGRAMS PROVIDING COMMUNITY BENEFIT - MEDICA ANNUALLY UNDERTAKES A VARIETY OF INITIATIVES TO MAKE HEALTH CARE MORE AFFORDABLE, AVAILABLE AND EFFECTIVE EXAMPLES OF PERFORMANCE AND VALUE INCLUDE IMPROVING CARE EFFICIENCY, REDUCING THE COST OF CARE, REDUCTION IN ER VISITS, REDUCTION IN HOSPITAL ADMISSIONS, IMPROVE THE OUTCOMES OF CARE, IMPROVED A1C, CHOLESTEROL LEVELS, INCREASED PARTICIPATION IN EXERCISE AND NUTRITION PROGRAMS, AND IMPROVED MEDICATION MANAGEMENT MY HEALTH REWARDS FROM MEDICA INCLUDES AN ARRAY OF ONLINE TOOLS AND RESOURCES THAT MAKE IT EASY FOR MEDICA MEMBERS TO ASSESS THEIR HEALTH STATUS, AND TO CUSTOMIZE AND FOLLOW PERSONALIZED PROGRAMS FOR A HEALTHIER LIFESTYLE AND DIET IN 2013 THE CORE MY HEALTH REWARDS FROM MEDICA PROGRAM WAS PROVIDED AT NO ADDITIONAL CHARGE TO FULLY INSURED GROUPS HEALTH AND WELLNESS COACHING - MEDICA'S HEALTH AND WELLNESS COACHING PROGRAM IS A SELF-DIRECTED PROGRAM OFFERING A WIDE VARIETY OF TOOLS AND RESOURCES TO HELP MEMBERS MAKE CHANGES TO IMPROVE THEIR HEALTH HEALTH COACHING SUPPORT INCLUDES PRIVATE, CONFIDENTIAL ACCESS TO TRAINED HEALTH COACHES THERE WAS NO COST TO MEDICA MEMBERS TO PARTICIPATE IN THE HEALTH AND WELLNESS COACHING PROGRAM MEDICAL AND MENTAL HEALTH DISEASE MANAGEMENT AND PATIENT SUPPORT - MEDICA IN 2013 OFFERED A PORTFOLIO OF DISEASE MANAGEMENT PROGRAMS FOR PHYSICAL AND MENTAL HEALTH, TOBACCO CESSATION, HEALTHY PREGNANCY, COMMON CHRONIC MEDICAL DISEASES, AND RARE AND COMPLEX DISEASES THESE PROGRAMS PROVIDE EDUCATION AND RESOURCES THAT HELP SUPPORT THE MEMBERS' ABILITY TO MANAGE CHRONIC CONDITIONS THE GOALS ARE TO IMPROVE HEALTH AND QUALITY OF LIFE, REDUCE COMPLICATIONS THROUGH EARLY INTERVENTION AND MONITORING, PROMOTE MEDICAL CARE AND COMPLIANCE WITH THE PATIENT'S PHYSICIAN-RECOMMENDED MEDICAL TREATMENT REGIMEN, AND TO IMPROVE SATISFACTION WITH HEALTH CARE SERVICES MEDICA'S DISEASE MANAGEMENT PROGRAMS WERE PROVIDED AT NO ADDITIONAL CHARGE TO FULLY INSURED GROUPS, AND TO MINNESOTA STATE HEALTH CARE PROGRAM ENROLLEES SERVED BY MEDICA THERE IS NO COST TO ELIGIBLE MEDICA MEMBERS NOTE - THE AMOUNT OF REVENUE REPORTED IN PROGRAM 4D IN THE AMOUNT OF \$146,531,129 IS RELATED TO ALLOCATION OF EXPENSES TO RELATED ORGANIZATIONS, AND IS ALREADY REPORTED IN COLUMN C OF THE FUNCTIONAL EXPENSES

4d

Other program services (Describe in Schedule O)

(Expenses \$ 1,254,801 including grants of \$ 1,254,801) (Revenue \$ 146,531,129)

4e

Total program service expenses

1,205,402,737

Form 990 (2013)

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 (see instructions)?	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, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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 for escrow or custodial account liability, 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 temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a	Yes
b 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 	11b	Yes
c 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 	11c	No
d 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 	11d	Yes
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e	No
f 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 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	Yes
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	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, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	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 (see instructions)	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
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	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? <i>If "Yes," complete Schedule L, Part I</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? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	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? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . .	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	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? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	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? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b 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

Check if Schedule O contains a response or note to any line in this Part V

☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	250	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		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.	1,569	
2b 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 (see instructions).		Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		Yes	
3b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.		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)?			No
4b If "Yes," enter the name of the foreign country: See instructions for 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?			No
5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			No
5c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			
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 as charitable contributions?			No
6b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			
7 Organizations that may receive deductible contributions under section 170(c).			
7a 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?			
7b If "Yes," did the organization notify the donor of the value of the goods or services provided?			
7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			
7d If "Yes," indicate the number of Forms 8282 filed during the year.			
7e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
7f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
7g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			
7h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			
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?			
9 Sponsoring organizations maintaining donor advised funds.			
9a Did the organization make any taxable distributions under section 4966?			
9b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter			
10a Initiation fees and capital contributions included on Part VIII, line 12.			
10b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.			
11 Section 501(c)(12) organizations. Enter			
11a Gross income from members or shareholders.			
11b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			
12b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
13a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.			
13b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.			
13c Enter the amount of reserves on hand.			
14a Did the organization receive any payments for indoor tanning services during the tax year?			No
14b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.			

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.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	5	
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
1b	Enter the number of voting members included in line 1a, above, who are independent	4	
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	No
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	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	Yes
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	8a	Yes
8b	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	Did the organization have local chapters, branches, or affiliates?	10a	No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did 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?		
15a	The organization's CEO, Executive Director, or top management official	15a	Yes
15b	Other officers or key employees of the organization	15b	Yes
If "Yes" to line 15a or 15b, 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
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take 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	MN
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 made these available. Check all that apply. ☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization MARY QUIST 401 CARLSON PARKWAY CP330 MINNETONKA, MN 55305 (952) 992-2058	

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

Check if Schedule O contains a response or note to any line in this Part VII

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
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any 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 neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) JOHN BUCK CHAIR	15 00	X		X				105,500	0	0
(2) ESTHER TOMLIANOVICH VICE CHAIR	10 00	X		X				72,500	0	0
(3) KRIS SANDA SECRETARY	10 00	X		X				70,250	0	0
(4) DAVID TILFORD PRESIDENT/CEO	40 00	X		X				1,494,977	0	34,565
(5) PETER KELLY MD DIRECTOR	10 00	X						68,000	0	0
(6) AARON L REYNOLDS EVP/TREASURER/CFO	40 00			X				818,082	0	35,746
(7) JAMES P JACOBSON SVP	40 00			X				456,056	0	45,228
(8) JANA L JOHNSON SVP	40 00				X			667,847	0	40,451
(9) GLENN E ANDIS SVP	40 00				X			519,793	0	44,459
(10) ROBERT LONGENDYKE SVP	40 00				X			434,534	0	40,045
(11) DEBBY S KNUTSON SVP	40 00				X			423,430	0	25,436
(12) MARK L BAIRD SVP	40 00				X			484,895	0	42,290
(13) TIMOTHY D THULL SVP	40 00				X			415,998	0	52,944
(14) JOHN W NAYLOR SVP	40 00				X			540,107	0	78,466
(15) MARK WERNER SVP	40 00				X			420,971	0	47,931
(16) THEODORE J LOFTNESS VP & MEDICAL DIRECTOR	40 00					X		398,614	0	41,301
(17) RICHARD H SYKORA GM/VP	40 00					X		466,723	0	38,322

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	8,998,444	0	670,166

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization: 212

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such individual</i>	4	Yes
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
UNITED HEALTHCARE SERVICES INC 9900 BREN DR E MN008-T380 MINNETONKA MN 55343	CLAIMS PROCESSING	91,488,680
DAHL CONSULTING INC 418 COUNTY ROAD D E ST PAUL MN 55117	TEMP SERVICES	11,640,862
NTT DATA INC 5601 GRANITE PARKWAY SUITE 1000 PLANO TX 75024	TECHNOLOGY SERVICES	9,258,416
HEALTHEDGE SOFTWARE INC 30 CORPORATE DR BURLINGTON MA 01803	TECHNOLOGY SERVICES	3,666,312
CONCORD INC 509 2ND AVE S HOPKINS MN 55343	TECHNOLOGY SERVICES	783,837

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►34

Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
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				
Program Service Revenue	2a	MEDICAID REVENUE	Business Code 524114	1,230,893,764	1,230,893,764	
	b	INTERCOMPANY ADMIN FEES	561000	146,531,129	146,531,129	
	c	GROUP & INDIVIDUAL PREMIUMS	524114	13,405,646	9,095,247	4,310,399
	d	DENTAL REVENUE	541900	4,249,456	4,249,456	
	e	MEDICARE REVENUE	524114	1,379,150	1,379,150	
	f	All other program service revenue				
	g	Total. Add lines 2a-2f		1,396,459,145		
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		11,712,848	
4		Income from investment of tax-exempt bond proceeds				
5		Royalties				
6a		Gross rents	(i) Real 5,549,714	(ii) Personal		
b		Less rental expenses	3,966,023			
c		Rental income or (loss)	1,583,691			
d		Net rental income or (loss)		1,583,691		1,583,691
7a		Gross amount from sales of assets other than inventory	(i) Securities 238,860,862	(ii) Other		
b		Less cost or other basis and sales expenses	236,448,488			
c		Gain or (loss)	2,412,374			
d		Net gain or (loss)		2,412,374		2,412,374
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				
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				
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				
	Miscellaneous Revenue	Business Code				
11a	MEDICA TAX PARTNERSHIP	900099	306,157		306,157	
b	MN EXCHANGE PARTNERSHIP	561499	-1,783	-1,783		
c						
d	All other revenue					
e	Total. Add lines 11a-11d		304,374			
12	Total revenue. See Instructions		1,412,472,432	1,392,146,963	4,616,556	15,708,913

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).

Check if Schedule O contains a response or note to any line in this Part IX

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 United States. See Part IV, line 21.	1,254,801	1,254,801		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.	1,204,147,936	1,204,147,936		
5	Compensation of current officers, directors, trustees, and key employees.	7,480,501		7,480,501	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	81,770,969		81,770,969	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	5,606,856		5,606,856	
9	Other employee benefits.	9,640,574		9,640,574	
10	Payroll taxes.	6,622,212		6,622,212	
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	1,313,836		1,313,836	
c	Accounting.	456,000		456,000	
d	Lobbying.	523,204		523,204	
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	1,529,084		1,529,084	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).				
12	Advertising and promotion.	5,087,331		5,087,331	
13	Office expenses.	4,017,783		4,017,783	
14	Information technology.	8,186,139		8,186,139	
15	Royalties.				
16	Occupancy.	8,064,813		8,064,813	
17	Travel.	505,487		505,487	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	672,012		672,012	
20	Interest.	250,407		250,407	
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	12,843,147		12,843,147	
23	Insurance.	1,246,744		1,246,744	
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O).				
a	OUTSOURCED SERVICES	26,928,722		26,928,722	
b	PREMIUM TAXES	16,488,452		16,488,452	
c	PRINTING AND PUBLICATIO	7,120,536		7,120,536	
d					
e	All other expenses	5,031,312		5,031,312	
25	Total functional expenses. Add lines 1 through 24e.	1,416,788,858	1,205,402,737	211,386,121	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			5,792,174	1	6,325,685
	2	Savings and temporary cash investments			119,293,590	2	25,776,967
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net			84,326,924	4	89,654,172
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L				5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) 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	117,466,537			
	b	Less accumulated depreciation	10b	20,148,062	93,680,219	10c	97,318,475
	11	Investments—publicly traded securities			326,705,482	11	293,185,386
	12	Investments—other securities See Part IV, line 11				12	68,708,875
	13	Investments—program-related See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets See Part IV, line 11			52,019,273	15	105,494,682
	16	Total assets. Add lines 1 through 15 (must equal line 34)			681,817,662	16	686,464,242
Liabilities	17	Accounts payable and accrued expenses			239,605,872	17	281,746,313
	18	Grants payable				18	
	19	Deferred revenue			152,035	19	203,916
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D				21	
	22	Loans and other 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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D				25	
	26	Total liabilities. Add lines 17 through 25			239,757,907	26	281,950,229
Net Assets or Fund Balances		Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets			442,059,755	27	404,514,013
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
		Organizations that do not follow SFAS 117 (ASC 958), 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				32	
	33	Total net assets or fund balances			442,059,755	33	404,514,013
	34	Total liabilities and net assets/fund balances			681,817,662	34	686,464,242

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,412,472,432
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,416,788,858
3	Revenue less expenses Subtract line 2 from line 1	3	-4,316,426
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	442,059,755
5	Net unrealized gains (losses) on investments	5	2,308,623
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-35,537,939
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	404,514,013

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2a	No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis	2b	Yes
2c	If "Yes," to line 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
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
3b	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	

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, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization MEDICA HEALTH PLANS	Employer identification number 41-1242261
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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 can 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 education)☐ Preservation of an historically important land area
☐ Protection of natural habitat☐ Preservation of a certified historic structure
☐ Preservation of open space

2

Complete lines 2a through 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
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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 section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) 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 acquisition, 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 XIII
- 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 XIII and complete the following table
- c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
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 XIII Check here if the explanation has been provided in Part XIII

☐

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

- | | (a)Current year | (b)Prior year | b (c)Two years back | (d)Three years back | (e)Four years back |
|--|-----------------|---------------|---------------------|---------------------|--------------------|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and 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 current year end balance (line 1g, column (a)) held as
- a Board designated or quasi-endowment ▶

b Permanent endowment ▶

c Temporarily restricted endowment ▶
- The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
- 4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		18,675,799		18,675,799
b Buildings		81,824,804	9,907,769	71,917,035
c Leasehold improvements				
d Equipment		16,965,934	10,240,293	6,725,641
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶				97,318,475

Part XI

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	1,792,498,466
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 XIII)	2d	-1,779,491
e	Add lines 2a through 2d	2e	-1,779,491
3	Subtract line 2e from line 1	3	1,794,277,957
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	
b	Other (Describe in Part XIII)	4b	-381,805,525
c	Add lines 4a and 4b	4c	-381,805,525
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	1,412,472,432

Part XII

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	1,796,813,109
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 XIII)	2d	381,803,742
e	Add lines 2a through 2d	2e	381,803,742
3	Subtract line 2e from line 1	3	1,415,009,367
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	
b	Other (Describe in Part XIII)	4b	1,779,491
c	Add lines 4a and 4b	4c	1,779,491
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	1,416,788,858

Part XIII

Supplemental Information

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, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Return Reference	Explanation
PART X, LINE 2	AS OF DECEMBER 31, 2013, THE COMPANY'S TAX YEARS 2012 AND 2013 REMAIN OPEN TO EXAMINATION BY THE INTERNAL REVENUE SERVICE (IRS) AND VARIOUS STATE AUTHORITIES. THE IRS HAS COMPLETED ITS REVIEW OF TAX YEARS 2008, 2009, 2010 AND 2011.
PART XI, LINE 2D - OTHER ADJUSTMENTS	INVESTMENT EXPENSE RECLASSED AS EXPENSE -1,529,084. INTEREST EXPENSE RECLASSED AS EXPENSE -250,407.
PART XI, LINE 4B - OTHER ADJUSTMENTS	MN HEALTH INFO EXCHANGE K-1 -1,783. INTERCOMPANY ADMIN FEES RECLASSED FROM EXPENSE 146,531,129. REINSURANCE EXPENSE RECLASSED TO REVENUE -528,334,871.
PART XII, LINE 2D - OTHER ADJUSTMENTS	INTERCOMPANY ADMIN FEES RECLASSED AS REVENUE -146,531,129. REINSURANCE EXPENSE RECLASSED TO REVENUE 528,334,871.
PART XII, LINE 4B - OTHER ADJUSTMENTS	INVESTMENT EXPENSE RECLASSED AS REVENUE 1,529,084. INTEREST EXPENSE RECLASSED AS REVENUE 250,407.

[illegible]

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

2013

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990
▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

Employer identification number
41-1242261

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. Part II can be duplicated if additional space is needed.

[illegible]

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 1

3 Enter total number of other organizations listed in the line 1 table

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.
Part III can be duplicated 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. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Return Reference	Explanation
PART I, LINE 2	MEDICA HEALTH PLANS (MHP) DONATES TO 501(C)(3) ORGANIZATIONS MHP HAS MEETINGS TO MONITOR THE WORK BEING DONE TO SUPPORT THE MISSION OF THE GRANT RECIPIENTS

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, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
MEDICA HEALTH PLANS

Employer identification number
41-1242261

Part I

Questions Regarding Compensation

		Yes	No
1a	Check the appropriate 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 ☐ Travel for companions ☐ Tax idemnification and gross-up payments ☐ Discretionary spending account ☐ Housing allowance or residence for personal use ☐ Payments for business use of personal residence ☐ Health or social club dues or initiation fees ☐ 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 or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. ☒ Compensation committee ☒ Independent compensation consultant ☒ Form 990 of other organizations ☐ Written employment contract ☒ Compensation survey or study ☒ 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? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4c	No
	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? If "Yes," to line 5a or 5b, describe in Part III.	5b	No
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? If "Yes," to line 6a or 6b, describe in Part III.	6b	Yes
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 accrued pursuant to a contract that was subject to the initial contract exception described in Regulations 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 duplicate copies if additional space is 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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(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 as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table								

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II

Also complete this part for any additional information

Return Reference	Explanation
PART I, LINE 4B	THE FOLLOWING RECEIVED PAYMENTS FROM A NON-QUALIFIED RETIREMENT PLAN DAVID TILFORD \$61,817 AARON REYNOLDS \$28,858 GLENN ANDIS \$15,126 JANA JOHNSON \$117,324 MARK BAIRD \$12,666 ROBERT LONGENDYKE \$10,905 JAMES JACOBSON \$11,744 DEBBY KNUTSON \$ 9,178 RICHARD SYKORA \$63,582 TIMOTHY THULL \$ 4,837 DANNETTE COLEMAN \$ 7,773 THEODORE LOFTNESS \$10,043 THOMAS (JIM) GUYN \$6,846 BARBARA LYNCH \$5,776
PART I, LINE 6	MANAGEMENT INCENTIVE COMPENSATION INCLUDES COMPONENTS RELATED TO THE ORGANIZATIONS OPERATING EARNINGS

Additional Data

Software ID:
Software Version:
EIN: 41-1242261
Name: MEDICA HEALTH PLANS

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) 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 compensation				
DAVID TILFORD PRESIDENT/CEO	(i) (ii)	798,534 0	493,620 0	202,823 0	18,325 0	16,240 0	1,529,542 0	0 0
AARON L REYNOLDS EVP/TREASURER/CFO	(i) (ii)	448,534 0	257,294 0	112,254 0	18,325 0	17,421 0	853,828 0	0 0
JAMES P JACOBSON SVP	(i) (ii)	261,395 0	136,808 0	57,853 0	18,325 0	26,903 0	501,284 0	0 0
JANA L JOHNSON SVP	(i) (ii)	269,167 0	129,115 0	269,565 0	18,325 0	22,126 0	708,298 0	210,851 0
GLENN E ANDIS SVP	(i) (ii)	303,747 0	147,586 0	68,460 0	19,575 0	24,884 0	564,252 0	0 0
ROBERT LONGENDYKE SVP	(i) (ii)	266,259 0	112,768 0	55,507 0	18,325 0	21,720 0	474,579 0	0 0
DEBBY S KNUTSON SVP	(i) (ii)	257,031 0	116,960 0	49,439 0	15,200 0	10,236 0	448,866 0	0 0
MARK L BAIRD SVP	(i) (ii)	310,575 0	114,085 0	60,235 0	18,325 0	23,965 0	527,185 0	0 0
TIMOTHY D THULL SVP	(i) (ii)	256,853 0	122,538 0	36,607 0	32,144 0	20,800 0	468,942 0	0 0
JOHN W NAYLOR SVP	(i) (ii)	345,705 0	169,113 0	25,289 0	53,746 0	24,720 0	618,573 0	0 0
MARK WERNER SVP	(i) (ii)	248,041 0	150,000 0	22,930 0	33,277 0	14,654 0	468,902 0	0 0
THEODORE J LOFTNESS VP & MEDICAL DIRECTOR	(i) (ii)	243,380 0	101,329 0	53,905 0	19,575 0	21,726 0	439,915 0	0 0
RICHARD H SYKORA GM/VP	(i) (ii)	228,885 0	81,403 0	156,435 0	18,325 0	19,997 0	505,045 0	109,457 0
DANNETTE M COLEMAN GM/VP	(i) (ii)	245,000 0	91,549 0	43,728 0	19,575 0	13,589 0	413,441 0	0 0
THOMAS JIM GUYN MD VP	(i) (ii)	261,411 0	88,010 0	49,698 0	14,162 0	23,814 0	437,095 0	0 0
BARBARA LYNCH VP	(i) (ii)	230,154 0	83,496 0	47,121 0	11,959 0	19,883 0	392,613 0	0 0

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

MEDICA HEALTH PLANS

Employer identification number

41-1242261

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, SECTION A, LINE 6	MEMBERS EXIST WITHIN MEDICA HEALTH PLANS AS MEMBERS COVERED UNDER REGULATED INSURANCE PLANS
FORM 990, PART VI, SECTION A, LINE 7A	THE MEMBERSHIP OF MEDICA HEALTH PLANS ELECTS THE CONSUMER BOARD MEMBERS
FORM 990, PART VI, SECTION B, LINE 11	MEDICA'S TAX ADVISORS COMPLETE THE RETURN, MEDICA'S CONTROLLER REVIEWS THE RETURN BEFORE I T IS SIGNED BY THE CFO A COPY WILL BE PROVIDED TO THE BOARD OF DIRECTORS PRIOR TO FILING WITH THE IRS
FORM 990, PART VI, SECTION B, LINE 12C	ANNUALLY ALL EMPLOYEES OF MEDICA HEALTH PLANS AND DIRECTORS OF ALL MEDICA ENTITIES COMPLET E A CONFLICT OF INTEREST DISCLOSURE AND ARE REQUIRED TO REVIEW THE CONFLICT POLICY ALL FO TENTIAL CONFLICTS ARE REVIEWED BY LEGAL/COMPLIANCE
FORM 990, PART VI, SECTION B, LINE 15	THE BOARD'S PERSONNEL AND COMPENSATION COMMITTEE REVIEWS AND OBTAINS THE BOARD'S APPROVAL OF THE TOTAL COMPENSATION FOR THE PRESIDENT/CEO AND REVIEWS AND APPROVES THE TOTAL COMPENS ATION RECOMMENDATIONS MADE BY THE CFO FOR THE EXECUTIVE AND SENIOR VICE PRESIDENTS, REVIEW S ALL OFFICER COMPENSATION AND PERFORMANCE GOALS APPROVED BY THE CEO ANNUALLY THE PERSONN EL AND COMPENSATION COMMITTEE ALSO REVIEWS AND RECOMMENDS TO THE BOARD, OFFICER AND NON-OF FICER COMPENSATION GUIDELINES FOR THE COMPANY AND ITS SUBSIDIARIES PERIODICALLY REVIEWING MARKET DATA TO ASSESS THE COMPANY'S COMPETITIVE POSITION PROCESS OUTSIDE THE CHARTER THE PERSONNEL AND COMPENSATION COMMITTEE WORKS WITH AN OUTSIDE CONSULTANT IN REVIEWING MARKET COMPETITIVE DATA THAT AIDS IN SETTING THE COMPENSATION FOR THE OFFICERS AND KEY EMPLOYEES
FORM 990, PART VI, SECTION C, LINE 19	MEDICA DOES NOT CONSIDER ITS CONFLICT OF INTEREST POLICY TO BE A CONFIDENTIAL OR PROPRIETA RY DOCUMENT THEREFORE, MEDICA WOULD MAKE THIS POLICY AVAILABLE TO ANYONE WHO REQUESTS IT CERTAIN OF THE MEDICA ENTITIES ARE REQUIRED TO FILE ANNUAL FINANCIAL STATEMENTS WITH THE REGULATORS MEDICA CONSIDERS FINANCIAL STATEMENTS THAT ARE FILED WITH THE REGULATORS TO BE PUBLIC DOCUMENTS ARTICLES AND BY LAWS, CONFLICT OF INTEREST POLICY, AND FORM 990S ARE AVA ILABLE UPON REQUEST FOR THE SAME PERIOD OF DISCLOSURE AS SET FORTH IN SECTION 6104(D)
FORM 990, PART XI, LINE 9	CHANGE IN VALUE OF NONADMITTED ASSETS -35,539,722 MN HEALTH INFO EXCHANGE K-1 1,783
FORM 990, PART VII, COLUMN B	CERTAIN INDIVIDUALS REPORTED ON FORM 990, PART VII SPLIT THEIR TIME BETWEEN SEVERAL OF THE MEDICA ENTITIES (MEDICA HEALTH PLANS, MEDICA HEALTH PLANS WI, MEDICA FOUNDATION, MEDICA R ESEARCH INSTITUTE, MEDICA INSURANCE COMPANY, MEDICA SELF-INSURED, MEDICA AFFILIATD SERVICE S, AND MEDICA HEALTH MANAGEMENT) THE AVERAGE HOURS PER WEEK REPORTED IN PART VII ARE THE TOTAL HOURS PER WEEK FOR ALL MEDICA ORGANIZATIONS

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
MEDICA HEALTH PLANS

Related Organizations and Unrelated Partnerships

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

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Employer identification number

41-1242261

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.					
(a) Name, address, and EIN (if applicable) 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	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) MEDICA FOUNDATION 401 CARLSON PARKWAY MINNETONKA, MN 55305 41-1812461	FOUNDATION	MN	501(C)(3)	509(A)(3) II	MEDICA HOLDING COMPANY		No
(2) MEDICA HEALTH PLANS OF WISCONSIN 401 CARLSON PARKWAY MINNETONKA, MN 55305 41-1843804	HEALTH COVERAGE	MN	501(C)(4)		MEDICA HOLDING COMPANY		No
(3) MEDICA HOLDING COMPANY 401 CARLSON PARKWAY MINNETONKA, MN 55305 01-0571840	HOLDING COMPANY/NO ACTIVITY	MN	501(C)(4)		N/A		No
(4) MEDICA RESEARCH INSTITUTE 401 CARLSON PARKWAY MINNETONKA, MN 55305 27-0600894	RESEARCH FOUNDATION	MN	501(C)(3)	509(A)(3) I	MEDICA HOLDING COMPANY		No

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) Dispropportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	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	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) MEDICA INSURANCE COMPANY 401 CARLSON PARKWAY MINNETONKA, MN 55305 41-1490988	HEALTH INSURANCE	MN	MEDICA AFFILIATED SERVICES	C					No
(2) MEDICA SELF-INSURED 401 CARLSON PARKWAY MINNETONKA, MN 55305 41-1479417	THIRD PARTY ADMINISTRATOR	MN	MEDICA AFFILIATED SERVICES	C					No
(3) MEDICA AFFILIATED SERVICES 401 CARLSON PARKWAY MINNETONKA, MN 55305 41-1716415	HOLDING COMPANY	MN	MEDICA HOLDING COMPANY	C					No
(4) MEDICA HEALTH MANAGEMENT 401 CARLSON PARKWAY MINNETONKA, MN 55305 20-8005519	HEALTH MANAGEMENT	MN	MEDICA AFFILIATED SERVICES	C					No

Part V

Transactions With Related Organizations

Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization 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 or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

Yes

No

1a

No

1b

No

1c

No

1d

No

1e

No

1f

No

1g

No

1h

No

1i

No

1j

No

1k

No

1l

No

1m

No

1n

Yes

1o

Yes

1p

No

1q

Yes

1r

No

1s

No

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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved

Schedule R (Form 990) 2013

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.

[illegible]

Part VII

Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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