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

OMB No 1545-0047

2014

Open to Public Inspection

A For the 2014 calendar year, or tax year beginning 01-01-2014 , and ending 12-31-2014

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Final return/terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Doing business as

Number and street (or P O box if mail is not delivered to street address) 2850 WEST GRAND BOULEVARD | Room/suite

City or town, state or province, country, and ZIP or foreign postal code
DETROIT, MI 48202

D Employer identification number
38-2242827

E Telephone number
(313)664-8559

G Gross receipts $ 2,238,026,231

F Name and address of principal officer
James M Connelly
2850 WEST GRAND BOULEVARD
DETROIT, MI 48202

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

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

H(c) Group exemption number ▶

I Tax-exempt status ☐ 501(c)(3) ☑ 501(c) (4) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www hap org

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

L Year of formation 1979

M State of legal domicile MI

Part I Summary

1 Briefly describe the organization's mission or most significant activities
Provide access to quality health care coverage

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	18
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5	Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	1,080
6	Total number of volunteers (estimate if necessary)	6	99
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	8,019
b	Net unrelated business taxable income from Form 990-T, line 34	7b	3,167

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h)	0	0
9	Program service revenue (Part VIII, line 2g)	1,858,618,706	1,751,185,042
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,323,581	2,827,514
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	141,755	265,966
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,864,084,042	1,754,278,522
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	396,514
14	Benefits paid to or for members (Part IX, column (A), line 4)	1,665,521,945	1,541,806,725
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	89,986,791	91,568,154
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–24e)	89,301,935	126,646,328
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,844,810,671	1,760,417,721
19	Revenue less expenses Subtract line 18 from line 12	19,273,371	-6,139,199

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16)	607,788,706	620,761,645
21	Total liabilities (Part X, line 26)	246,274,014	262,294,972
22	Net assets or fund balances Subtract line 21 from line 20	361,514,692	358,466,673

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 — 2015-11-13 Date

▶ Todd Hutchison CFO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Lori Boyce	Lori Boyce			P00121981

Firm's name ▶ Deloitte Tax LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 200 Renaissance Center Suite 3900 Detroit, MI 48243 — Phone no (313) 396-3000

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

To improve the health status of the residents in all of the communities we serve We accomplish this through innovative programs to provide health care coverage with an emphasis on preventative care as well as outreach programs to the communities aimed at enhancing and promoting healthier communities

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 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 $ 1,731,018,794 including grants of $ 396,514) (Revenue $ 1,751,185,042)

Health Alliance Plan (HAP) is a nonprofit, regional health maintenance organization based in Detroit that provides health coverage to individuals and employers of all sizes HAP is a subsidiary of the Henry Ford Health System, one of the nation's leading health care systems A leader in personalized customer service, disease management and wellness programs, HAP works with physicians, employers and community organizations to improve the health and well-being of the community HAP is a full service, nonprofit health insurance company with 3 distinct product portfolios 1) Group Fully Insured 2) Personal Alliance for individuals and families 3) MedicareParticipating Physicians and Ancillary Providers HAP contracts with Michigan's leading healthcare providers to provide medical services to its members HAP's robust provider networks include the leading Michigan doctors, hospitals and health systems Beaumont, Detroit Medical Center, St Joseph Mercy, St John/Providence, Henry Ford Health System, Genesys, McLaren and the University of Michigan Statewide and national provider network solutions are available through strategic partnerships with Physicians Care Network, CIGNA and NationCare for companies with multiple locations HAP contracts with urgent care centers, pharmacies and ancillary providers to serve its membership At the end of 2014, HAP's HMO membership enrollment was 271,908, HAP serviced 3,529,098 member months Members worked with their chosen healthcare providers to maintain a healthy lifestyle or manage their chronic conditions The following statistics reflect utilization for the HMO product HAP HMO members incurred 13,301 hospital stay admissions in 2014 for medical/surgical procedures, and 1,478 hospital admissions for behavioral health-related issues HAP and its providers encourage members to seek routine services and preventive health screenings to maintain their health and meet their personal health goals The majority of these services are obtained in their physician offices HAP spends a considerable amount of resources communicating with members and providing supportive health programs and resources to help them achieve sustainable healthy habits and manage chronic conditions Examples of health and wellness programs and resources include 1) Personal Service Coordinators who are assigned to members during the first two years of membership to help them understand their HAP coverage and navigate the healthcare system 2) Online health risk assessment and digital coaching tools 3) Member events and educational resources smoking cessation, stress reduction, nutrition, physical fitness coaching, women and heart disease, and BrainHealth events and educational resources, preventive services guidelines, Balanced Living magazine4) Preventive Services - HAP covers cancer screenings, annual physicals, immunizations and a variety of other preventive services 5) Weight Watchers discounts and weight management programs promote lasting weight control 6) Global Emergency Services through Assist America - Urgent care and emergency services are covered worldwide Our contract with Assist America provides a full range of emergency medical services to help with difficulties while traveling 100+ miles away from home, or in another country, and free identity theft protection 7) Comfort care and palliative care programs8) Care for chronic conditions - HAP's Restore CareTrack disease management program matches chronically ill members with the resources they need to reach their personal health goals, from personalized health information to inspirational nurse health coaching 9) Behavioral Health - Specially trained social workers, psychologists and counselors provide integrated behavioral and medical disease management services to members with mental health and substance abuse conditions 10) Pharmacy Initiatives - HAP pharmacists ensure members have access to safe, effective medications 11) Medication Therapy Management Program - HAP pharmacists counsel seniors with chronic conditions and work with their physicians to make taking multiple medications safer and more effective and address the barriers to medication therapy adherence 12) Worksite Wellness programs bring free or low-cost preventive services and health education to the workplace tailored to the needs of each employer group HAP offers workshops on a variety of health and wellness topics, behavior change programs, health screenings, health fairs and an employee assistance program, newsletters and wellness forums for employer groups Community Stewardship HAP is known for community giving and volunteerism Signature programs include free community water aerobics and Enhance Fitness classes, Ready, Set, Cook! classes for kids, and Connect 4, a faith-based health and wellness program provided through local religious establishments HAP employees also volunteer for many community events each year and the company has a matching gifts program for employee donations HAP's charitable giving and community outreach focuses on wellness, youth, education, diversity, community development, arts and culture Partnering With the Community - Always Giving Back HAP is known for community giving and volunteerism, with a focus on four key areas - Improving health through wellness programs - Equipping youth with the skills they need to succeed - Making arts and culture accessible to diverse audiences - Supporting community development, enrichment and diversity HAP executives serve on the boards of directors of more than 40 nonprofit and civic organizations throughout Michigan Signature Community Programs HAP 5K Challenge Many chronic health conditions could be avoided through a healthier lifestyle Yet lifestyle changes are especially difficult for people who lack support, motivation or financial resources For this reason, HAP developed a free program designed to turn "couch potatoes" into runners Launched in 2013, HAP's 9-week 5K Challenge offered support to first-time runners in southeast Michigan through in-person group training sessions with a licensed instructor, combined with online support, activity tracking tools and engagement with coaches and peers Interest in the program far exceeded expectations RSVPs for the kickoff were 33% higher than capacity, resulting in a wait list Participants who completed the program and ultimately competed in the 5K run reported lower blood pressure, increased stamina and weight loss Due to the popularity of this program, HAP began offering two 5K Challenge sessions per year starting in 2014 The program has remained successful Splash Bash After learning that Detroit residents were not taking advantage of available aquatic recreational opportunities, HAP launched a free water aerobics program - Splash Bash - that gives adults free access to water aerobics classes in the following locations Detroit, Flint, Livonia, Marine City, Southfield, Troy, Warren and Wayne Classes are open to the public - not just HAP members Ready, Set, Cook This free after-school program, Ready, Set, Cook, addresses childhood obesity by teaching children ages 8-14 how to use healthy, simple recipes and inspires the whole family to eat healthier, use fewer processed foods and eat out less often - improving their health and saving money while doing it Enhance Fitness HAP partners with the National Kidney Foundation of Michigan to bring Enhance Fitness to the community Enhance Fitness is a free physical activity program geared toward improving the overall functional fitness and well-being of older adults However, adults of any age are welcome HAP Matching Gifts Program HAP provides matching gifts to support employee giving to the causes and organizations they care about The Program also reflects our core values of respect for people and a social conscience in our communities HAP encourages employee philanthropy through the matching gifts program In 2014, HAP matched $3,075 in employee donations to 16 different community organizations START! Heart Walk (Detroit) In 2014, 75 HAP walkers and volunteers raised more than $12,000 to support the American Heart Association's efforts to fight heart disease and stroke Bowling for Kids' Sake (Sterling Heights) In 2014, HAP volunteers raised more than $10,000 in support of Big Brothers Big Sisters of Metropolitan Detroit at their annual Bowl for Kids' Sake bowling event Also for the 2014-2015 school year, 17 HAP volunteers participated in the Site Based Mentoring program with Big Brothers Big Sisters Kidney WalkHAP's support of the Kidney Walk, including employee walkers and volunteers, has resulted in one of the largest walks in the country to support the National Kidney Foundation Funds raised from the walk are used toward programs that address obesity, diabetes and hypertension - all leading causes of kidney disease

4b (Code) (Expenses $ including grants of $) (Revenue $)

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)
(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ 1,731,018,794

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		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
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		No
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 domestic government 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 or other assistance to or for domestic individuals 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, line 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 lines 24b through 24d and complete Schedule K. If "No," go to line 25a*	**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), 501(c)(4), and 501(c)(29) 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	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? *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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *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 (or a family member thereof) was an officer, director, trustee, or direct or indirect 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, Part II, III, or IV, and Part V, line 1*	**34**	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**	Yes	
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)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**	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 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 . .	1a	8,789		
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	1,080		
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 (see instructions)			2b	Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .			3a	Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, 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 instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)					
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?			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 as charitable contributions? . . .			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 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	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h		
8	**Sponsoring organizations maintaining donor advised funds.** Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?			8		
9a	Did the sponsoring organization make any taxable distributions under section 4966? . . .			9a		
b	Did the sponsoring 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				
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**					
a	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			13a		
b	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	13b				
c	Enter the amount of reserves on hand	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?			14a		No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			14b		

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	**1a**	18		
	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				
b	Enter the number of voting members included in line 1a, above, who are independent	**1b**	15		
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	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	**7b**		Yes	
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	Did the organization have local chapters, branches, or affiliates?	**10a**		No
b	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	
b	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	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	**12b**	Yes	
c	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?			
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 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
b	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 ▶ _____

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, address, and telephone number of the person who possesses the organization's books and records

▶Todd Hutchison

2850 West Grand Boulevard
Detroit, MI 48202 (313) 664-8559

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			

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(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			
1b Sub-Total . . . . . ▶										
c Total from continuation sheets to Part VII, Section A . . . . ▶										
d Total (add lines 1b and 1c) . . . . . ▶								4,591,873	6,452,858	1,050,740

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 ▶137

			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**	Yes	
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 or individual 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 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
Accenture LLP PO Box 70629 Chicago, IL 60673	Software support & consulting	24,631,386
Patricia N Harrison, 24416 Crocker Blvd Clinton Twp, CO 80111	Advertising	7,822,197
Hightpoint Solutions LLC 301 E Germantown Pike East Norriton, PA 19401	Software support & consulting	3,615,217
Brian Unlimited Distribution Company 13700 Oakland Ave Highland Park, MI 48203	Billing and documentation services	3,312,979
Ideal Contracting LLC 2525 Clark Street Detroit, MI 48209	General Contracting	2,593,497

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 ▶114

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		Business Code				
	2a	Health Care Premiums	524114	1,741,770,793	1,741,770,793	
	b	Hlth Ins Claims Assessmt	624110	9,414,249	9,414,249	
	c					
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶		1,751,185,042		
	3	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		3,104,880		3,104,880
	4	Income from investment of tax-exempt bond proceeds . . ▶				
	5	Royalties . . . . . ▶				
		(i) Real / (ii) Personal				
	6a	Gross rents				
	b	Less rental expenses				
	c	Rental income or (loss)				
	d	Net rental income or (loss) . . . . . ▶				
		(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory: 483,470,343				
	b	Less cost or other basis and sales expenses: 482,320,839 / 1,426,870				
	c	Gain or (loss): 1,149,504 / -1,426,870				
	d	Net gain or (loss) . . . . . ▶		-277,366		-277,366
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 . . ▶				
	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	Member Income 541900	8,019		8,019	
	b					
	c					
	d	All other revenue	257,947			257,947
	e	**Total.** Add lines 11a–11d . . . . . ▶	265,966			
	12	**Total revenue.** See Instructions . . . . . ▶	1,754,278,522	1,751,185,042	8,019	3,085,461

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 domestic organizations and domestic governments See Part IV, line 21	396,514	396,514		
2 Grants and other assistance to domestic individuals See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16				
4 Benefits paid to or for members	1,541,806,725	1,541,806,725		
5 Compensation of current officers, directors, trustees, and key employees	2,590,404	2,009,783	580,621	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	376,093	376,093		
7 Other salaries and wages	69,971,711	64,838,736	5,132,975	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	5,763,342	5,284,971	478,371	
9 Other employee benefits	7,372,526	6,760,589	611,937	
10 Payroll taxes	5,494,078	5,038,056	456,022	
11 Fees for services (non-employees)				
a Management				
b Legal	956,267		956,267	
c Accounting	276,410		276,410	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	444,578		444,578	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	4,175,149	4,175,149		
12 Advertising and promotion	23,577,875	23,576,197	1,678	
13 Office expenses	5,768,691	5,756,628	12,063	
14 Information technology	31,306,815	31,280,435	26,380	
15 Royalties				
16 Occupancy	2,180,286	2,062,374	117,912	
17 Travel	570,591	542,411	28,180	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	224,185	204,979	19,206	
20 Interest	2,352,812		2,352,812	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	16,074,433	12,933,316	3,141,117	
23 Insurance				
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				
b				
c				
d				
e All other expenses	38,738,236	23,975,838	14,762,398	
25 **Total functional expenses.** Add lines 1 through 24e	1,760,417,721	1,731,018,794	29,398,927	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) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		14,740,390	1	28,840,071
	2	Savings and temporary cash investments		156,956,444	2	141,697,847
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		56,736,708	4	66,667,391
	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		3,188,347	9	3,353,161
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 157,336,410			
	b	Less accumulated depreciation	10b 56,061,645	98,169,184	10c	101,274,765
	11	Investments—publicly traded securities		135,280,270	11	129,835,244
	12	Investments—other securities See Part IV, line 11		126,161,113	12	133,393,700
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets		7,732,038	14	6,875,254
	15	Other assets See Part IV, line 11		8,824,212	15	8,824,212
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		607,788,706	16	620,761,645
Liabilities	17	Accounts payable and accrued expenses		37,359,802	17	52,710,718
	18	Grants payable			18	
	19	Deferred revenue		5,401,360	19	14,098,135
	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		203,512,852	25	195,486,119
	26	**Total liabilities.** Add lines 17 through 25		246,274,014	26	262,294,972
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		361,514,692	27	358,466,673
	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		361,514,692	33	358,466,673
	34	Total liabilities and net assets/fund balances		607,788,706	34	620,761,645

Part XI Reconcilliation 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	1,754,278,522
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,760,417,721
3	Revenue less expenses Subtract line 2 from line 1	3	-6,139,199
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	361,514,692
5	Net unrealized gains (losses) on investments	5	-351,520
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	3,442,700
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	358,466,673

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?	2a		No
	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			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	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			
c	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?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
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: 38-2242827
Name: HEALTH ALLIANCE PLAN OF MICHIGAN

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 (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) Marvin Beatty Director	1 00	X						0	0	0
(1) Susan Wells Director	1 00	X						0	0	0
(2) Jack Martin Chairperson	2 00 4 00	X		X				0	0	0
(3) Nancy Schlichting Director	1 00 62 00	X						0	3,509,986	53,427
(4) James M Connelly President & CEO	50 00 13 00	X		X				0	1,328,462	41,461
(5) Shari L Burgess Director	1 00	X						0	0	0
(6) Joyce V Hayes Giles Director	1 00	X						0	0	0
(7) Jamie C Hsu PhD Director	1 00	X						0	0	0
(8) Sandra A Cavette MPH RDH Director	1 00	X						0	0	0
(9) Marquerite S Rigby Director	1 00	X						0	0	0
(10) Harvey Hollins III Director	1 00	X						0	0	0
(11) Colleen M Ezzeddine PhD Director	1 00	X						0	0	0
(12) Judith S Milosic Director	1 00	X						0	0	0
(13) Paul Hughes-Cromwick Director	1 00	X						0	0	0
(14) Susanne M Mitchell Director	1 00	X						0	0	0
(15) Michelle B Schreiber Director	1 00 60 00	X						0	365,881	66,084
(16) James G Vella Director	1 00	X						0	0	0
(17) Kim E Schatzel PhD Director	1 00	X						0	0	0
(18) Kirk J Lewis Director until Nov 2014	1 00	X						0	0	0
(19) Dianna L Ronan Treasurer - Part Year	55 00 5 00			X				257,142	0	54,201
(20) Dan E Champney Assistant Secretary	55 00 5 00			X				236,299	0	32,979
(21) Edith L Eisenmann Secretary	1 00 62 00			X				0	237,876	33,113
(22) Todd Hutchison Treasurer - Part Year	55 00 5 00			X				315,672	0	37,406
(23) Naim Munir SVP & Chief Health Officer	55 00 5 00				X			628,529	0	39,985
(24) Christopher Pike Sr VP & Chief Information Officer (Part Year)	55 00 5 00				X			349,965	0	26,128

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 (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			
(26) Mary Ann Tournoux Sr VP & Chief Marketing Officer	55 00 5 00				X			404,098	0	35,630
(1) Annette M Marcath VP & Chief Information Officer	55 00 5 00				X			267,130	0	62,391
(2) Matthew M Walsh SVP & Chief Operating Officer	55 00 5 00				X			206,021	206,021	40,129
(3) Balakrishna Pai Sr Medical Director	60 00					X		333,759	0	65,429
(4) Karen Wintringham VP Medicare Advantage Prog	60 00					X		278,338	0	38,888
(5) Gregory Buran VP Utilization Mgt Phys	60 00					X		352,708	0	50,716
(6) John D Calabria Sr Medical Director	60 00					X		276,292	0	40,196
(7) Robin D Kelmenson SR Medical Director	60 00					X		296,402	0	23,203
(8) Derick Adams Former VP Human Resources (Until April 2013)	20 00 40 00						X	0	226,543	41,946
(9) Howard M Flasch Former VP Corporate Initiative (Until July 2013)	60 00						X	223,014	0	0
(10) Randy Walker Former Sr VP Health Care Management	0 00 60 00						X	0	556,421	32,871
(11) Jeanne Dunk Former SVP General Counsel (Until December 2013)	60 00						X	166,504	0	0
(12) William R Alvin Former President & CEO (Until March 2013)	0 00						X	0	21,668	234,557

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

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 value of contributions to (during year)		
3 Aggregate value of 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	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, and not on a historic structure listed in the National Register	2d	

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) Revenue 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 Revenue 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

		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, for escrow or custodial account liability? ☐ 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	(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

		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 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		380,336		380,336
b Buildings		7,534,598	3,849,124	3,685,474
c Leasehold improvements		14,040,599	5,987,449	8,053,150
d Equipment		28,324,750	16,554,182	11,770,568
e Other		107,056,127	29,670,890	77,385,237
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				101,274,765

Part VII **Investments—Other Securities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. 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
(1) Financial derivatives	133,393,700	C
(2) Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶	133,393,700	

Part VIII **Investments—Program Related.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX **Other Assets.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d See Form 990, Part X, line 15

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

Part X **Other Liabilities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
Medical Claims	124,720,815
Capital Lease	38,267,492
Retiree Benefits	1,840,072
Pension	30,657,740
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	195,486,119

2. Liability for uncertain tax positions In Part XIII, 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 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☑

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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains (losses) 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			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
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			
c	Add lines **4a** and **4b**			4c	
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	

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	
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			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	
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			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	

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	HAP is an entity described under Internal Revenue Code Section 501(c)(4) and as such is exempt from federal and state income taxes Any income not substantially related to the organization's exempt purpose may be considered unrelated business income (UBI) under IRC Section 511 and, as such, subject to tax at normal corporate rates HAP has concluded that there are no material uncertain tax positions as of December 31, 2014 and 2013

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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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.**

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

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 Domestic Organizations and Domestic Governments.

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.

(a) Name and address of organization or government	**(b)** EIN	**(c)** IRC 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 listed in the line 1 table . . . . . ▶

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

Part III **Grants and Other Assistance to Domestic Individuals.** 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	The community outreach department monitors grants paid to charitable and governmental entities

Additional Data

Software ID:
Software Version:
EIN: 38-2242827
Name: HEALTH ALLIANCE PLAN OF MICHIGAN

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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 KIDNEY FOUNDATION OF MICHIGAN1169 Oak Valley Drive Ann Arbor, MI 48108	38-1559941	501(C)(3)	46,530				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
MACOMB COUNTY CHAMBER OF COMMERCE 28 First Street Suite B Mt Clemens, MI 48043	38-0855880	501(C)(3)	13,875				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
WAYNE STATE UNIVERSITY656 W Kirby Detroit, MI 48202	38-6028429	501(C)(3)	7,500				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
LEADERSHIP OAKLAND 4555 Investment Drive Troy, MI 48098	38-3390575	501(C)(3)	9,500				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
REGENTS OF THE UNIVERSITY OF MICHIGAN303 E Kearsley St Flint, MI 48502	38-6006309	501(C)(3)	8,344				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
CITY OF TROY3179 Livernois Troy, MI 48083	38-6027333	501(C)(3)	8,000				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
CITY OF WARREN5460 Arden Rd Warren, MI 48092	38-6006931	501(C)(3)	8,000				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
100 BLACK MEN OF GREATER DETROIT INC1 Ford Place Detroit, MI 48202	38-3124115	501(C)(3)	7,500				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
LEBANESE AMERICAN HERITAGE CLUB4337 Maple St Dearborn, MI 48126	38-3081799	501(C)(3)	7,500				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
DETROIT URBAN LEAGUE 208 Mack Avenue Detroit, MI 48201	38-1358387	501(C)(3)	5,250				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
HAVEN30400 Telegraph Rd Bingham Farms, MI 48025	38-2426175	501(C)(3)	5,250				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
YMCA OF METROPOLITAN DETROIT1401 Broadway Detroit, MI 48226	38-1358055	501(C)(3)	5,250				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
CITY OF DETROIT TREASURER18100 Meyers Detroit, MI 48234	38-6004606	501(C)(3)	5,000				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
CLARK PARK COAL1130 Clark Street Detroit, MI 48209	38-3462192	501(C)(3)	5,000				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
THE ECONOMIC CLUB OF DETROIT211 West Fort Street Detroit, MI 48226	38-0508823	501(C)(3)	5,000				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
FRANKLIN-WRIGHT SETTLEMENT INC3360 Charlevoix Detroit, MI 48207	38-1845857	501(C)(3)	5,000				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
FRIENDS OF DETROIT & TRI COUNTIES8230 E Forest Detroit, MI 48214	38-3155171	501(C)(3)	5,000				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
GREATER FLINT ARTS COUNCIL816 S Saginaw Street Flint, MI 48502	38-2156116	501(C)(3)	5,000				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
M & L ONLINE LLCPO Box 9072 Farmington Hills, MI 48333	38-3538481	501(C)(3)	5,000				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
MICHIGAN CHRONICLE 479 Ledyard Detroit, MI 48201	38-0826530	501(C)(3)	5,000				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
OAK APPLE INC320 West Seventh Street Royal Oak,MI 48067	20-5076390	501(C)(3)	5,000				Organizational Support

Form 990,Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.

(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
THE ROSEMARY A HOCKNEY MEMORIAL FOUNDATION47496 Greenbriar Macomb,MI 48044	04-3795236	501(C)(3)	5,000				Organizational Support

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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, line 23.**

▶ **Attach to Form 990.**

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

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 or provision of all of 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 directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
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 ☐ 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**	Yes	
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), 501(c)(4), and 501(c)(29) organizations 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**		No
b	Any related organization?	**6b**		No
	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 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 in column(B) 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 1a	Part I - 1a Tax indemnification and gross-up payments 2 key employees received gross-up payments in regards to the supplemental executive retirement plan
Part I, Line 3	The Chief Executive Officer for Health Alliance Plan is an employee of Henry Ford Health System, HAP's parent company Henry Ford Health System has a Compensation Committee of the Board of Trustees consisting of all independent trustees The committee meets throughout the year and is charged with the approval of the organization's overall compensation and benefit programs as well as the specific review and approval of the compensation of certain employees including the Chief Executive Officer of HAP The committee directly engages an independent compensation advisor to assist with this process The process includes evaluation of the individual's performance, utilization of compensation studies of similarly situated positions as well as comparisons to compensation as reported by other health care organizations The reasonableness of compensation is evaluated based upon these and other factors
Part I, Lines 4a-b	Part I - 4a Christopher Pike - Severance 140,769 Karen Wintringham - Severance 90,597 Jeanne M Dunk - Severance 166,504 Howard Flasch - Severance 189,231 Part I - 4b Certain members of the organization's senior leadership team participate in a supplemental retirement program (SERP 457(f) Plan) that results in reportable taxable income as the benefits accrue, rather than as they are paid It is an element of the plan design to absorb the advance tax impact of these plans for the participants In such cases the related amounts are reported as taxable income to the individual and included in the determination of reasonable compensation The employees that received this taxable benefit are also officers of the company 4b Mary Ann Tournoux - SERP (vested - $8,769) Naim Munir MD - SERP (vested - $38,205) Todd Hutchison - SERP (non-vested) Annette Marcath - SERP (non-vested) Christopher Pike - SERP (non-Vested)

Additional Data

Software ID:
Software Version:
EIN: 38-2242827
Name: HEALTH ALLIANCE PLAN OF MICHIGAN

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation (i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
1 Nancy Schlichting, Director	(i)	0	0	0	0	0	0	0
	(ii)	1,441,266	1,361,528	707,192	23,985	29,442	3,563,413	0
1 James M Connelly, President & CEO	(i)	0	0	0	0	0	0	0
	(ii)	750,607	357,346	220,509	23,985	17,476	1,369,923	0
2 Michelle B Schreiber, Director	(i)	0	0	0	0	0	0	0
	(ii)	284,693	66,515	14,673	25,285	40,799	431,965	0
3 Dianna L Ronan, Treasurer - Part Year	(i)	227,656	25,405	4,081	36,318	17,883	311,343	0
	(ii)	0	0	0	0	0	0	0
4 Dan E Champney, Assistant Secretary	(i)	207,082	29,217	0	13,882	19,097	269,278	0
	(ii)	0	0	0	0	0	0	0
5 Edith L Eisenmann, Secretary	(i)	0	0	0	0	0	0	0
	(ii)	183,017	34,357	20,502	19,904	13,209	270,989	0
6 Todd Hutchison, Treasurer - Part Year	(i)	278,159	36,983	530	16,306	21,100	353,078	0
	(ii)	0	0	0	0	0	0	0
7 Naim Munir, SVP & Chief Health Officer	(i)	394,912	192,790	40,827	17,487	22,498	668,514	0
	(ii)	0	0	0	0	0	0	0
8 Christopher Pike, Sr VP & Chief Information Officer (P	(i)	158,346	49,929	141,690	15,454	10,674	376,093	0
	(ii)	0	0	0	0	0	0	0
9 Mary Ann Tournoux, Sr VP & Chief Marketing Officer	(i)	338,850	56,479	8,769	17,487	18,143	439,728	0
	(ii)	0	0	0	0	0	0	0
10 Annette M Marcath, VP & Chief Information Officer	(i)	238,422	28,170	538	45,303	17,088	329,521	0
	(ii)	0	0	0	0	0	0	0
11 Matthew M Walsh, SVP & Chief Operating Officer	(i)	135,749	66,146	4,126	10,463	10,315	226,799	0
	(ii)	135,749	66,146	4,126	10,463	8,888	225,372	0
12 Balakrishna Pai, Sr Medical Director	(i)	269,484	39,691	24,584	48,237	17,192	399,188	0
	(ii)	0	0	0	0	0	0	0
13 Karen Wintringham, VP Medicare Advantage Prog	(i)	151,611	33,820	92,907	25,382	13,506	317,226	0
	(ii)	0	0	0	0	0	0	0
14 Gregory Buran, VP Utilization Mgt Phys	(i)	285,887	37,285	29,536	28,477	22,239	403,424	0
	(ii)	0	0	0	0	0	0	0
15 John D Calabria, Sr Medical Director	(i)	220,856	30,393	25,043	36,699	3,497	316,488	0
	(ii)	0	0	0	0	0	0	0
16 Robin D Kelmenson, SR Medical Director	(i)	255,670	17,732	23,000	17,068	6,135	319,605	0
	(ii)	0	0	0	0	0	0	0
17 Derick Adams, Former VP Human Resources (Until Apr	(i)	0	0	0	0	0	0	0
	(ii)	198,529	22,048	5,966	18,337	23,609	268,489	0
18 Howard M Flasch, Former VP Corporate Initiative (Unti	(i)	0	24,552	198,462	0	0	223,014	0
	(ii)	0	0	0	0	0	0	0
19 Randy Walker, Former Sr VP Health Care Management	(i)	0	0	0	0	0	0	0
	(ii)	180,486	42,968	332,967	18,255	14,616	589,292	0

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

(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 in column (B) reported as deferred in prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
21 Jeanne Dunk, Former SVP General Counsel (Until De	(I)	0	0	166,504	0	0	166,504	0
	(II)	0	0	0	0	0	0	0
1 William R Alvin, Former President & CEO (Until March	(I)	0	0	0	0	0	0	0
	(II)	0	0	21,668	234,557	0	256,225	0

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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, line 38a or 40b.**

▶ **Attach to Form 990 or Form 990-EZ.**

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

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) 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)** Relationship between disqualified person and organization	**(c)** Description of transaction	**(d)** Corrected? Yes	No

2 Enter the amount of tax incurred by 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-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	**(b)** Relationship with organization	**(c)** Purpose of loan	**(d)** Loan to or from the organization? To	From	**(e)** Original principal amount	**(f)** Balance due	**(g)** In default? Yes	No	**(h)** Approved by board or committee? Yes	No	**(i)** Written agreement? Yes	No

Total ▶ $			

Part III Grants or Assistance Benefiting 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 assistance	**(d)** Type of assistance	**(e)** Purpose 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
(1) Walgreens	Nancy Schlichting - Director serves on the board of Walgreens	25,715,394	Pharmacy Claim Payments		No
(2) Detroit Public Schools	Jack Martin - Emergency Manager of Detroit Public Schools	37,673,869	Premium revenue		No
(3) Integrated Supply Chain Solutions LLC	Kirk J Lewis - 15% Owner of Intgrated Supply Chain Solutions LLC	85,050	HAP Supplier of office supplies		No

Part V Supplemental Information

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

Return Reference	Explanation

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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 990-EZ 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

2014

Open to Public Inspection

Name of the organization	Employer identification number
HEALTH ALLIANCE PLAN OF MICHIGAN	38-2242827

Return Reference	Explanation
Form 990, Part VI, Section A, line 6	HAP is a nonprofit member corporation The responsibility for the overall governance of the corporation is shared between the Member and the Board of Directors HAP's sole member is Henry Ford Health System (HFHS), a 501(c)(3) corporation The President and CEO of HFHS serves on the HAP Board of Directors The President and CEO of HAP, who is also an employee of HFHS, serves on the HAP Board of Directors

Return Reference	Explanation
Form 990, Part VI, Section A, line 7a	The HAP Board of Directors is comprised of Eighteen Directors Two Directors are ex officio Directors the CEO of the Member and the President and CEO of HAP (also an employee of the Member) Six Directors are elected by the subscribers of HAP Ten Directors are appointed by the Member's Board of Trustees, one of whom is a Quality Officer from HFHS As indicated below, the Henry Ford Health System may remove the President and CEO of HAP, and may remove any of the appointed Directors, with the input of the HAP Board of Directors The Member approves the recommendations of the HAP Board of Directors regarding the appointment/removal of the HAP President and CEO, amendments to the articles of incorporation and by-laws, the budget, mergers and acquisitions, potential Directors

Return Reference	Explanation
Form 990, Part VI, Section A, line 7b	The Member has the following reserved powers under the HAP By-laws A) Appoint Chairperson of the HAP Board of Directors B) Adopt agreement of merger or consolidation, or approve sale, lease or exchange of Corporation's property and assets C) Approve the transfer of assets to other organizations or individuals if sum exceeds 5% of Corporation's total assets D) Admit person/entity as new Member or terminate Member's membership E) Amend HAP By-laws F) Appoint/remove President of Corporation G) Dissolve Corporation or revoke dissolution of Corporation H) Approve capital and operating budgets

Return Reference	Explanation
Form 990, Part VI, Section B, line 11	The process the organization uses to review Form 990 prior to filing with the IRS - Review of the entire return with the organization's chief financial officer, chief operating officer and chief executive officer - Review of all compensation matters and disclosures with the compensation committee of the organization's board of trustees - Review of the return with the HAP finance committee of the board of trustees - Provide a copy of the return to the board of trustees

Return Reference	Explanation
Form 990, Part VI, Section B, line 12c	The process for regularly and consistently monitoring and enforcing compliance with the conflict of interest policy for all directors and officers HAP has a robust compliance program The program requires all directors and officers of HAP to complete a conflict of interest document The documents are reviewed and maintained by the Compliance Officer In addition, HAP is required to submit Board disclosure statements to the Michigan Office of Finance and Insurance Regulations Thus, on an annual basis, all Directors, Officers, and key employees, and others subject to IRS Form 990 reporting are requested to complete the Conflict of Interest Questionnaire In addition, they are provided a copy of the policy The Compliance Officer tracks receipt of the Conflict of Interest Questionnaire and follows-up on any identified conflicts All conflicts are reported to the HAP Board of Directors' Audit Committee, and the President and CEO for review and resolution All Directors and Officers are required, under the policy, to report to the Compliance Officer any conflicts that may arise during the year Violations of the Conflicts of Interest Policy - The board determines if the member has in fact failed to disclose an actual or possible conflict of interest and it shall take appropriate disciplinary and corrective action

Return Reference	Explanation
Form 990, Part VI, Section B, line 15	Part VI Section B, Question 15a & b The Organization is an affiliate of Henry Ford Health System (HFHS) who has the responsibility to oversee the compensation practice of the Organization HFHS has a compensation committee of the board of trustees consisting of all external trustees They meet periodically throughout the year They are charged with approval of the Organization's overall compensation and benefit programs as well as the specific review and approval of the compensation of certain employees including the CFO, all officers and key employees of the Organization They directly engage an independent compensation advisor to assist with this process The process includes evaluation of the individual's performance, utilization of compensation studies of similarly situated positions, as well as comparisons to compensation as reported by other health care organizations The reasonableness of compensation is evaluated based upon these and other factors The committee also reviews the compensation disclosure to be made on Form 990 in advance of filing

Return Reference	Explanation
Form 990, Part VI, Section C, line 19	The process of making governing documents, conflict of interest policy and financial statements available to the public HAP is committed to the idea of transparency Therefore, HAP consistently and regularly discloses most information to our providers, consumers, and employer groups HAP's governing documents and conflict of interest policy are available on the internet HAP Bylaws, Articles of Incorporation, and financial statements are submitted to the Michigan Office of Financial and Insurance Regulations They are available to the public through a Freedom of Information Act request to this agency Also, financial statements, conflict of interest policy and governing documents are available upon request for the same period of disclousre as set forth in IRC Section 6104(d) In addition, HAP will provide its Form 990 to anyone who requests to view it or to receive a copy of the Form 990 The Form 990 is also available for viewing on the following website www guidestar org

Return Reference	Explanation
Form 990, Part XI, line 9	HAP Pension Adjustment -14,419,172 Unrelated Income from Limited Liability Partnership -8,019 Alliance Health & Life Insurance Co Net Income -1,553,970 Midwest Health Plan, Inc Net Income 15,500,864 Administration Systems Research Corporation Net Income 2,665,549 HAP Preferred Net Income 1,306,964 Dividends Paid -49,516

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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" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.
▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

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	(g) No
See Additional Data Table							

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) Disproprtionate 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	
(1) Northwest Detroit Dialysis 30100 Telegraph Bingham Farms, MI 48025 38-3232668	Operate Dialysis Clinic	MI	Henry Ford Health System	Related				No			No	
(2) Dialysis Partners of NW Ohio 30100 Telegraph Bingham Farms, MI 48025 34-1877956	Operate Dialysis Clinic	OH	Henry Ford Health System	Related				No			No	
(3) Macomb Regional Dialysis Centers 16151 Nineteen Mile Rd Clinton Township, MI 48038 26-0423581	Operate Dialysis Clinic	MI	Henry Ford Health System	Related				No			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
See Additional Data Table									

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

		Yes	No
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 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, or **(iv)** rent from a controlled entity	1a		No
b Gift, grant, or capital contribution to related organization(s)	1b		No
c Gift, grant, or capital contribution from related organization(s)	1c		No
d Loans or loan guarantees to or for related organization(s)	1d		No
e Loans or loan guarantees by related organization(s)	1e	Yes	
f Dividends from related organization(s)	1f	Yes	
g Sale of assets to related organization(s)	1g		No
h Purchase of assets from related organization(s)	1h		No
i Exchange of assets with related organization(s)	1i		No
j Lease of facilities, equipment, or other assets to related organization(s)	1j		No
k Lease of facilities, equipment, or other assets from related organization(s)	1k		No
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	Yes	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	Yes	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	Yes	
o Sharing of paid employees with related organization(s)	1o		No
p Reimbursement paid to related organization(s) for expenses	1p	Yes	
q Reimbursement paid by related organization(s) for expenses	1q	Yes	
r Other transfer of cash or property to related organization(s)	1r	Yes	
s Other transfer of cash or property from related organization(s)	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
See Additional Data Table			

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) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproprtionate 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		Yes	No	

Part VII Supplemental Information

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

Return Reference	Explanation
SCHEDULE R, PART V, LINE 2, COL C	All transactions involved cash transfers at the time of services rendered or received Therefore, the cash value at the time of the transactions is considered the fair market value
SCHEDULE R, PART V, LINE 1D & 1E	The organization is a member of the Henry Ford Health System Obligated Group Members of the Obligated Group are jointly and severally liable for outstanding obligations issued under the Bond Master Indenture

Additional Data

Software ID:
Software Version:
EIN: 38-2242827
Name: HEALTH ALLIANCE PLAN OF MICHIGAN

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(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	(g) No
(1) Henry Ford Health System One Ford Place Detroit, MI 48202 38-1357020	Healthcare Service Provider	MI	501(c)(3)	Line 3	N/A		No
(1) Henry Ford Macomb Hospital Corporation One Ford Place Detroit, MI 48202 38-2947657	Healthcare Service Provider	DE	501(c)(3)	Line 3	Henry Ford Health System	Yes	
(2) Henry Ford Health System Foundation One Ford Place Detroit, MI 48202 23-7383042	Supporting Organization	MI	501(c)(3)	Line 11a, I	Henry Ford Health System	Yes	
(3) Henry Ford Wyandotte Hospital 2333 Biddle Ave Wyandotte, MI 48192 38-2791823	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Health System	Yes	
(4) HFHS Self Funded Liability One Ford Place Detroit, MI 48202 38-6553031	Malpractice Insurance	MI	501(c)(4)	N/A	Henry Ford Health System	Yes	
(5) Downriver Center for Oncology One Ford Place Detroit, MI 48202 38-3193008	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Health System	Yes	
(6) Henry Ford Continuing Care One Ford Place Detroit, MI 48202 38-2433285	Nursing Homes	MI	501(c)(3)	Line 9	Henry Ford Health System	Yes	
(7) HFII Corporation One Ford Place Detroit, MI 48202 90-0840304	Scientific Research	MI	501(c)(3)	Line 7	Henry Ford Health System	Yes	
(8) Henry Ford Government Affairs Services One Ford Place Detroit, MI 48202 46-4064067	Advocacy Svs for HFHS & Affil's	MI	501(c)(4)	N/A	Henry Ford Health System	Yes	

Form 990, Schedule R, Part IV - Identification of Related Organizations Taxable as a Corporation or Trust

(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**								
Alliance Health and Life Insurance Company 2850 West Grand Boulevard Detroit, MI 48202 38-3291563	Health Insurance	MI	Health Alliance Plan	C	-1,553,970	70,657,999	100 000 %	Yes	
HAP Preferred Inc 2850 West Grand Boulevard Detroit, MI 48202 38-2513504	Provider Network Leasing	MI	Health Alliance Plan	C	1,306,964	9,778,904	100 000 %	Yes	
Sha Realty Inc One Ford Place Detroit, MI 48202 38-1378121	Recreational Service - Golfing	MI	Henry Ford Health System	C				Yes	
Fairlane Health Services 30100 Telegraph Bingham Farms, MI 48025 38-2565235	Healthcare Management	MI	Henry Ford Health System	C				Yes	
Horizon Properties Inc One Ford Place Detroit, MI 48202 38-2679527	Real Estate - Lessor Buildings	MI	Henry Ford Macomb Hospital Group	C				Yes	
Onika Insurance Ltd First Carribean House Grand Cayman CJ	Captive Insurance	CJ	Henry Ford Health System	C				Yes	
Midwest Health Plan Inc 4700 Schaefer Rd Suite 340 Dearborn, MI 48126 38-3123777	Health Insurance	MI	Health Alliance Plan	C	15,500,864	163,728,000	100 000 %	Yes	
Administration Systems Research Corporation International 2850 West Grand Boulevard Detroit, MI 48202 38-2651185	Third Party Administrator	MI	Health Alliance Plan	C	1,777,033	10,014,176	66 670 %	Yes	
Henry Ford Physician Network One Ford Place Detroit, MI 48202 32-0306774	Physician Network	MI	Henry Ford Health System	C					No
HAP Community Alliance 2850 West Grand Boulevard detroit, MI 48202 27-0449055	Management Company	MI	Health Alliance Plan	C			100 000 %	Yes	

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

(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
HAP Preferred Inc	Q	5,753,050	Fair market value
Alliance Health and Life Insurance Company	Q	28,160,631	Fair market value
Henry Ford Wyandotte Hospital	M	28,779,687	Fair market value
Henry Ford Macomb Hospital Corporation	M	36,539,404	Fair market value
Henry Ford Physician Network	M	2,548,348	Fair market value
Midwest Health Plan Inc	Q	1,305,339	Fair market value
Midwest Health Plan Inc	F	9,439,000	Fair market value
Administration Systems Research Corporation International	Q	141,672	Fair market value
Administration Systems Research Corporation International	F	99,000	Fair market value
Henry Ford Continuing Care Corporation	M	1,072,449	Fair market value
Downriver Center for Oncology	M	601,909	Fair market value