


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/foim990	OMB No 1545-0047 2015 Open to Public Inspection
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A For the 2015 calendar year, or tax year beginning 01-01-2015 , and ending 12-31-2015			
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization HEALTH ALLIANCE PLAN OF MICHIGAN		D Employer identification number 38-2242827
	Doing business as		
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone number (313) 664-8559
	City or town, state or province, country, and ZIP or foreign postal code DETROIT, MI 48202		G Gross receipts \$ 1,642,332,867
	F Name and address of principal officer James M Connelly 2850 WEST GRAND BOULEVARD DETROIT, MI 48202		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c)(4) ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ www.hap.org			
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1979	M State of legal domicile MI

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities Provide access to quality health care coverage			
	2 Check this box <input type="checkbox"/> If the organization discontinued its operations or disposed of more than 25% of its net assets			
	3 Number of voting members of the governing body (Part VI, line 1a)	3	18	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15	
	5 Total number of individuals employed in calendar year 2015 (Part V, line 2a)	5	1,116	
6 Total number of volunteers (estimate if necessary)	6	100		
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0		
7b Net unrelated business taxable income from Form 990-T, line 34	7b	7,935		
Revenue			Prior Year	Current Year
	8 Contributions and grants (Part VIII, line 1h)		0	0
	9 Program service revenue (Part VIII, line 2g)		1,751,185,042	1,605,640,772
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		2,827,514	2,590,374
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		265,966	423,652
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		1,754,278,522	1,608,654,798
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)		396,514	432,005
	14 Benefits paid to or for members (Part IX, column (A), line 4)		1,541,806,725	1,421,166,489
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)		91,568,154	98,016,985
	16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0
	b Total fundraising expenses (Part IX, column (D), line 25) \blacktriangleright 0			
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)		126,646,328	102,779,840
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)		1,760,417,721	1,622,395,319
	19 Revenue less expenses Subtract line 18 from line 12		-6,139,199	-13,740,521
Net Assets or Fund Balances			Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)		620,761,645	575,316,532
	21 Total liabilities (Part X, line 26)		262,294,972	240,248,143
	22 Net assets or fund balances Subtract line 21 from line 20		358,466,673	335,068,389

Part II	Signature Block
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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			2016-11-14	
	Todd Hutchison CFO			Date	
Type or print name and title					
Paid Preparer Use Only	Print/Type preparer's name Lori Boyce		Preparer's signature Lori Boyce		Date
	Check <input type="checkbox"/> if self-employed			PTIN P00121981	
	Firm's name ▶ Deloitte Tax LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 200 Renaissance Center Suite 3900 Detroit, MI 48243			Phone no (313) 396-3000		

Part III

Statement of Program Service Accomplishments

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

☐

1

Briefly describe the organization’s mission

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

2

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

☐ Yes ☒ No

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

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

Describe the organization’s program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a

(Code) (Expenses \$ 1,595,602,286 including grants of \$ 432,005) (Revenue \$ 1,605,640,772)

Health Alliance Plan (HAP) is a nonprofit, regional health plan based in Detroit that provides health coverage to Individuals and companies HAP is a subsidiary of the Henry Ford Health System, one of the nation's leading health care systems A leader in personalized customer service, disease management and wellness programs, HAP partners with physicians, employers and community organizations to improve the health and well-being of the community HAP offers six distinct product portfolios o Group Fully Insured Commercial - HMO - EPO - PPO - CDHP (HSA/HRA) - Health Engagement - Small Business Solutions o Personal Alliance for Individuals (pre-65) and Families - HMO - PPO - CDHP (HAS) - Dental options o Medicare Solutions for individuals and groups - HAP Senior Plus (HMO) - HAP Senior Plus (HMO-POS) o Medicaid - Healthy Michigan Plan - Traditional Medicaid - Children's Special Health Care Services - MICHild - MI Health Link Participating Physicians and Ancillary Providers HAP's robust provider networks include the following leading Michigan doctors, hospitals and health systems Beaumont, Detroit Medical Center, St Joseph Mercy, St John/Providence, Henry Ford Health System, Genesys, McLaren and the University of Michigan HAP contracts with 95 Michigan hospitals to serve its HMO members Statewide and national provider network solutions are available for other product lines through strategic relationships with Physicians Care Network, CIGNA and NationCare for companies with multiple locations HAP contracts with urgent care centers, pharmacies and ancillary providers to serve its membership At the end of 2015, HAP's HMO membership enrollment was 255,876, HAP serviced 3,125,741 member months Members worked with their chosen healthcare providers to maintain a healthy lifestyle or manage their chronic conditions The following statistics reflect utilization for the HMO product HAP HMO Commercial members incurred 9,290 medical/surgical hospital admissions in 2015 for medical/surgical procedures and 943 admissions for behavioral health-related issues HAP and its providers encourage members to seek routine services and preventive health screenings to maintain their health and meet their personal health goals The majority of these services are obtained in their physician offices HAP spends a considerable amount of resources communicating with members and providing supportive health programs and resources to help them achieve sustainable healthy habits and manage chronic conditions Examples of health and wellness programs and resources include 1) Personal Service Coordinators are assigned to members during the first two years of membership to help them understand their HAP coverage and navigate the healthcare system 2) Online health risk assessment and digital coaching tools 3) Member events and educational resources diabetes self-care, stress reduction, nutrition, physical fitness coaching, women and heart disease, BrainHealth events and educational resources, preventive services guidelines, Balanced Living magazine4) Preventive Services cancer screenings, annual physicals, immunizations and a variety of other preventive services5) Weight Watchers discounts and weight management programs promote lasting weight control 6) Smoking Cessation programs provide ongoing support 7) Global Emergency Services and Identify Theft Protection through Assist America Urgent care and emergency services are covered worldwide Our contract with Assist America provides a full range of emergency medical services to help with difficulties while traveling 100+ miles away from home, or abroad, and free identity theft protection 8) Restore Comfort and Palliative Care Program9) Restore CareTrack Disease Management Program matches members with chronic conditions with the resources they need to reach their personal health goals, from personalized health information to inspirational nurse health coaching 10) Mental Health and Substance Abuse Specially trained social workers, psychologists and counselors provide integrated behavioral and medical disease management services to members with mental health and substance abuse conditions 11) Medication Therapy Management Program HAP pharmacists counsel seniors with chronic conditions and work with their physicians to make taking multiple medications safer and more effective and address the barriers to medication therapy adherence 12) Worksite Wellness programs bring free or low-cost preventive services and health education to the workplace tailored to the needs of each company HAP offers workshops on health and wellness topics, behavior change programs, health screenings, health fairs and an employee assistance program, newsletters and wellness forums for employer groups 13) HAP Advantage member discounts HAP Advantage offers valuable money-saving discounts and extras to Health Alliance Plan subscribers on a variety of health-and-wellness related activities and venues Many HAP Advantage relationships are local companies Community Stewardship HAP supports many community organizations in a variety of ways Examples of organizations we support regularly (through both financial support and employee volunteersm) include the Detroit Urban League, Lebanese American Heritage Club's Healthy Living Program, Orchards Children's Services and domestic violence shelters HAVEN and Turning Point In 2015 HAP employees contributed 1,355 volunteer hours to community service HAP executives donated 745 hours to serving on community nonprofit boards of directors Signature Community Programs HAP 5K Challenge Many chronic health conditions could be avoided through a healthier lifestyle yet, lifestyle changes are especially difficult for people who lack support, motivation or financial resources For this reason, HAP developed a free program designed to turn "couch potatoes" into runners HAP's nine-week 5K Challenge offered support to first-time runners in southeast Michigan through in-person group training sessions with a licensed instructor, combined with online support, activity tracking tools and engagement with coaches and peers Interest in the program far exceeded expectations Participants who completed the program and ultimately competed in the 5K run reported lower blood pressure, increased stamina and weight loss Splash Bash After learning that Detroit residents were not taking advantage of available aquatic recreational opportunities, HAP launched a free water aerobics program - Splash Bash - that gives adults free access to water aerobics classes Ready, Set, Cook This free after-school program, Ready, Set, Cook, addresses childhood obesity by teaching children ages 8-14 how to use healthy, simple recipes and inspires the whole family to eat healthier, use fewer processed foods and eat out less often - improving their health and saving money while doing it Enhance Fitness HAP has a relationship with the National Kidney Foundation of Michigan to bring Enhance Fitness to the community Enhance Fitness is a free physical activity program geared toward improving the overall functional fitness and well-being of older adults However, adults of any age are welcome HAP Matching Gifts Program HAP provides matching gifts to support employee giving to the causes and organizations they care about The Program also reflects our core values of respect for people and a social conscience in our communities HAP encourages employee philanthropy through the matching gifts program In 2015, HAP matched \$1,970 in employee donations to 10 community organizations National Kidney Foundation (NKF) Kidney Walk In 2015, HAP walkers and volunteers raised nearly \$7,800 to support the NKF's efforts to combat kidney disease and diabetes Bowling for Kids' Sake (Sterling Heights) In 2015, HAP volunteers raised more than \$11,700 in support of Big Brothers Big Sisters of Metropolitan Detroit at their annual Bowl for Kids' Sake bowling event

4b

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4c

(Code) (Expenses \$ including grants of \$) (Revenue \$)

4d

Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e

Total program service expenses ▶ 1,595,602,286

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	Yes
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	Yes
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	Yes
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance			
Check if Schedule O contains a response or note to any line in this Part V <input type="checkbox"/>			
		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 8,375		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c Yes	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 1,116		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		2b Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a Yes	
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O		3b Yes	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a	No
b If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a	No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		7a	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h	
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		8	
9a Did the sponsoring organization make any taxable distributions under section 4966?		9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		9b	
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O		13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?		14a	No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		14b	

Part VI

Governance, Management, and Disclosure

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

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

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	18	
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent	1b	15	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Did the organization have members or stockholders?	6	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13	Yes	
14	Did the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes	
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	Yes	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, address, and telephone number of the person who possesses the organization's books and records Todd Hutchison 2850 West Grand Boulevard Detroit, MI 48202 (313) 664-8559	

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

[illegible]

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

[illegible]

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	4,745,991	9,388,364	933,994

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 ► 154

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

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
Accenture LLP PO Box 70629 Chicago, IL 60673	Software support & consulting	19,515,230
Patricia N Harrison, 24416 Crocker Blvd Clinton Twp, MI 80111	Advertising	7,419,078
ExlService Technology Solutions LLC 201 W 103rd Street Indianapolis, IN 46290	Software support & consulting	3,360,027
Media Logic USA LLC 59 Wolf Road Albany, NY 12205	Advertising	2,907,560
McKesson Technologies INC 5995 Windward Parkway Alpharetta, GA 30005	Software support & consulting	2,428,072

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 104

Part VIII

Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f					
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f						
Program Service Revenue	2a	Health Care Premiums	Business Code 524114	1,597,504,688	1,597,504,688			
	b	HLth Ins Claims Assessmt	624110	8,136,084	8,136,084			
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		1,605,640,772				
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		2,932,860			2,932,860
4		Income from investment of tax-exempt bond proceeds						
5		Royalties						
6a		(i) Real		(ii) Personal				
b		Less rental expenses						
c		Rental income or (loss)						
d		Net rental income or (loss)						
7a		(i) Securities		(ii) Other				
		33,315,583		20,000				
		33,406,286		271,783				
		-90,703		-251,783				
d		Net gain or (loss)		-342,486			-342,486	
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18		a				
b		Less direct expenses		b				
c		Net income or (loss) from fundraising events						
9a		Gross income from gaming activities See Part IV, line 19		a				
b		Less direct expenses		b				
c		Net income or (loss) from gaming activities						
10a		Gross sales of inventory, less returns and allowances		a				
b	Less cost of goods sold		b					
c	Net income or (loss) from sales of inventory							
Miscellaneous Revenue		Business Code						
11a								
b								
c								
d	All other revenue			423,652			423,652	
e	Total. Add lines 11a-11d			423,652				
12	Total revenue. See Instructions			1,608,654,798	1,605,640,772	0	3,014,026	

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.	432,005	432,005		
2	Grants and other assistance to domestic individuals. See Part IV, line 22.				
3	Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.	1,421,166,489	1,421,166,489		
5	Compensation of current officers, directors, trustees, and key employees.	2,985,783	2,256,733	729,050	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	294,128	294,128		
7	Other salaries and wages.	75,230,557	70,061,327	5,169,230	
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	5,860,934	5,390,798	470,136	
9	Other employee benefits.	7,868,947	7,237,738	631,209	
10	Payroll taxes.	5,776,636	5,313,262	463,374	
11	Fees for services (non-employees):				
a	Management.				
b	Legal.	540,172		540,172	
c	Accounting.	288,452		288,452	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	307,610		307,610	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	3,673,048	3,673,048		
12	Advertising and promotion.	23,050,918	23,034,507	16,411	
13	Office expenses.	4,854,516	4,843,241	11,275	
14	Information technology.	29,616,832	29,612,170	4,662	
15	Royalties.				
16	Occupancy.	1,960,101	1,892,897	67,204	
17	Travel.	597,346	558,144	39,202	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	239,821	218,508	21,313	
20	Interest.	2,453,130		2,453,130	
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	18,524,598	15,288,115	3,236,483	
23	Insurance.				
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O).				
a	UBI TAX	2,698		2,698	
b					
c					
d					
e	All other expenses	16,670,598	4,329,176	12,341,422	
25	Total functional expenses. Add lines 1 through 24e.	1,622,395,319	1,595,602,286	26,793,033	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

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

				(A)		(B)	
				Beginning of year		End of year	
Assets	1	Cash—non-interest-bearing		28,840,071	1	25,957,223	
	2	Savings and temporary cash investments		141,697,847	2	128,406,623	
	3	Pledges and grants receivable, net			3		
	4	Accounts receivable, net		66,667,391	4	62,555,612	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5		
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L			6		
	7	Notes and loans receivable, net			7		
	8	Inventories for sale or use			8		
	9	Prepaid expenses and deferred charges		3,353,161	9	4,625,099	
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a	163,859,564			
	b	Less: accumulated depreciation	10b	64,673,858	101,274,765	10c	99,185,706
	11	Investments—publicly traded securities		129,835,244	11	129,854,964	
	12	Investments—other securities. See Part IV, line 11		133,393,700	12	109,888,624	
	13	Investments—program-related. See Part IV, line 11			13		
	14	Intangible assets		6,875,254	14	6,018,469	
	15	Other assets. See Part IV, line 11		8,824,212	15	8,824,212	
16	Total assets. Add lines 1 through 15 (must equal line 34)		620,761,645	16	575,316,532		
Liabilities	17	Accounts payable and accrued expenses		52,710,718	17	45,309,493	
	18	Grants payable			18		
	19	Deferred revenue		14,098,135	19	17,600,901	
	20	Tax-exempt bond liabilities			20		
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21		
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22		
	23	Secured mortgages and notes payable to unrelated third parties			23		
	24	Unsecured notes and loans payable to unrelated third parties			24		
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17–24). Complete Part X of Schedule D		195,486,119	25	177,337,749	
	26	Total liabilities. Add lines 17 through 25		262,294,972	26	240,248,143	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets		358,466,673	27	335,068,389	
	28	Temporarily restricted net assets			28		
	29	Permanently restricted net assets			29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds			30		
	31	Paid-in or capital surplus, or land, building or equipment fund			31		
	32	Retained earnings, endowment, accumulated income, or other funds			32		
	33	Total net assets or fund balances		358,466,673	33	335,068,389	
34	Total liabilities and net assets/fund balances		620,761,645	34	575,316,532		

Part XI **Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,608,654,798
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,622,395,319
3	Revenue less expenses Subtract line 2 from line 1	3	-13,740,521
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	358,466,673
5	Net unrealized gains (losses) on investments	5	-1,545,231
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-8,112,532
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	335,068,389

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 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
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 <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
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	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:
Software Version:

EIN: 38-2242827

Name: HEALTH ALLIANCE PLAN OF MICHIGAN

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Marvin Beatty Director	1 00 0 00	X						0	0	0
Susan Wells Director	1 00 0 00	X						0	0	0
Jack Martin Chairperson	2 00 4 00	X		X				0	0	0
Nancy Schlichting Director - Part Year	1 00 62 00	X						0	4,705,828	61,151
James M Connelly President & CEO	50 00 13 00	X		X				0	2,267,930	42,196
Shan L Burgess Director	1 00 0 00	X						0	0	0
Joyce V Hayes Giles Director	1 00 0 00	X						0	0	0
Jamie C Hsu PhD Director	1 00 0 00	X						0	0	0
Sandra A Cavette MPH RDH Director	1 00 0 00	X						0	0	0
Marquente S Rigby Director	1 00 0 00	X						0	0	0

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Harvey Hollins III Director	1 00 0 00	X						0	0	0
Colleen M Ezzeddine PhD Director	1 00 0 00	X						0	0	0
Judith S Milosic Director	1 00 0 00	X						0	0	0
Susanne M Mitchell Director	1 00 0 00	X						0	0	0
Michelle B Schreiber MD Director	1 00 0 00	X						0	460,067	51,610
James G Vella Director	1 00 0 00	X						0	0	0
Kim E Schatzel PhD Director	1 00 0 00	X						0	0	0
Raymond C Lope Director	1 00 0 00	X						0	0	0
Wright L Lassiter III Director - Part Year	1 00 62 00	X		X				0	1,364,607	235,530
Todd Hutchison Treasurer	55 00 5 00			X				394,660	0	38,009

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Dan E Champney Assistant Secretary	55 00 5 00			X				265,587	0	30,795
Edith L Eisenmann Secretary	1 00 62 00			X				0	335,825	34,441
Naim Munir MD SVP & Chief Health Officer	55 00 5 00				X			661,872	0	36,438
Mary Ann Tournoux Sr VP & Chief Marketing Officer	55 00 5 00				X			570,192	0	31,775
Annette M Marcath VP & Chief Information Officer	55 00 5 00				X			311,908	0	40,390
Matthew M Walsh SVP & Chief Operating Officer	55 00 6 00				X			568,940	0	35,185
Balaknshna Pai MD Sr Medical Director	60 00 0 00					X		380,875	0	58,869
Gregory Buran VP Utilization Mgt Phys	60 00 0 00					X		408,677	0	43,851
John D Calabna MD Sr Medical Director	60 00 0 00					X		305,961	0	23,057
Robin D Kelmenson MD SR Medical Director	60 00 0 00					X		332,866	0	40,881

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
Mark J Zickel VP Network Management	60 00 0 00					X		287,735	0	46,729
Derick Adams Former VP Human Resources	20 00 40 00						X	0	254,107	45,677
Dianna L Ronan Former Treasurer	55 00 5 00						X	256,718	0	37,410

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," on 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

2015

Open to Public Inspection

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.
Complete if the organization answered "Yes" on 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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

Part II Conservation Easements. Complete if the organization answered "Yes" on 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 an 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 Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4

Number of states where property subject to conservation easement is located ►

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes ☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year
►

7

Amount of expenses incurred in monitoring, inspecting, handling of violations, 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" on 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 on 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 on 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" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21, 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	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Temporarily restricted endowment ▶

The percentages on lines 2a, 2b, and 2c should equal 100%

3a

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

(i) unrelated organizations

(ii) related organizations

3a(i)

☐

Yes

3a(ii)

☐

No

b

If "Yes" on 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)	Accumulated (c) depreciation	(d) Book value
1a Land		380,336		380,336
b Buildings		7,603,120	4,255,458	3,347,662
c Leasehold improvements		14,027,221	5,955,277	8,071,944
d Equipment		23,238,629	12,040,870	11,197,759
e Other		118,610,258	42,422,253	76,188,005
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ▶				99,185,706

Schedule D (Form 990) 2015

Part VII

Investments—Other Securities. Complete if the organization answered 'Yes' on 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) HAP Preferred, Inc	2,274,221	C
(B) Alliance Health & Life Insurance Co	24,573,396	C
(C) Midwest	74,488,373	C
(D) ASR	8,552,634	C
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	109,888,624	

Part VIII

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

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

Part IX

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

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

Part X

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

1. (a) Description of liability	(b) Book value
Federal income taxes	
Medical Claims	112,050,455
Capital Lease	33,349,673
Retiree Benefits	1,592,311
Pension	30,345,310
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	177,337,749

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' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c.(This must equal Form 990, Part I, line 12)		5	

Part XII

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

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

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses Add lines 3 and 4c.(This must equal Form 990, Part I, line 18)		5	

Part XIII

Supplemental Information

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

Return Reference	Explanation
Part X, Line 2	HAP is an entity described under Internal Revenue Code Section 501(c)(4) and as such is exempt from federal and state income taxes. Any income not substantially related to the organization's exempt purpose may be considered unrelated business income (UBI) under IRC Section 511 and, as such, subject to tax at normal corporate rates. HAP has concluded that there are no material uncertain tax positions as of December 31, 2015 and 2014.

Part XIII **Supplemental Information** *(continued)*

Return Reference	Explanation

2015

Open to Public Inspection

38-2242827

☐ Yes ☒ No

(h) Purpose of grant or assistance

Schedule I (Form 990) 2015

Part III

Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

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

Part IV

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

Return Reference	Explanation
Part I, Line 2	The community outreach department monitors grants paid to charitable and governmental entities

Additional Data

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

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
National Kidney Foundation 1900 E Jefferson 222 Detroit, MI 48207	38-1559941	501 (c)(3)	62,500				Organizational Support
Leadership Oakland 4555 Investment Dr Suite 302 Troy, MI 48098	38-3390575	501 (c)(3)	10,000				Organizational support
100 Black Men One Ford Place Detroit, MI 48202	38-3124115	501 (c)(3)	7,500				Organizational support

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Haven 30400 Telegraph Rd Ste 101 Bingham Farms, MI 48205	38-2426175	501 (c)(3)	5,000				Organizational support
Michigan Colleges 26555 Evergreen Rd 1210 Southfield, MI 48076	38-1332962	501 (c)(3)	6,000				Organizational support
Walsh College PO Box 7006 Troy, MI 480077006	38-1308480	501 (c)(3)	15,000				OrgAnizational support

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
American Heart Association 40 Oak Hollow Street Suite 200 Southfield, MI 48033	13-5613797	501 (c)(3)	12,500				Organizational support
YMCA 1401 Broadway St A3 Detroit, MI 48226	38-1358055		6,000				Organizational support
Area Agency on Aging 29100 Northwestern Hwy 400 Southfield, MI 48034	38-2729525	501 (c)(3)	5,000				Organizational support

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Big Brothers Big Sisters 7700 2nd Avenue 602 Detroit, MI 48202	38-6112533	501 (c)(3)	5,000				Organizational support
Bing Youth Institute 151 W Jefferson Detroit, MI 48226	47-2393025	501 (c)(3)	5,000				Organizational support
City of Detroit 18100 Meyers Detroit, MI 48234	38-6004606	501 (c)(3)	10,000				Organizational support

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Economic Club of Detroit 211 West Fort St 710 Detroit, MI 48226	38-0508823	501 (c)(3)	5,000				Organizational support
Friends of the Alfred 1221 E Kearsley Flint, MI 48503	38-2236676	501 (c)(3)	5,000				Organizational support
LAHC Leaders 4337 Maple St Dearborn, MI 48126	38-3081799	501 (c)(3)	5,000				Organizational support

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
M & L Online PO Box 9072 Farmington Hills, MI 483339072	38-3538481	501 (c)(3)	5,000				Organizational support
Michigan Fitness Foundation PO Box 27187 Lansing, MI 48909	38-3172025	501 (c)(3)	5,000				Organizational support
Michigan Hispanic Chapter 31455 Southfield Beverly Hills, MI 48025	38-2872956	501 (c)(3)	5,000				Organizational support

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV , appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Michigan Wellness Co 2125 Butterfield Dr Troy, MI 48084	46-0825218	501 (c)(3)	5,000				Organizational support
Michigan Womens Foundation 333 West Fort St Detroit, MI 48226	38-2689979	501 (c)(3)	5,000				Organizational support
Most Holy Trinity Chapter 1050 Porter Detroit, MI 48226	38-1358209	501 (c)(3)	5,000				Organizational support

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Society of St Vincent DePaul 3000 Gratiot Detroit, MI 48202	38-1359592	501 (c)(3)	5,000				Organizational support
Southwest Solutions 5716 Michigan Avenue Ste 3000 Detroit, MI 48210	38-2672000	501 (c)(3)	5,000				Organizational support
Spaulding for Children 16250 Northland Dr Ste 120 Southfield, MI 48075	38-1871660	501 (c)(3)	5,000				Organizational support

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

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Wayne State University 656 W Kirby 4145 Faculty Bldg Detroit, MI 48202	38-6028429	501 (c)(3)	5,000				Organizational support

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

2015

Open to Public Inspection

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <div><div><input type="checkbox"/> First-class or charter travel</div><div><input type="checkbox"/> Housing allowance or residence for personal use</div><div><input type="checkbox"/> Travel for companions</div><div><input type="checkbox"/> Payments for business use of personal residence</div><div><input checked="" type="checkbox"/> Tax indemnification and gross-up payments</div><div><input type="checkbox"/> Health or social club dues or initiation fees</div><div><input type="checkbox"/> Discretionary spending account</div><div><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</div></div>		
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	Yes	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	Yes	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <div><div><input type="checkbox"/> Compensation committee</div><div><input type="checkbox"/> Written employment contract</div><div><input type="checkbox"/> Independent compensation consultant</div><div><input type="checkbox"/> Compensation survey or study</div><div><input type="checkbox"/> Form 990 of other organizations</div><div><input type="checkbox"/> Approval by the board or compensation committee</div></div>		
4 During the year, did any person listed on 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?		No
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		No
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.		
5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?		No
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III		No
6 For persons listed on 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?		No
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III		No
7 For persons listed on 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		No
8 Were any amounts reported on 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		No
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?		

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 on 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 on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
See Additional Data Table							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Return Reference	Explanation
Part I, Line 1a	Part I - 1a Tax indemnification and gross-up payments. 2 key employees received gross-up payments in regards to the supplemental executive retirement plan.
Part I, Line 3	The Chief Executive Officer for Health Alliance Plan is an employee of Henry Ford Health System, HAP's parent company. Henry Ford Health System has a Compensation Committee of the Board of Trustees consisting of all independent trustees. The committee meets throughout the year and is charged with the approval of the organization's overall compensation and benefit programs as well as the specific review and approval of the compensation of certain employees including the Chief Executive Officer of HAP. The committee directly engages an independent compensation advisor to assist with this process. The process includes evaluation of the individual's performance, utilization of compensation studies of similarly situated positions as well as comparisons to compensation as reported by other health care organizations. The reasonableness of compensation is evaluated based upon these and other factors.
Part I, Line 4b	Part I - 4b Certain members of the organization's senior leadership team participate in a supplemental retirement program (SERP 457(f) Plan) that results in reportable taxable income as the benefits accrue, rather than as they are paid. It is an element of the plan design to absorb the advance tax impact of these plans for the participants. In such cases the related amounts are reported as taxable income to the individual and included in the determination of reasonable compensation. The employees that received this taxable benefit are also officers of the company. 4b Mary Ann Tournoux - SERP (vested - \$6,736) Naim Munir MD - SERP (vested - \$9,220) Todd Hutchison - SERP (non-vested) Annette Marcath - SERP (non-vested) Matthew Walsh - SERP (non-vested).

Additional Data

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1Nancy Schlichting Director - Part Year	(i)	0	0	0	0	0	0	0
	(ii)	1,515,073	2,369,274	821,481	25,805	-	-	0
						35,346	4,766,979	
1James M Connelly President & CEO	(i)	0	0	0	0	0	0	0
	(ii)	817,685	1,215,949	234,296	25,805	-	-	0
						16,391	2,310,126	
2Michelle B Schreiber MD Director	(i)	0	0	0	0	0	0	0
	(ii)	342,856	107,443	9,768	25,805	-	-	0
						25,805	511,677	
3Wnght L Lassiter III Director - Part Year	(i)	0	0	0	0	0	0	0
	(ii)	1,248,486	15,362	100,759	217,861	-	-	0
						17,669	1,600,137	
4Todd HutchisonTreasurer	(i)	322,419	71,431	810	16,400	21,609	432,669	0
	(ii)	0	0	0	0	-	-	0
						0	0	
5Dan E Champney Assistant Secretary	(i)	218,581	47,006	0	11,700	19,095	296,382	0
	(ii)	0	0	0	0	-	-	0
						0	0	
6Edith L EisenmannSecretary	(i)	0	0	0	0	0	0	0
	(ii)	193,543	121,234	21,048	21,191	-	-	0
						13,250	370,266	
7Naim Munir MD SVP & Chief Health Officer	(i)	416,547	231,203	14,122	14,155	22,283	698,310	0
	(ii)	0	0	0	0	-	-	0
						0	0	
8Mary Ann Tourmoux Sr VP & Chief Marketing Officer	(i)	367,945	195,511	6,736	14,155	17,620	601,967	0
	(ii)	0	0	0	0	-	-	0
						0	0	
9Annette M Marcath VP & Chief Information Officer	(i)	252,639	58,721	548	24,383	16,007	352,298	0
	(ii)	0	0	0	0	-	-	0
						0	0	
10Matthew M Walsh SVP & Chief Operating Officer	(i)	376,953	190,847	1,140	16,243	18,942	604,125	0
	(ii)	0	0	0	0	-	-	0
						0	0	
11Balaknshna Pai MD Sr Medical Director	(i)	284,016	72,728	24,131	41,324	17,545	439,744	0
	(ii)	0	0	0	0	-	-	0
						0	0	
12Gregory Buran VP Utilization Mgt Phys	(i)	301,773	79,002	27,902	20,464	23,387	452,528	0
	(ii)	0	0	0	0	-	-	0
						0	0	
13John D Calabna MD Sr Medical Director	(i)	231,986	48,898	25,077	18,713	4,344	329,018	0
	(ii)	0	0	0	0	-	-	0
						0	0	
14Robin D Kelmenson MD SR Medical Director	(i)	252,809	57,057	23,000	13,721	27,160	373,747	0
	(ii)	0	0	0	0	-	-	0
						0	0	
15Mark J Zickel VP Network Management	(i)	220,019	45,262	22,454	13,697	33,032	334,464	0
	(ii)	0	0	0	0	-	-	0
						0	0	
16Denck Adams Former VP Human Resources	(i)	0	0	0	0	0	0	0
	(ii)	206,052	38,545	9,510	19,541	-	-	0
						26,136	299,784	
17Dianna L Ronan Former Treasurer	(i)	210,662	41,910	4,146	17,558	19,852	294,128	0
	(ii)	0	0	0	0	-	-	0
						0	0	

Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons
▶ Complete if the organization answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2015
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)

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

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

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

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

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

Part III Grants or Assistance Benefiting Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Walgreens	Nancy Schlichting - Director serves on the board of Walgreens	26,937,503	Pharmacy Claim Payments		No

Part V Supplemental Information

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

Return Reference	Explanation
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SCHEDULE O
(Form 990 or
990-EZ)Department of the
Treasury
Internal Revenue
Service**Supplemental Information to Form 990 or 990-EZ**Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

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

OMB No 1545-0047

2015**Open to Public
Inspection**Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN**Employer identification number**

38-2242827

Return Reference**Explanation**Form 990, Part VI, Section
A, line 2

James Connelly and Michelle Schreiber, MD are employees of Henry Ford Health System, and Nancy Schlichting is an officer and board member of the same organization

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

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

Return Reference	Explanation
Form 990, Part VI, Section A, line 7b	<p>The Member has the following reserved powers under the HAP By-laws</p> <ul style="list-style-type: none">A) Appoint Chairperson of the HAP Board of DirectorsB) Adopt agreement of merger or consolidation, or approve sale, lease or exchange of Corporation's property and assetsC) Approve the transfer of assets to other organizations or individuals if sum exceeds 5% of Corporation's total assetsD) Admit person/entity as new Member or terminate Member's membershipE) Amend HAP By-lawsF) Appoint/remove President of CorporationG) Dissolve Corporation or revoke dissolution of CorporationH) Approve capital and operating budgets

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

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

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

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

Return Reference	Explanation
Form 990, Part XI, line 9	HAP Pension Adjustment -714,816 Unrelated Income from Limited Liability Partnership Alliance Health & Life Insurance Co Net Income -1,962,852 Midwest Health Plan, Inc Net Income -10,511,145 Administration Systems Research Corporation Net Income 4,115,928 HAP Preferred Net Income 960,353

SCHEDULE R
(Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2015

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ 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.

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

Part I

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

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

Part II

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
See Additional Data Table							

Part III

Identification of Related Organizations Taxable as a Partnership

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income(related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) Northwest Detroit Dialysis 30100 Telegraph Bingham Farms, MI 48025 38-3232668	Operate Dialysis Clinic	MI	Henry Ford Health System	Related				No			No	
(2) Macomb Regional Dialysis Centers 16151 Nineteen Mile Rd Clinton Township, MI 48038 26-0423581	Operate Dialysis Clinic	MI	Henry Ford Health System	Related				No			No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust

Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end- of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
See Additional Data Table									

Part V

Transactions With Related Organizations

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

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

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest, (ii)annuities, (iii)royalties, or(iv)rent from a controlled entity

b

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

c

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

d

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

e

Loans or loan guarantees by related organization(s)

f

Dividends from related organization(s)

g

Sale of assets to related organization(s)

h

Purchase of assets from related organization(s)

i

Exchange of assets with related organization(s)

j

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

k

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

l

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

m

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

n

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

o

Sharing of paid employees with related organization(s)

p

Reimbursement paid to related organization(s) for expenses

q

Reimbursement paid by related organization(s) for expenses

r

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

s

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

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

1s

No

No

No

No

Yes

Yes

No

No

No

No

No

Yes

Yes

Yes

Yes

Yes

No

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

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
See Additional Data Table			

Schedule R (Form 990) 2015

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

[illegible]

Part VII **Supplemental Information**

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

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

Additional Data

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c) (3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
Henry Ford Health System One Ford Place Detroit, MI 48202 38-1357020	Healthcare Service Provider	MI	501(c)(3)	Line 3	N/A		No
Henry Ford Macomb Hospital Corporation One Ford Place Detroit, MI 48202 38-2947657	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Health System	Yes	
Henry Ford Health System Foundation One Ford Place Detroit, MI 48202 23-7383042	Supporting Organization	MI	501(c)(3)	Line 11a, I	Henry Ford Health System	Yes	
Henry Ford Wyandotte Hospital 2333 Biddle Ave Wyandotte, MI 48192 38-2791823	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Health System	Yes	
HFHS Self Funded Liability One Ford Place Detroit, MI 48202 38-6553031	Malpractice Insurance	MI	501(c)(4)	N/A	Henry Ford Health System	Yes	
Downriver Center for Oncology One Ford Place Detroit, MI 48202 38-3193008	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Health System	Yes	
Henry Ford Continuing Care One Ford Place Detroit, MI 48202 38-2433285	Nursing Homes	MI	501(c)(3)	Line 9	Henry Ford Health System	Yes	
HFII Corporation One Ford Place Detroit, MI 48202 90-0840304	Scientific Research	MI	501(c)(3)	Line 7	Henry Ford Health System	Yes	
Henry Ford Government Affairs Services One Ford Place Detroit, MI 48202 46-4064067	Advocacy Svs for HFHS & Affil's	MI	501(c)(4)	N/A	Henry Ford Health System	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of- year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
Alliance Health and Life Insurance (1) Company 2850 West Grand Boulevard Detroit, MI 48202 38-3291563	Health Insurance	MI	Health Alliance Plan	C	-1,962,852	86,010,901	100 000 %	Yes	
(1) HAP Preferred Inc 2850 West Grand Boulevard Detroit, MI 48202 38-2513504	Provider Network Leasing	MI	Health Alliance Plan	C	960,353	4,706,230	100 000 %	Yes	
(2) Sha Realty Inc One Ford Place Detroit, MI 48202 38-1378121	Recreational Service - Golfing	MI	Henry Ford Health System	C				Yes	
(3) Fairlane Health Services 30100 Telegraph Bingham Farms, MI 48025 38-2565235	Healthcare Management	MI	Henry Ford Health System	C				Yes	
(4) Horizon Properties Inc One Ford Place Detroit, MI 48202 38-2679527	Real Estate - Lessor Buildings	MI	Henry Ford Macomb Hospital Group	C				Yes	
(5) Onika Insurance Ltd First Caribbean House Grand Cayman CJ	Captive Insurance	CJ	Henry Ford Health System	C				Yes	
(6) HAP Midwest Health Plan Inc 2800 West Grand Boulevard Dearborn, MI 48126 38-3123777	Health Insurance	MI	Health Alliance Plan	C	-10,511,145	209,758,506	100 000 %	Yes	
Administration Systems Research (7) Corporation International 2850 West Grand Boulevard Detroit, MI 48202 38-2651185	Third Party Administrator	MI	Health Alliance Plan	C	2,743,952	13,826,126	66 670 %	Yes	
(8) Henry Ford Physician Network One Ford Place Detroit, MI 48202 32-0306774	Physician Network	MI	Henry Ford Health System	C				Yes	
(9) HAP Community Alliance 2850 West Grand Boulevard Detroit, MI 48202 27-0449055	Management Company	MI	Health Alliance Plan	C			100 000 %	Yes	

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

(a) Name of related organization		(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
(1)	HAP Preferred Inc	Q	6,669,270	Fair market value
(1)	Alliance Health and Life Insurance Company	Q	49,627,910	Fair market value
(2)	Henry Ford Wyandotte Hospital	M	29,141,059	Fair market value
(3)	Henry Ford Macomb Hospital Corporation	M	35,170,058	Fair market value
(4)	Henry Ford Physician Network	M	2,082,188	Fair market value
(5)	Midwest Health Plan Inc	Q	1,446,976	Fair market value
(6)	Administration Systems Research Corporation International	Q	60,000	Fair market value
(7)	Midwest Health Plan Inc	F	10,000,000	Fair market value
(8)	Henry Ford Continuing Care Corporation	M	125,948	Fair market value
(9)	Downriver Center for Oncology	M	33,839	Fair market value
(10)	HAP Preferred Inc	F	6,000,000	Fair market value
(11)	Northwest Detroit Dialysis Center	M	2,587,761	Fair market value
(12)	Macomb Regional Dialysis	M	452,505	Fair market value
(13)	Alliance Health and Life Insurance Company	M	804,198	Fair market value