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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 07/01, **2014**, and ending 12/31, **20**14

B Check if applicable:
- [ ] Address change
- [ ] Name change
- [X] Initial return
- [ ] Final return/ terminated
- [ ] Amended return
- [X] Application pending

C Name of organization: TUFTS HEALTH PUBLIC PLANS, INC.

Doing business as:

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

Room/suite:

City or town, state or province, country, and ZIP or foreign postal code: WATERTOWN, MA 02472

D Employer identification number: 80-0721489

E Telephone number: (617) 972-9400

G Gross receipts $ 675,319,527.

F Name and address of principal officer: JAMES ROOSEVELT JR.
705 MOUNT AUBURN STREET WATERTOWN, MA 02472-1508

H(a) Is this a group return for subordinates? [ ] Yes [X] 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) [X] 501(c) (4) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.TUFTSHEALTHPLAN.COM

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation 2014 **M** State of legal domicile MA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: TO IMPROVE THE HEALTH AND WELLNESS OF THE DIVERSE COMMUNITIES SERVED BY ARRANGING FOR THE PROVISION OF COMPREHENSIVE HEALTH CARE SERVICES.

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	5.
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	1.
5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	5	538.
6 Total number of volunteers (estimate if necessary)	6	0
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0
9 Program service revenue (Part VIII, line 2g)	0	634,789,554.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0	2,417,172.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	0	637,206,726.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	43,372.
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	559,671,198.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	19,835,650.
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)	0	23,921,547.
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	0	603,471,767.
19 Revenue less expenses Subtract line 18 from line 12	0	33,734,959.

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	0	358,630,007.
21 Total liabilities (Part X, line 26)	0	178,680,206.
22 Net assets or fund balances Subtract line 21 from line 20	0	179,949,801.

Part II Signature Block

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

Sign Here

▶ Signature of officer — Date: 11/16/2015

▶ UMESH A. KURPAD CFO, TUFTS HEALTH PLAN
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: BENJAMIN PITCHKITES	Preparer's signature	Date: 11/12/15	Check [ ] if self-employed	PTIN: P00362066
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 111 MONUMENT CIRCLE, SUITE 4000 INDIANAPOLIS, IN 46204			Phone no 317-681-7000	

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

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2014)

JSA
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1411IY 2776

647 5

Part III **Statement of Program Service Accomplishments**

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

1 Briefly describe the organization's mission

SEE SCHEDULE O

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

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

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

If "Yes," describe these changes on Schedule O

4 Describe the 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 $ 519,641,549. including grants of $ _____) (Revenue $ 559,499,695.)

SEE SCHEDULE O

4b (Code _____) (Expenses $ 61,456,597 including grants of $ _____) (Revenue $ 75,289,859)

SEE SCHEDULE O

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 ▶ 581,098,146.

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		X
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2		X
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		X
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		X
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		X
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		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		X
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		X
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		X
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	X	
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		X
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		X
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		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	X	
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		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	X	
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	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
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		X
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		X
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		X
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		X
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		X
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		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
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)*

			Yes	No
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		X
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		X
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	X	
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		X
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		X
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		X
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		X
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		X
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		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
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		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
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		X
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		X
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	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
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		
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		X
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	X	

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	60		
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		X	
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	538		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b		X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?	3a			X
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			
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			X
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			X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			X
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			X
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			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	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?	13a			
	Note. See the instructions for additional information the organization must report on Schedule O				
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			X
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 line 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 X

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 . . . . . 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	1a 5		
b	Enter the number of voting members included in line 1a, above, who are independent	1b 1		
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	X	
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	X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets? . . .	5		X
6	Did the organization have members or stockholders?	6	X	
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	X	
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	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	X	
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		X

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		X
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	X	
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	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
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	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
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	X	
b	Other officers or key employees of the organization	15b	X	
	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		X
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 ▶ MA,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 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 ▶

UMESH KURPAD 705 MOUNT AUBURN STREET WATERTOWN, MA 02472-1508 617-972-9400

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, and highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

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

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JAMES ROOSEVELT, JR	0									
DIRECTOR	50.00	X						0	1,678,254.	343,623.
(2) THOMAS CROSWELL	0									
DIRECTOR	50.00	X						0	1,145,120.	129,808.
(3) UMESH KURPAD	0									
DIRECTOR	50.00	X						0	887,731.	107,244.
(4) CHRISTOPHER GORTON	50.00									
DIRECTOR/PRESIDENT	0	X		X				0	392,890.	85,881.
(5) PATRICK WARDELL	2.00									
DIRECTOR	0	X						0	0	0
(6) LOIS CORNELL	0									
CLERK	50.00			X				0	711,428.	106,536.
(7) ROLAND PRICE	0									
TREASURER	50.00			X				0	302,437.	97,312.
(8) PAUL BURKE	50.00									
VP,NW CTG PUB PLAN(TERM 10/14)	0					X		0	300,380.	2,645.
(9) PETER BRISTOL	50.00									
VP, IT PUBLIC PLANS	0					X		0	296,553.	55,447.
(10) MICHELLE BERNARD	50.00									
VP, OPERATIONS PUBLIC PLANS	0					X		0	287,707.	62,203.
(11) BARRIE BAKER	50.00									
VP, CMO PUBLIC PLANS	0					X		0	257,287.	14,705.
(12) KATHELEEN CONNOLLY	50.00									
VP, SLS MKTN&PDT PUBLIC PLANS	0					X		0	238,858.	51,912.
(13) DAVID WEBSTER	50.00									
VP, FIN&NTWK CNTRCTG PUB PLANS	0					X		0	206,799.	42,027.
(14) VINCENT PINA	0									
VP, HR PUBLIC PLANS	0						X	0	425,131.	24,509.

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			
(15) PETER YERACARIS	0									
VP, CMO PUBLIC PLANS	0						X	0	318,820.	0
1b Sub-total ▶								0	7,130,575.	1,123,852.
c Total from continuation sheets to Part VII, Section A ▶								0	318,820.	0
d Total (add lines 1b and 1c) ▶								0	7,449,395.	1,123,852.

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 ▶ 0

		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	X	
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	X	
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		X

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
ATTACHMENT 1		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 in compensation from the organization ▶ 22

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 ▶		0			
Program Service Revenue		Business Code				
	2a MEDICAID	524114	559,499,695	559,499,695		
	b COMPREHENSIVE	524114	75,289,859	75,289,859.		
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f ▶		634,789,554.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		4,834,887			4,834,887.
	4 Income from investment of tax-exempt bond proceeds ▶		0			
	5 Royalties ▶		0			
		(i) Real / (ii) Personal				
	6a Gross rents					
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss) ▶		0			
	7a Gross amount from sales of assets other than inventory	(i) Securities 35,695,086. / (ii) Other				
	b Less cost or other basis and sales expenses	38,112,801				
	c Gain or (loss)	-2,417,715				
	d Net gain or (loss) ▶		-2,417,715			-2,417,715.
	8a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events ▶		0			
	9a Gross income from gaming activities See Part IV, line 19 a					
	b Less direct expenses b					
	c Net income or (loss) from gaming activities ▶		0			
	10a Gross sales of inventory, less returns and allowances a					
	b Less cost of goods sold b					
	c Net income or (loss) from sales of inventory ▶		0			
	Miscellaneous Revenue	Business Code				
	11a					
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d ▶		0			
	12 Total revenue. See instructions ▶		637,206,726	634,789,554		2,417,172

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	43,372.	43,372.		
2 Grants and other assistance to domestic individuals See Part IV, line 22	0			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	559,671,198.	559,671,198.		
5 Compensation of current officers, directors, trustees, and key employees	0			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	15,339,615.	15,339,615.		
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	4,496,035.	4,496,035.		
10 Payroll taxes	0			
11 Fees for services (non-employees)				
a Management	8,837,796.	7,070,237.	1,767,559.	
b Legal	88,259.		88,259.	
c Accounting	1,645,834.		1,645,834.	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	735,515.	588,412.	147,103.	
12 Advertising and promotion	1,643,791.		1,643,791.	
13 Office expenses	2,132,316.		2,132,316.	
14 Information technology	2,079,600.	2,079,600.		
15 Royalties	0			
16 Occupancy	1,833,933.	1,380,997.	452,936.	
17 Travel	110,594.		110,594.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	126,072.		126,072.	
20 Interest	0			
21 Payments to affiliates	159,706.		159,706.	
22 Depreciation, depletion, and amortization	4,127,984.	3,302,387.	825,597.	
23 Insurance	45,102.		45,102.	
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 LICENSING FEES	118,054.	94,443.	23,611.	
b PURCHASE ACCOUNTING ADJ	20,000,000.		20,000,000.	
c ACA ASSESSMENTS AND FEES	-7,010,070.		-7,010,070.	
d				
e All other expenses	-12,752,939.	-12,968,150.	215,211.	
25 Total functional expenses. Add lines 1 through 24e	603,471,767.	581,098,146.	22,373,621.	
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)	0			

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		0	1	0
	2	Savings and temporary cash investments		0	2	88,053,307.
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		0	4	5,861,711.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		0	5	0
	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		0	6	0
	7	Notes and loans receivable, net		0	7	0
	8	Inventories for sale or use		0	8	0
	9	Prepaid expenses and deferred charges		0	9	0
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 4,068,298.			
	b	Less accumulated depreciation	10b 2,551,610.	0	10c	1,516,688.
	11	Investments - publicly traded securities		0	11	258,751,731.
	12	Investments - other securities See Part IV, line 11		0	12	0
	13	Investments - program-related See Part IV, line 11		0	13	2,000,000.
	14	Intangible assets		0	14	0
	15	Other assets See Part IV, line 11		0	15	2,446,570.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		0	16	358,630,007.
Liabilities	17	Accounts payable and accrued expenses		0	17	155,976,210.
	18	Grants payable		0	18	0
	19	Deferred revenue		0	19	0
	20	Tax-exempt bond liabilities		0	20	0
	21	Escrow or custodial account liability Complete Part IV of Schedule D		0	21	0
	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		0	22	0
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0
	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		0	25	22,703,996.
	26	**Total liabilities.** Add lines 17 through 25		0	26	178,680,206.
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			27	
	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		0	30	0
	31	Paid-in or capital surplus, or land, building, or equipment fund		0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds		0	32	179,949,801.
	33	Total net assets or fund balances		0	33	179,949,801.
	34	Total liabilities and net assets/fund balances		0	34	358,630,007.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	637,206,726.
2	Total expenses (must equal Part IX, column (A), line 25)	2	603,471,767.
3	Revenue less expenses Subtract line 2 from line 1	3	33,734,959.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	0
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	146,214,842.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	179,949,801.

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 [X] Accrual [ ] Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both [ ] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis	2a		X
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis	2b	X	
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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X	
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		X
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		

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: TUFTS HEALTH PUBLIC PLANS, INC.

Employer identification number: 80-0721489

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)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of a historically important land area
☐ Preservation of a certified historic structure

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 Tax 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				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		4,068,298.	2,551,610.	1,516,688.
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c))* ▶				1,516,688.

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		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
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
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
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
(1) Federal income taxes	
(2) PAYABLE TO AFFILIATES	2,703,996.
(3) ACCRUED EARNOUT	20,000,000.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	22,703,996.

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	1253794000.
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	616,587,274.		
e	Add lines 2a through 2d			2e	616,587,274.
3	Subtract line 2e from line 1			3	637,206,726.
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	637,206,726.

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	1220718000.
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	617,246,233.		
e	Add lines 2a through 2d			2e	617,246,233.
3	Subtract line 2e from line 1			3	603,471,767.
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	603,471,767.

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

SEE PAGE 5

Part XIII Supplemental Information *(continued)*

SCHEDULE D, PART XI, LINE 2D

THE $616,587,274 IS RELATED TO THE FIRST 6 MONTHS OF THE YEAR PRIOR TO NETWORK HEALTH'S CONVERSION TO TUFTS HEALTH PUBLIC PLANS AND IS INCLUDED IN THE TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION'S 2014 FORM 990.

SCHEDULE D, PART XII, LINE 2D

THE $617,246,233 IS RELATED TO THE FIRST 6 MONTHS OF THE YEAR PRIOR TO NETWORK HEALTH'S CONVERSION TO TUFTS HEALTH PUBLIC PLANS AND IS INCLUDED IN THE TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION'S 2014 FORM 990.

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" on 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: TUFTS HEALTH PUBLIC PLANS, INC.

Employer identification number: 80-0721489

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☒ Tax indemnification 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 on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	X	
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	X	
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 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		X
b	Any related organization?	5b		X
	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	X	
b	Any related organization?	6b	X	
	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		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	8		X
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				
1	JAMES ROOSEVELT, JR DIRECTOR	(i)	0	0	0	0	0	0	0
		(ii)	851,046.	683,852.	143,356.	333,130.	10,493.	2,021,877.	0
2	THOMAS CROSWELL DIRECTOR	(i)	0	0	0	0	0	0	0
		(ii)	635,028.	408,218.	101,874.	123,648.	6,160.	1,274,928.	0
3	UMESH KURPAD DIRECTOR	(i)	0	0	0	0	0	0	0
		(ii)	438,272.	246,519.	202,940.	92,053.	15,191.	994,975.	0
4	CHRISTOPHER GORTON DIRECTOR/PRESIDENT	(i)	0	0	0	0	0	0	0
		(ii)	340,018.	60,000.	-7,128.	68,490.	17,391.	478,771.	0
5	LOIS CORNELL CLERK	(i)	0	0	0	0	0	0	0
		(ii)	423,686.	233,892.	53,850.	91,354.	15,182.	817,964.	0
6	ROLAND PRICE TREASURER	(i)	0	0	0	0	0	0	0
		(ii)	241,860.	53,445.	7,132.	88,008.	9,304.	399,749.	0
7	VINCENT PINA VP, HR PUBLIC PLANS	(i)	0	0	0	0	0	0	0
		(ii)	0	187,152.	237,979.	11,229.	13,280.	449,640.	0
8	PETER YERACARIS VP, CMO PUBLIC PLANS	(i)	0	0	0	0	0	0	0
		(ii)	0	68,830.	249,990.	0	0	318,820.	0
9	PAUL BURKE VP,NW CTG PUB PLAN(TERM 10/14)	(i)	0	0	0	0	0	0	0
		(ii)	190,682.	59,337.	50,361.	2,645.	0	303,025.	0
10	PETER BRISTOL VP, IT PUBLIC PLANS	(i)	0	0	0	0	0	0	0
		(ii)	220,000.	63,679.	12,874.	55,447.	0	352,000.	0
11	MICHELLE BERNARD VP, OPERATIONS PUBLIC PLANS	(i)	0	0	0	0	0	0	0
		(ii)	220,000.	63,679.	4,028.	48,000.	14,203.	349,910.	
12	BARRIE BAKER VP, CMO PUBLIC PLANS	(i)	0	0	0	0	0	0	0
		(ii)	177,698.	0	79,589.	14,705.	0	271,992.	0
13	KATHELEEN CONNOLLY VP, SLS MKTN&PDT PUBLIC PLANS	(i)	0	0	0	0	0	0	0
		(ii)	196,576.	44,341.	-2,059.	45,507.	6,405.	290,770.	0
14	DAVID WEBSTER VP, FIN&NTWK CNTRCTG PUB PLANS	(i)	0	0	0	0	0	0	0
		(ii)	209,126.	0	-2,327.	39,650.	2,377.	248,826.	0
15		(i)							
		(ii)							
16		(i)							
		(ii)							

Part III Supplemental Information

Complete this part to 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.

FORM 990, SCHEDULE J, PART I, LINE 1A

BARRIE BAKER RECEIVED GROSS UP PAYMENTS AS PART OF A RELOCATION PACKAGE.

FORM 990, SCHEDULE J, PART I, LINE 4A

VINCENT PINA RECEIVED A SEVERANCE PAYMENT OF $225,754. PETER YERACARIS RECEIVED A SEVERANCE PAYMENT OF $249,990. PAUL BURKE RECEIVED A SEVERENCE PAYMENT OF $20,303.

FORM 990, SCHEDULE J, PART I, LINE 4B

THE RELATED ORGANIZATION MAINTAINS AN EXECUTIVE SAVINGS PLAN (ESP) FOR ITS SENIOR MANAGERS WITH THE TITLE DIRECTOR AND ABOVE. THE NUMBERS LISTED ON SCHEDULE J PART II COLUMN C REFLECT BOTH THE EMPLOYEE DEFERRALS AS WELL AS THE EMPLOYER CONTRIBUTIONS TO THE ESP.

FORM 990, SCHEDULE J, PART I, LINE 6

THE OFFICERS AND KEY EMPLOYEES LISTED ON PART VII OF TUFTS HEALTH PLAN PARTICIPATE IN AN EXECUTIVE INCENTIVE PLAN THAT IS BASED ON THE OVERALL ANNUAL SUCCESS OF THE ORGANIZATION. THE ORGANIZATION'S GOALS ARE ESTABLISHED EARLY IN THE YEAR AND APPROVED BY ITS INDEPENDENT BOARD OF

Part III Supplemental Information

Complete this part to 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.

DIRECTORS. ONE OF THE COMPONENTS OF THE PLAN IS BASED ON MEETING TARGETED

NET EARNINGS.

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.

OMB No 1545-0047

2014

Open to Public Inspection

Name of the organization
TUFTS HEALTH PUBLIC PLANS, INC.

Employer identification number
80-0721489

FORM 990, PART I, LINE 1

THE PURPOSE OF TUFTS HEALTH PUBLIC PLANS, INC. ("THPP", OR THE "ORGANIZATION") IS TO IMPROVE THE HEALTH AND WELLNESS OF THE DIVERSE COMMUNITIES IT SERVES BY ARRANGING FOR THE PROVISION OF COMPREHENSIVE HEALTH CARE SERVICES, INCLUDING PROVIDING COMMUNITY OUTREACH AND EDUCATION TO THE COMMUNITY IT SERVES.

ORGANIZATION'S MISSION STATEMENT

FORM 990, PART III, LINE 1

THE PURPOSE OF TUFTS HEALTH PUBLIC PLANS, INC.("THPP", OR THE "ORGANIZER") IS TO IMPROVE THE HEALTH AND WELLESS OF THE DIVERSE COMMUNITIES IT SERVES BY ARRANGING FOR THE PROVISION OF COMPREHENSIVE HEALTH CARE SERVICES, INCLUDING PROVIDING COMMUNITY OUTREACH AND EDUCATION TO THE COMMUNITY IT SERVES. THE ORGANIZATION AIMS TO IMPROVE THE LIVES OF MASSACHUSETTS RESIDENTS BY PROVIDING ACCESS TO HIGH-QUALITY, AFFORDABLE HEALTH CARE, PRIMARILY THROUGH MANAGED CARE PROGRAMS DIRECTED AT LOW TO MODERATE INCOME RESIDENTS OF THE COMMONWEALTH OF MASSACHUSETTS. ACCESS IS PROVIDED THROUGH PROGRAMS SUCH AS, BUT NOT LIMITED TO, MASSHEALTH AND THE COMMONWEALTH OF MASSACHUSETTS MEDICAID MANAGED CARE ORGANIZATION (MCO), PROVIDING COVERAGE TO MASSACHUSETTS RESIDENTS. THE ORGANIZATION ALSO OFFERS SUBSIDIZED HEALTH PLANS TO LOW AND MIDDLE INCOME INDIVIDUALS THROUGH THE COMMONWEALTH HEALTH INSURANCE CONNECTOR AUTHORITY (THE MASSACHUSETTS STATE RUN EXCHANGE), AS WELL AS THE ONECARE PROGRAM FOR MEMBERS WHO ARE UNDER 65 YEARS OLD AND ELIGIBLE FOR BOTH MEDICARE AND

Name of the organization	Employer identification number
TUFTS HEALTH PUBLIC PLANS, INC.	80-0721489

MEDICAID WITH INTEGRATED, COORDINATED MEDICAL AND BEHAVIORAL HEALTH CARE.

ITS PRIMARY ACTIVITY IS TO PROVIDE HEALTH COVERAGE AND EDUCATION ABOUT BENEFITS TO LOW AND MODERATE INCOME RESIDENTS OF MASSACHUSETTS THROUGH CONTRACTS WITH THE MASSACHUSETTS' COMMONWEALTH HEALTH INSURANCE CONNECTOR AUTHORITY AND THE MASSACHUSETTS EXECUTIVE OFFICE OF HEALTH AND HUMAN SERVICES. THE ORGANIZATION OFFERS FULLY INTEGRATED, IN-HOUSE CARE MANAGEMENT, PROVIDING A TEAM OF MEDICAL, BEHAVIORAL HEALTH, SOCIAL CARE AND PHARMACY PROFESSIONALS WHO COORDINATE MEMBER CARE. THE ORGANIZATION CONTRACTS WITH THOUSANDS OF PRIMARY CARE PHYSICIANS, SPECIALISTS, HOSPITALS AND COMMUNITY ORGANIZATIONS STATEWIDE.

THE ORGANIZATION ENROLLS A SUBSTANTIAL NUMBER OF PERSONS WHO MAY OTHERWISE BE UNABLE TO OBTAIN AFFORDABLE HEALTH CARE SERVICES AS WELL AS THOSE POPULATIONS WHO HAVE SPECIAL HEALTH CARE NEEDS, SUCH AS DISABLED INDIVIDUALS BETWEEN 21-64 YEARS OLD ELIGIBLE FOR THE ORGANIZATION'S ONECARE DEMONSTRATION PROGRAM, AND THOSE INDIVIDUALS ELIGIBLE FOR THE ORGANIZATION'S MEDICAID PROGRAMS. THE ORGANIZATION PROVIDES ACCESS TO HEALTH CARE STATEWIDE, IN OVER 300 CITIES AND TOWNS IN MASSACHUSETTS THROUGH ITS EXTENSIVE PROVIDER NETWORK.

THE ORGANIZATION'S ACTIVITIES FURTHER ITS EXEMPT PURPOSE OF PROVIDING COMPREHENSIVE HEALTH CARE SERVICES, OUTREACH, AND EDUCATION TO RESIDENTS OF MASSACHUSETTS, MOST OF WHOM ARE LOW AND MODERATE INCOME . THE

Name of the organization	Employer identification number
TUFTS HEALTH PUBLIC PLANS, INC.	80-0721489

ORGANIZATION PROVIDES COMMUNITY AND PUBLIC BENEFITS BY ENSURING ACCESS TO NEEDED HEALTH CARE SERVICES BY LOW TO MODERATE INCOME, HIGH-RISK, AND MEDICALLY UNDERSERVED POPULATIONS THROUGH ITS PARTICIPATION IN MEDICARE-MEDICAID (DUAL ELIGIBLES) AND OTHER STATE PROGRAMS WHOSE PURPOSE IS TO SERVE SUCH POPULATIONS. THE ORGANIZATION OPERATES EXCLUSIVELY FOR THE PROMOTION OF SOCIAL WELFARE BY PRIMARILY ENGAGING IN ACTIVITIES THAT PROMOTE THE COMMON GOOD, GENERAL WELFARE, AND EDUCATION OF THE MASSACHUSETTS COMMUNITY. THE ORGANIZATION DOES THIS BY PROVIDING AND ENCOURAGING PREVENTIVE CARE TO THOSE WHO MIGHT OTHERWISE NOT RECEIVE SUCH CARE AND THE ABILITY TO SEEK HEALTH CARE SERVICES WHEN NEEDED TO THOSE WHO MIGHT NOT OTHERWISE BE ABLE TO AFFORD IT. AS PART OF THE ORGANIZATION'S EFFORTS TO EDUCATE AND ASSIST THE MULTICULTURAL POPULATION IT SERVES, THE ORGANIZATION ALSO MAINTAINS ONGOING EDUCATIONAL OUTREACH EFFORTS. THESE EFFORTS INCLUDE:

1)BUILDING RELATIONSHIPS WITH COMMUNITY-BASED ORGANIZATIONS THAT DEAL WITH ITS AUDIENCES, INCLUDING SMALL BUSINESSES THAT OFFER A WIDE RANGE OF SERVICES TO IMMIGRANT POPULATIONS.

2)WORKING WITH LOCAL DEPARTMENTS OF TRANSITIONAL ASSISTANCE (DTA) TO OFFER SUPPORT AND ENROLLMENT ASSISTANCE FOR LOCAL FAMILIES WHO MAY HAVE LOST A JOB OR HEALTH INSURANCE AND ARE TRYING TO NAVIGATE THE SYSTEM FOR THE FIRST TIME.

3)PARTNERING WITH FINANCIAL COUNSELORS AT LOCAL HEALTH CENTERS TO OFFER ASSISTANCE WITH MEDICAID, WIC, AND FOOD STAMP APPLICATIONS.

4)ESTABLISHING CONSUMER ADVISORY COUNCIL ("CAC") FOR THE ORGANIZATION'S

ONECARE PLAN, WHILE LOOKING TO THE FUTURE TO DEVELOP OTHER COUNCILS. THE CAC MEETS REGULARLY WITH A GROUP OF ENROLLEES TO UNDERSTAND ENROLLEE EXPERIENCE, BOTH POSITIVE AND NEGATIVE, WITH RESPECT TO THE ORGANIZATION, PROVIDERS, AND THE HEALTH CARE PROVIDED.

5) PROVIDING EDUCATIONAL WORKSHOPS FOR LOCAL HIGH SCHOOL AND COLLEGE STUDENTS WHO MAY BE TRANSITIONING INTO COLLEGE, OR LEAVING THEIR PARENT'S HEALTH PLAN. THE ORGANIZATION EDUCATES STUDENTS ON HOW TO APPLY FOR, AND ENROLL IN, AFFORDABLE HEALTH COVERAGE (MEDICAID OR OTHER SUBSIDIZED PROGRAMS).

FORM 990, PART III, LINE 4A

MEDICAID AND DUALS COVERAGE

THE ORGANIZATION PROVIDES ACCESS TO AFFORDABLE HEALTH CARE THROUGH A MEDICAID MANAGED CARE ORGANIZATION CONTRACT WITH THE MASSACHUSETTS EXECUTIVE OFFICE OF HEALTH AND HUMAN SERVICES FOR QUALIFIED RESIDENTS AND THEIR FAMILIES WHO MEET INCOME AND OTHER ELIGIBILITY REQUIREMENTS. IT ALSO PROVIDES COVERAGE TO ADULTS WITH DISABILITIES AGES 21-64 THAT ARE ELIGIBLE FOR BOTH MASSHEALTH AND MEDICARE THROUGH A JOINT STATE AND FEDERAL GOVERNMENTAL PILOT PROGRAM. THIS INITIATIVE, CALLED ONECARE, INTEGRATES MEDICAID AND MEDICARE BENEFITS AND SERVICES, PROVIDING THOSE ELIGIBLE WITH COORDINATED HIGH-QUALITY AND COST-EFFECTIVE HEALTH CARE. ADDITIONAL DETAIL REGARDING THESE PROGRAMS IS PROVIDED BELOW.

TUFTS HEALTH TOGETHER IS THE NAME OF THPP'S MASSACHUSETTS MEDICAID PLAN

Name of the organization: TUFTS HEALTH PUBLIC PLANS, INC.

Employer identification number: 80-0721489

THAT PROVIDES ACCESS TO AFFORDABLE HEALTH CARE FOR QUALIFIED RESIDENTS AND THEIR FAMILIES WHO MEET INCOME AND OTHER ELIGIBILITY REQUIREMENTS. MASSHEALTH IS THE NAME OF THE MASSACHUSETTS MEDICAID PROGRAM FUNDED BY THE FEDERAL GOVERNMENT AND THE STATE. MASSHEALTH HELPS PEOPLE WITH LIMITED INCOMES AND RESOURCES PAY FOR MEDICAL AND SUPPORT SERVICES. IT ALSO COVERS EXTRA SERVICES AND DRUGS NOT COVERED BY MEDICARE. TO BE ELIGIBLE FOR MASSHEALTH, YOU MUST BE A MASSACHUSETTS RESIDENT WITH LOW TO MODERATE INCOME. THE INCOME LIMITS DEPEND ON FAMILY SIZE, CATEGORY OF ELIGIBILITY, AND THE TYPE OF MASSHEALTH COVERAGE FOR WHICH AN INDIVIDUAL IS ELIGIBLE. FINANCIAL ELIGIBILITY IS BASED ON THE MODIFIED ADJUSTED GROSS INCOME ("MAGI"), WHICH IS COMPARED TO THE FPL. DIFFERENT MASSHEALTH CATEGORIES USE DIFFERENT PERCENTAGES OF THE FEDERAL POVERTY LEVEL ("FPL") AS THE THRESHOLD FOR FINANCIAL ELIGIBILITY. A FAMILY'S MAGI MUST BE NO GREATER THAN THE AMOUNT SHOWN IN THE FPL TABLES FOR THE INDIVIDUAL OR FAMILY'S CATEGORY AND FAMILY SIZE.

TUFTS HEALTH TOGETHER PROVIDES LOW TO MODERATE INCOME INDIVIDUALS WITH ACCESS TO THOUSANDS OF HIGH QUALITY DOCTORS AND SPECIALISTS ACROSS THE STATE, SUPPORTIVE SERVICE REPRESENTATIVES, INFORMATION IN A NUMBER OF LANGUAGES, AS WELL AS PREVENTIVE MEASURES SUCH AS BIKE HELMETS AND HOME SAFETY KITS AT NO COST, INCENTIVES FOR HEALTHY BEHAVIORS, FITNESS REIMBURSEMENTS, AND OTHER IMPORTANT TOOLS TO PROMOTE HEALTH AND WELLNESS.

TUFTS HEALTH TOGETHER HAS EARNED "EXCELLENT" HEALTH PLAN ACCREDITATION

STATUS BY THE NATIONAL COMMITTEE FOR QUALITY ASSURANCE, WHICH IS THE COMMITTEE'S HIGHEST ACCREDITATION RATING. THE ORGANIZATION IN ITS PREDECESSOR FORMS (NETWORK HEALTH, LLC. AND NETWORK HEALTH, INC.) ALSO WON THE DORLAND HEALTH CASE IN POINT PLATINUM AWARD FOR "BEST SOCIAL CARE MANAGEMENT PROGRAM" IN 2013, "BEST INTEGRATED CASE MANAGEMENT PROGRAM" IN 2012, AND "BEST OVERALL CASE/CARE MANAGEMENT PROGRAM" IN 2010. IN 2012, THE ORGANIZATION WAS AMONG TEN NATIONALLY AND THE FIRST IN NEW ENGLAND TO EARN THE NCQA MULTICULTURAL HEALTH CARE DISTINCTION. AS OF THE END OF 2014, THE ORGANIZATION HAD OVER 200,000 ENROLLEES IN TUFTS HEALTH TOGETHER.

TUFTS HEALTH UNIFY IS A MEDICARE-MEDICAID PLAN FOR INDIVIDUALS AGE 21-64 WHO ARE ELIGIBLE FOR BOTH MEDICARE AND MEDICAID. TUFTS HEALTH UNIFY IS ONE OF THREE MASSACHUSETTS ONECARE PLANS PARTICIPATING IN THE FINANCIAL ALIGNMENT INITIATIVE ("DUALS DEMONSTRATION") TO INTEGRATE BENEFITS AND CARE FOR MEDICARE-MEDICAID ENROLLEES. THE PLAN CONTRACTS WITH THE CENTER FOR MEDICARE AND MEDICAID SERVICES AND MASSHEALTH TO PROVIDE THE BENEFITS OF BOTH PROGRAMS TO LOW AND MODERATE INCOME INDIVIDUALS WITH DISABILITIES. THE PLAN INCLUDES AN EXPANDED BENEFITS PACKAGE AND COMMUNITY-BASED, LONG-TERM SERVICES AND SUPPORT, SUCH AS HOME CARE SERVICES, HOMEMAKER SERVICES, RESPITE CARE, ADULT FOSTER CARE, DAY HABILITATION AND OTHER TYPES OF SUPPORT, COUNSELING AND NAVIGATION. EACH TUFTS HEALTH UNIFY ENROLLEE IS ASSIGNED A CARE MANAGER, WHO DEVELOPS A PERSONALIZED CARE PLAN TO MEET ALL OF THE ENROLLEE'S PHYSICAL, MENTAL, AND SOCIAL CARE NEEDS. THE GOAL OF THIS INNOVATIVE MODEL IS TO IMPROVE

THE QUALITY OF CARE, WHILE IMPROVING HEALTH AND PROVIDING MORE COST EFFECTIVE CARE. AS OF THE END OF 2014, THE ORGANIZATION HAD OVER 2,000 ENROLLEES IN TUFTS HEALTH UNIFY.

FORM 990, PART III, LINE 4B

OTHER COVERAGE

IN ADDITION TO THE TUFTS HEALTH TOGETHER AND TUFTS HEALTH UNIFY PLANS DISCUSSED ABOVE, THPP PROVIDED A NUMBER OF ADDITIONAL TYPES OF HEALTH COVERAGE IN MASSACHUSETTS BENEFITTING LOW AND MODERATE INCOME INDIVIDUALS.

TUFTS HEALTH FORWARD WAS A COMMONWEALTH CARE PLAN THAT EXTENDED ACCESS TO AFFORDABLE HEALTH CARE FOR QUALIFIED RESIDENTS. COMMONWEALTH CARE WAS A STATE-WIDE PROGRAM FOR UNINSURED INDIVIDUALS, AGES 19 AND OLDER, WITH INCOMES AT OR BELOW 300% OF THE FEDERAL POVERTY LEVEL. TO BE ELIGIBLE FOR COMMONWEALTH CARE, THE INDIVIDUAL MUST NOT HAVE BEEN ELIGIBLE FOR MASSHEALTH, MEDICARE, STUDENT HEALTH INSURANCE PROGRAM, MASSACHUSETTS DIVISION OF UNEMPLOYMENT MEDICAL SECURITY PLAN, OR OTHER SIMILAR INSURANCE PROGRAMS. AS OF THE END OF 2014, THE ORGANIZATION HAD OVER 25,000 MEMBERS ENROLLED IN TUFTS HEALTH FORWARD. MASSACHUSETTS ENDED THE COMMONWEALTH CARE PROGRAM STATEWIDE, EFFECTIVE JANUARY 31, 2015, IN LIGHT OF THE ENACTMENT OF THE AFFORDABLE CARE ACT. AFTER THIS TIME, INDIVIDUALS THAT PREVIOUSLY QUALIFIED FOR COMMONWEALTH CARE WOULD LIKELY QUALIFY FOR STATE AND FEDERAL SUBSIDIES TO PURCHASE QUALIFIED HEALTH PLANS ON THE

Name of the organization	Employer identification number
TUFTS HEALTH PUBLIC PLANS, INC.	80-0721489

MASSACHUSETTS STATE RUN EXCHANGE.

TUFTS HEALTH EXTEND PROVIDED ACCESS TO AFFORDABLE HEALTH CARE FOR QUALIFIED RESIDENTS AND THEIR FAMILIES THAT RECEIVED UNEMPLOYMENT INSURANCE AND HAD AN ANNUAL FAMILY INCOME AT OR BELOW 400% OF THE FEDERAL POVERTY LEVEL. AS OF THE END OF 2014, THE ORGANIZATION HAD CLOSE TO 8,000 ENROLLEES IN TUFTS HEALTH EXTEND. AS OF DECEMBER 31, 2013, THIS PLAN NO LONGER ACCEPTED APPLICATIONS AND ALL HEALTH CARE COVERAGE UNDER THIS PLAN ENDED EFFECTIVE JANUARY 31, 2015. THIS PLAN CONCLUDED DUE TO A DECISION BY THE COMMONWEALTH OF MASSACHUSETTS TO END THE PROGRAM STEMMING FROM DIFFERENCES IN MASSACHUSETTS AND FEDERAL HEALTH CARE LAW. HOWEVER, AFTER THAT TIME, QUALIFYING INDIVIDUALS COULD OBTAIN COVERAGE THROUGH THE MASSACHUSETTS HEALTH CONNECTOR.

FINALLY, TUFTS HEALTH DIRECT, A QUALIFIED HEALTH PLAN (QHP) OFFERED ON THE MASSASCHUSETTS HEALTH CONNECTOR, IS AN INDIVIDUAL AND SMALL GROUP PLAN ESTABLISHED BY THE ORGANIZATION AFTER THE ENACTMENT OF THE AFFORDABLE CARE ACT TO PROVIDE ACCESS TO AFFORDABLE HEALTH CARE FOR INDIVIDUALS AND FAMILIES NOT ELIGIBLE FOR EMPLOYER-SPONSORED INSURANCE, AND SMALL EMPLOYER GROUPS WITH 1-50 EMPLOYEES. TUFTS HEALTH DIRECT IS ACCREDITED BY THE NATIONAL COMMITTEE FOR QUALITY ASSURANCE. AS OF THE END OF 2014, THE ORGANIZATION HAD APPROXIMATELY 3,000 ENROLLEES IN TUFTS HEALTH DIRECT.

FORM 990, PART VI, LINE 1

THE INDEPENDENCE AND COMMUNITY RESPONSIVENESS OF THE ORGANIZATION'S BOARD IS ENSURED BY THE ULTIMATE CONTROL AND OVERSIGHT OF THE MAJORITY COMMUNITY BOARD OF THE ORGANIZATION'S SOLE MEMBER, TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION ("TAHMO"). TAHMO APPOINTS AND HAS THE AUTHORITY TO REMOVE AND REPLACE THE ORGANIZATION'S BOARD OF DIRECTORS AND TO APPROVE THE CREATION OF ANY COMMITTEE OF THE ORGANIZATION'S BOARD. IN ADDITION, CERTAIN SIGNIFICANT ACTIONS CANNOT BE TAKEN BY THE ORGANIZATION'S BOARD WITHOUT TAHMO'S APPROVAL, INCLUDING (1) EXECUTION OF ANY CONTRACT OR ENGAGEMENT IN ANY TRANSACTION PROVIDING FOR THE SALE, LEASE, EXCHANGE OR OTHER DISPOSITION OF ALL OR SUBSTANTIALLY ALL OF THE ORGANIZATION'S PROPERTY; (2) FILING OR ACQUIESCENCE IN THE FILING OF ANY VOLUNTARY OR INVOLUNTARY BANKRUPTCY OR INSOLVENCY PROCEEDINGS UNDER ANY FEDERAL OR STATE INSOLVENCY OR BANKRUPTCY LAWS OR THE MAKING OF AN ASSIGNMENT FOR THE BENEFIT OF CREDITORS; (3) ADOPTION OF A PLAN OF OR AUTHORIZATION OF A PETITION FOR LIQUIDATION AND/OR DISSOLUTION OF THE ORGANIZATION; (4)ADOPTION OR AUTHORIZATION OF A PLAN AND/OR AGREEMENT OF MERGER OR SHARE EXCHANGE WITH ANY OTHER FOREIGN OR DOMESTIC CORPORATION; (5)AMENDMENT, ALTERATION OR REPEAL OF THE ORGANIZATION'S ARTICLES OF ORGANIZATION; AND (6)AMENDMENT, ALTERATION OR REPEAL OF THE ORGANIZATION'S BYLAWS, EXCEPT FOR ALTERATION, AMENDMENT OR REPEAL BY A VOTE OF A MAJORITY OF DIRECTORS PENDING NOTIFICATION OF THE MEMBER.

FAMILY OR BUSINESS RELATIONSHIPS

FORM 990, PART VI, LINE 2

DESCRIPTION OF RELATIONSHIPS

Name of the organization	Employer identification number
TUFTS HEALTH PUBLIC PLANS, INC.	80-0721489

THE FOLLOWING INDIVIDUALS SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC:

JAMES ROOSEVELT

THOMAS CROSWELL

LOIS CORNELL

UMESH KURPAD

ROLAND PRICE

CHRISTOPHER GORTON

THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS HEALTH PLAN FOUNDATION, INC:

JAMES ROOSEVELT

LOIS CORNELL

UMESH KURPAD

ROLAND PRICE

THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS ASSOCIATED HEALTH PLANS, INC:

JAMES ROOSEVELT

THOMAS CROSWELL

LOIS CORNELL

Name of the organization: TUFTS HEALTH PUBLIC PLANS, INC.

Employer identification number: 80-0721489

UMESH KURPAD

ROLAND PRICE

CHRISTOPHER GORTON

THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TOTAL HEALTH PLAN, INC:

JAMES ROOSEVELT

THOMAS CROSWELL

UMESH KURPAD

LOIS CORNELL

ROLAND PRICE

CHRISTOPHER GORTON

THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS INSURANCE COMPANY:

JAMES ROOSEVELT

THOMAS CROSWELL

LOIS CORNELL

UMESH KURPAD

ROLAND PRICE

THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TUFTS BENEFIT ADMINISTRATORS, INC:

Name of the organization	Employer identification number
TUFTS HEALTH PUBLIC PLANS, INC.	80-0721489

JAMES ROOSEVELT

THOMAS CROSWELL

LOIS CORNELL

UMESH KURPAD

ROLAND PRICE

THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER OR OFFICER FOR TAHP BROKERAGE CORPORATION:

JAMES ROOSEVELT

THOMAS CROSWELL

LOIS CORNELL

THE FOLLOWING PEOPLE SERVED AS A BOARD OF MANAGERS MEMBER OR OFFICER FOR CHRISTIE STUDENT HEALTH PLANS LLC:

THOMAS CROSWELL

UMESH KURPAD

DELEGATION OF CONTROL OF MANAGEMENT DUTIES
FORM 990, PART VI, LINE 3

THE ORGANIZATION'S SOLE MEMBER IS TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC. (TAHMO). TAHMO'S WHOLLY-OWNED SUBSIDIARY, TUFTS ASSOCIATED HEALTH PLANS, INC., PERFORMS CERTAIN MANAGEMENT, ADMINISTRATIVE, AND MARKETING SERVICES FOR THPP, INCLUDING EMPLOYEE DECISIONS AND SUPERVISING AND PLANNING AND EXECUTING BUDGETS AND FINANCIAL OPERATIONS. MANY OF THE OFFICERS, KEY EMPLOYEES, AND HIGHEST

Name of the organization: TUFTS HEALTH PUBLIC PLANS, INC.

Employer identification number: 80-0721489

COMPENSATED EMPLOYEES LISTED IN PART VII, SECTION A ARE EMPLOYEES OF TAHP. THEIR COMPENSATION IS LISTED IN PART VII, SECTION A AND SCHEDULE J.

MEMBERS OR STOCKHOLDERS

FORM 990, PART VI, LINE 6

TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC. (TAHMO) IS THE SOLE CORPORATE MEMBER OF THE ORGANIZATION.

POWER TO ELECT OR APPOINT MEMBERS

FORM 990, PART VI, LINE 7A

TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC. (TAHMO) AS THE SOLE CORPORATE MEMBER OF THE ORGANIZATION ELECTS THE MEMBERS OF THE ORGANIZATION'S GOVERNING BODY.

DECISIONS RESERVED TO MEMBERS OR STOCKHOLDERS

FORM 990, PART VI, LINE 7B

TAHMO, AS THE SOLE CORPORATE MEMBER OF THE ORGANIZATION, HAS THE RIGHT TO MAKE CERTAIN DECISIONS REGARDING THE ORGANIZATION, AND IS REQUIRED TO APPROVE ANY CHANGES TO THE ORGANIZATION'S BYLAWS.

PROCESS USED TO REVIEW THE FORM 990

FORM 990, PART VI, LINE 11B

THE FORM 990 IS PREPARED IN OUR FINANCE DEPARTMENT, WITH ASSISTANCE FROM OUR EXTERNAL ACCOUNTANTS, ERNST & YOUNG. THIS PREPARATION BEGAN IN JUNE 2015. INFORMATION IS PROVIDED BY OUR FINANCE DEPARTMENT, GOVERNANCE MANAGER, COMPLIANCE & PRIVACY OFFICER, AND INTERNAL LEGAL COUNSEL. CERTAIN SECTIONS OF THE FORM ARE REVIEWED BY A NUMBER OF SENIOR MANAGERS;

OUR CHIEF FINANCIAL OFFICER REVIEWS THE FORM IN ITS ENTIRETY. ONCE THE FORM IS COMPLETE, IN NOVEMBER 2015, IT IS FORWARDED ON TO OUR BOARD OF DIRECTORS AND IT IS THEN SUBMITTED FOR FILING.

MONITORING AND ENFORCEMENT OF COMPLIANCE WITH CONFLICT OF INTEREST POLICY
FORM 990, PART VI, LINE 12C
DESCRIPTION OF PROCESS TO MONITOR TRANSACTIONS FOR CONFLICTS OF INTEREST

THE TUFTS HEALTH PLAN (THP) CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY AND REVISED AS NEEDED. THE POLICY REQUIRES MANAGERS WHO OVERSEE OUTSIDE RELATIONSHIPS, AS WELL AS ALL DIRECTORS, AVPS, VPS, SVPS, THE PRESIDENT AND THE CEO, TO ATTEST ANNUALLY THAT THEY WILL ABIDE BY THE POLICY. IT ALSO REQUIRES THEM TO SUBMIT AN ANNUAL DISCLOSURE STATEMENT TO THE COMPLIANCE & PRIVACY OFFICER, LISTING ANY OUTSIDE RELATIONSHIPS, INCLUDING FINANCIAL AND/OR BOARD RELATIONSHIPS, THAT THEY OR A FAMILY MEMBER HAVE WITH THP'S SUPPLIERS, PURCHASERS, PROVIDERS AND/OR COMPETITORS. THERE IS A PROTOCOL TO REVIEW ANY DISCLOSURE THAT MIGHT BE A POTENTIAL CONFLICT OF INTEREST. ALSO, ALL EMPLOYEES ARE REQUIRED TO REPORT THE OFFER BY AN OUTSIDE ENTITY OF ANY GIFTS, HONORARIA OR COVERAGE OF BUSINESS EXPENSES TO THE COMPLIANCE & PRIVACY OFFICER AND A SENIOR LEADER. BOTH MUST APPROVE BEFORE ACCEPTANCE IS ALLOWED. THE LEVELS OF REVIEW ARE: FOR BOARD MEMBERS, THE BOARD CHAIR, CEO, AND BOARD AUDIT & COMPLIANCE COMMITTEE CHAIR - ONCE DISCLOSURES ARE REVIEWED AND APPROVED, THEY ARE COMMUNICATED TO THE GOVERNANCE MANAGER AND TO THE COMPLIANCE AND PRIVACY OFFICER. FOR TUFTS HEALTH PLAN MANAGEMENT, THE COMPLIANCE AND PRIVACY OFFICER, CHIEF COMPLIANCE & ETHICS OFFICER, AND GENERAL COUNSEL.

Name of the organization	Employer identification number
TUFTS HEALTH PUBLIC PLANS, INC.	80-0721489

DISCLOSURES THAT NEED FURTHER REVIEW ARE BROUGHT TO THE BOARD AUDIT & COMPLIANCE COMMITTEE CHAIR.

IF A CONFLICT OF INTEREST DOES EXIST, A TRANSACTION WITH THE ENTITY WITH WHICH THERE IS A CONFLICT MAY BE UNDERTAKEN ONLY IF ALL OF THE FOLLOWING ARE OBSERVED:

1. THE CONFLICTING INTEREST IS FULLY DISCLOSED;
2. THE PERSON WITH THE CONFLICT OF INTEREST MAY PRESENT INFORMATION, BUT THEN SHALL BE EXCUSED FROM FURTHER DISCUSSION AND FROM THE DECISION REGARDING APPROVING SUCH TRANSACTION;
3. IF PRACTICAL, A COMPETITIVE BID OR COMPARABLE VALUATION EXISTS; AND
4. THE BOARD (OR A DULY CONSTITUTED COMMITTEE THEREOF OR BOARD APPOINTEE) OR THE CHIEF COMPLIANCE & ETHICS OFFICER HAS DETERMINED THAT THE TRANSACTION IS IN THE BEST INTEREST OF THE ORGANIZATION.

ALL NEW HIRES, AND ALL EMPLOYEES ON AN ANNUAL BASIS, COMPLETE COMPLIANCE TRAINING THAT ADDRESSES CONFLICT OF INTEREST AND REQUIRES THE EMPLOYEE TO ATTEST THAT THEY DO NOT HAVE ANY POTENTIAL CONFLICTING RELATIONSHIPS THAT THEY HAVE NOT DISCLOSED TO THE PROPER LEVEL OF MANAGEMENT AND TO THE COMPLIANCE & PRIVACY OFFICER.

PROCESS FOR DETERMINING COMPENSATION
FORM 990, PART VI, LINE 15

THE COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS (THE "BOARD") OF TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION (TUFTS HP OR THE "COMPANY") REVIEWS AND ADMINISTERS TOTAL REMUNERATION

OPPORTUNITIES, POLICIES, PROGRAMS, AND MAJOR CHANGES IN TUFTS HP'S BENEFIT PLANS THAT ARE APPLICABLE TO THE OFFICERS AND EXECUTIVES OF THE COMPANY (THE "EXECUTIVES" - THESE INCLUDE THE CEO, COO, AND ALL SENIOR VICE PRESIDENTS), AS WELL AS TO ANY OTHER INDIVIDUAL OR GROUPS THE COMMITTEE DEEMS APPROPRIATE BASED ON ITS INTERPRETATION OF THE DEFINITION OF "DISQUALIFIED PERSONS" IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986. THE COMMITTEE IS COMPRISED OF INDEPENDENT DIRECTORS OF THE COMPANY.

THE COMMITTEE REPORTS TO THE FULL BOARD OF DIRECTORS. FOR CEO COMPENSATION, THE COMMITTEE REVIEWS THE INFORMATION DESCRIBED BELOW AND RECOMMENDS THE CEO'S COMPENSATION TO THE FULL BOARD FOR ITS APPROVAL. THE COMMITTEE REVIEWS AND APPROVES COMPENSATION RECOMMENDATIONS FROM THE CEO FOR OTHER EXECUTIVES, AND PROVIDES A REPORT TO THE FULL BOARD ON THIS INFORMATION.

IT IS THE BOARD'S INTENTION THAT THE COMMITTEE WILL PERFORM ITS DUTIES IN A MANNER THAT WILL ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OFFERED TO EXECUTIVES AND OTHER "DISQUALIFIED PERSONS" ARE REASONABLE.

COMPARABILITY DATA AND REASONABLENESS

THE TOTAL COMPENSATION OPPORTUNITIES PROVIDED TO EXECUTIVES OF THE COMPANY ARE INTENDED TO BE COMPETITIVE WITH, AND IN REASONABLE COMPARISON TO, THOSE OPPORTUNITIES PROVIDED BY ORGANIZATIONS IN THOSE BUSINESS SECTORS WITH WHICH THE COMPANY COMPETES FOR EXECUTIVE TALENT. THE BOARD

BELIEVES THAT SUCH COMPETITORS ARE NOT LIMITED TO OTHER HEALTHCARE INSTITUTIONS AND THAT COMPARISONS SHOULD BE MADE TO THE COMPENSATION PRACTICES OF A CROSS-SECTION OF BUSINESS SECTORS IN BOTH FOR-PROFIT AND NOT-FOR-PROFIT ORGANIZATIONS, WHEN APPROPRIATE.

THE COMMITTEE RETAINS INDEPENDENT COMPENSATION CONSULTANTS TO PROVIDE DATA AS NECESSARY, AND ALSO USES AVAILABLE SOURCES OF INDEPENDENT DATA ONCOMPENSATION. PEER ORGANIZATIONS AND PUBLISHED SURVEY SOURCES WILL BE APPROVED BY THE COMMITTEE BASED ON ITS REASONABLE DETERMINATION. THE COMMITTEE MAY ALSO RELY ON MEMBERS OF MANAGEMENT AND OUTSIDE ADVISORS, CONSULTANTS, AND COUNSEL TO PROVIDE MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO COMPENSATION-RELATED MATTERS. THE DATA REVIEWED CONSISTS OF COMPARABLE, RELEVANT MARKET DATA FOR THE COMPANY'S POSITIONS FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES, OF HEALTH AND MANAGED CARE INSTITUTIONS AND THE GENERAL INDUSTRY. OTHER SURVEYS OF SPECIALIZED SKILL SETS OR EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE COMPANY, E.G., ACTUARIAL, LEGAL, ETC., ARE ALSO INCORPORATED AS NEEDED, ALONG WITH GEOGRAPHIC REFERENCES TO THE BOSTON AND NEW ENGLAND LABOR MARKETS. THE COMMITTEE WILL RELY ON THIS MARKET DATA TO ASSESS, DETERMINE, AND VALIDATE COMPENSATION LEVELS FOR THE COMPANY'S EXECUTIVES.

THE COMMITTEE USES THIS DATA IN ITS REVIEW OF:

- SETTING BASE SALARIES - IN LIGHT OF MARKET DATA AND THE INDIVIDUAL'S PERFORMANCE, BACKGROUND, EXPERIENCES, AND PERSONAL SKILLS. BASE SALARY

Name of the organization	Employer identification number
TUFTS HEALTH PUBLIC PLANS, INC.	80-0721489

WILL BE SET SO THAT THE TARGETED POSITIONING OF AN EXECUTIVE IS AT THE 50TH PERCENTILE FOR EACH POSITION. ACTUAL BASE SALARY MAY VARY BASED ON SKILLS, BACKGROUND, AND EXPERIENCE.

- ANNUAL INCENTIVE COMPENSATION - THE COMPANY'S GOAL IS TO PROVIDE COMPETITIVE AND REASONABLE OPPORTUNITIES UNDER THE TERMS OF AN EXECUTIVE ANNUAL INCENTIVE PLAN FOR THE SELECTED POSITIONS WHICH ARE RESPONSIBLE FOR ACHIEVING PERFORMANCE GOALS THAT REFLECT THE OVERALL MISSION OF THE COMPANY, THE STRATEGIC DIRECTION OF THE COMPANY FOR THE PERFORMANCE YEAR, AND THE INDIVIDUAL'S PERFORMANCE DURING THAT YEAR.

THE COMMITTEE MAKES EVERY EFFORT TO ESTABLISH A PRESUMPTION THAT THE TOTAL REMUNERATION OPPORTUNITIES PROVIDED TO EXECUTIVES ARE REASONABLE; AS SUCH PRESUMPTION IS CONTEMPLATED IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED FROM TIME TO TIME. IN ESTABLISHING THE PRESUMPTION OF REASONABLENESS, THE COMMITTEE MAY ENGAGE THE PROFESSIONAL SERVICES OF INDEPENDENT LEGAL COUNSEL, COMPENSATION EXPERTS, ACCOUNTANTS, AND OTHER EXPERTS AND ADVISORS.

TIMING

EXECUTIVE BENCHMARKING IS COMPLETED ON AN ANNUAL BASIS. FOR THE CEO, BENCHMARKING IS COMPLETED BY THE EXTERNAL CONSULTANT ENGAGED BY THE COMPENSATION COMMITTEE. FOR ALL OTHER OFFICERS, BENCHMARKING IS COMPLETED BY AN EXTERNAL CONSULTANT EVERY TWO YEARS, AND BY THE INTERNAL COMPENSATION TEAM ON ALTERNATING YEARS. THE ANALYSIS COMPLETED IN Q4,

Name of the organization	Employer identification number
TUFTS HEALTH PUBLIC PLANS, INC.	80-0721489

2013 WAS COMPLETED BY THE EXTERNAL CONSULTANT ENGAGED BY THE COMMITTEE.

TO COMPLETE THE ANALYSIS, THE CONSULTANT:

- COLLECTED RELEVANT INFORMATION REGARDING THE COMPANY'S OPERATIONS, COMPLEXITY, STRUCTURE, SIZE, AND SCOPE, AS WELL AS RELEVANT BACKGROUND ON THE EXECUTIVES' DUTIES AND SCOPE OF RESPONSIBILITIES;
- DETERMINED THE SURVEY SOURCES TO USE IN THE ANALYSIS, BASED ON THE COMPANY'S COMPETITIVE MARKET FOR EXECUTIVE POSITIONS (AS DESCRIBED ABOVE);
- MATCHED THE COMPANY'S EXECUTIVE POSITIONS IN THE SURVEYS BASED ON THE COMPANY'S SIZE COMPLEXITY, AND SCOPE, AS WELL AS ACCORDING TO SPECIFIC POSITION RESPONSIBILITIES AND REPORTING RELATIONSHIPS;
- VALIDATED THE SURVEY SOURCES AND MARKET MATCHES WITH THE INTERNAL COMPENSATION TEAM TO ENSURE CONSISTENCY;
- REVIEWED, COMPILED, AND SUMMARIZED THE DATA IN REPORT FORM.

THE REPORT SUMMARIZING THE RESULTS OF THE ANALYSIS WAS PRESENTED TO THE COMPENSATION COMMITTEE FOR DISCUSSION AND DELIBERATION.

DOCUMENTATION

A SUMMARY OF THE DISCUSSIONS AND DELIBERATIONS OF THE COMMITTEE ARE DOCUMENTED IN THE MEETING MINUTES, WHICH ARE REVIEWED AND APPROVED BY THE COMMITTEE. COPIES OF ALL MEETING MATERIALS DISTRIBUTED PRIOR TO AND DURING THE MEETING ARE MAINTAINED IN THE CORPORATE RECORDS ALONG WITH MEETING MINUTES.

Name of the organization	Employer identification number
TUFTS HEALTH PUBLIC PLANS, INC.	80-0721489

PROCESS FOR MAKING DOCUMENTS AVAILABLE TO THE PUBLIC

FORM 990, PART VI, LINE 19

THE GOVERNING DOCUMENTS, CONFLICTS OF INTEREST POLICY AND FINANCIAL STATEMENTS OF THE ORGANIZATION ARE AVAILABLE AT ITS HEADQUARTERS IN WATERTOWN, MA. ALL REQUESTS CAN BE MADE TO THE CORPORATE COMMUNICATIONS OR FINANCE DEPARTMENTS.

OTHER CHANGE IN NET ASSETS

FORM 990, PART XI, LINE 9

DUE TO CONVERSION FROM NETWORK HEALTH, LLC TO TUFTS HEALTH PUBLIC PLANS, INC.: $146,214,842.

ON 7/1, NETWORK HEALTH, LLC CONVERTED TO THE MA SECTION 180 NOT FOR PROFIT CORPORATION, TUFTS HEALTH PUBLIC PLANS, INC.

ATTACHMENT 1

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
DELOITTE CONSULTING LLP PO BOX 7247-6447 PHILADELPHIA, PA 1970-6447	CONSULTING	710,635.
OVERTURE PARTNERS, LLC 57 WELLS AVE, STE 22 NEWTON, MA 02459	OUTSIDE LABOR	678,402.
TOTAL CLERICAL SERVICES PO BOX 9627 MANCHESTER, NH 03108	OUTSIDE LABOR	520,335.
COMPUTER EXPRESS, INC. 301 NORTH AVE. WAKEFIELD, MA 01880	OUTSIDE LABOR	510,488.
HEALTHCARE FINANCIAL INC 220 HIGH ST, 6TH FL BOSTON, MA 02110	CONSULTING	731,000.

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

TUFTS HEALTH PUBLIC PLANS, INC.

Employer identification number

80-0721489

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
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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) Section 512(b)(13) controlled entity? No
(1) TUFTS HEALTH PLAN FOUNDATION, INC 26-1374263 705 MOUNT AUBURN STREET WATERTOWN, MA 02472	GRANT MAKING	MA	501(C)(3)	11 TYPE I	TAHMO		X
(2) TUFTS ASSOC HLTH MAINTENANCE ORG, INC. 04-2674079 705 MOUNT AUBURN STREET WATERTOWN, MA 02472-1508	HMO	MA	501(C)(4)	N/A	N/A		X
(3)							
(4)							
(5)							
(6)							
(7)							

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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	(i) No
(1) TUFTS ASSOCIATED HEALTH PLANS, INC. 04-2985923 705 MOUNT AUBURN STREET WATERTOWN, MA 02472	MANAGEMENT SV	DE	TAHMO	C CORP					X
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

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 organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?			
a	Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a		X
b	Gift, grant, or capital contribution to related organization(s)	1b		X
c	Gift, grant, or capital contribution from related organization(s)	1c		X
d	Loans or loan guarantees to or for related organization(s)	1d		X
e	Loans or loan guarantees by related organization(s)	1e		X
f	Dividends from related organization(s)	1f		X
g	Sale of assets to related organization(s)	1g		X
h	Purchase of assets from related organization(s)	1h		X
i	Exchange of assets with related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets to related organization(s)	1j		X
k	Lease of facilities, equipment, or other assets from related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l		X
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m		X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n		X
o	Sharing of paid employees with related organization(s)	1o		X
p	Reimbursement paid to related organization(s) for expenses	1p		X
q	Reimbursement paid by related organization(s) for expenses	1q	X	
r	Other transfer of cash or property to related organization(s)	1r		X
s	Other transfer of cash or property from related organization(s)	1s		X

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
(1)	TUFTS ASSOC HEALTH MAINT ORGANIZATION, INC.	Q	440,000.	ACCRUAL
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V - UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).