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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2017

Open to Public Inspection

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public

Information about Form 990 and its instructions is at [www.irs.gov/form990](#)

Department of the Treasury
Internal Revenue Service

A For the 2017 calendar year, or tax year beginning 01-01-2017 , and ending 12-31-2017

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Final return/terminated

☐ Amended return

☐ Application pending

C Name of organization

HEALTH ALLIANCE PLAN OF MICHIGAN

Doing business as

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

Room/suite

2850 WEST GRAND BOULEVARD

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

DETROIT, MI 48202

F Name and address of principal officer

Richard Swift

2850 WEST GRAND BOULEVARD

DETROIT, MI 48202

I Tax-exempt status

☐ 501(c)(3)

☒ 501(c) (4) ◀ (insert no)

☐ 4947(a)(1) or

☐ 527

J Website: ▶ www.hap.org

D Employer identification number

38-2242827

E Telephone number

(313) 664-8559

G Gross receipts \$ 1,862,902,532

H(a) Is this a group return for subordinates?

☐ Yes

☒ No

H(b) Are all subordinates included?

☐ Yes

☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶

K Form of organization

☒ Corporation

☐ Trust

☐ Association

☐ 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 ☐ 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)

4 Number of independent voting members of the governing body (Part VI, line 1b)

5 Total number of individuals employed in calendar year 2017 (Part V, line 2a)

6 Total number of volunteers (estimate if necessary)

7a Total unrelated business revenue from Part VIII, column (C), line 12

7b Net unrelated business taxable income from Form 990-T, line 34

15

12

1,070

109

0

0

Revenue

8 Contributions and grants (Part VIII, line 1h)

9 Program service revenue (Part VIII, line 2g)

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)

Prior Year

0

1,890,707,256

5,962,253

630,834

1,897,300,343

Current Year

0

1,828,171,270

3,663,558

646,092

1,832,480,920

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25) ▶0

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)

19 Revenue less expenses Subtract line 18 from line 12

Prior Year

491,240

1,681,644,499

127,039,170

0

100,204,578

1,909,379,487

-12,079,144

Current Year

513,718

1,641,321,598

76,922,005

0

104,707,430

1,823,464,751

9,016,169

Net Assets or Fund Balances

20 Total assets (Part X, line 16)

21 Total liabilities (Part X, line 26)

22 Net assets or fund balances Subtract line 21 from line 20

Beginning of Current Year

647,542,306

310,780,467

336,761,839

End of Year

678,871,294

335,100,035

343,771,259

Part II Signature Block

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

Sign Here

Signature of officer

Richard Swift CFO

Type or print name and title

2018-11-13

Date

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Lori Boyce

Lori Boyce

P00121981

Firm's name ▶ Deloitte Tax LLP

Firm's EIN ▶ 86-1065772

Firm's address ▶ 200 Renaissance Center Suite 3900

Phone no (313) 396-3000

Detroit, MI 48243

May the IRS discuss this return with the preparer shown above? (see instructions)

☐ Yes

☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2017)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III ☒ **Yes** ☐ **No**

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 \$ 1,794,141,279	including grants of \$ 513,718) (Revenue \$ 1,828,171,270)
	See Additional Data			

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

4e	Total program service expenses	1,794,141,279
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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)? <i>If "Yes," complete Schedule A</i>	1	No
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (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? <i>If "Yes," complete Schedule C, Part I</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? <i>If "Yes," complete Schedule C, Part II</i>	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? <i>If "Yes," complete Schedule C, Part III</i>	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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i> 🗑️	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> 🗑️	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? <i>If "Yes," complete Schedule D, Part IV</i> 🗑️	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> 🗑️	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? <i>If "Yes," complete Schedule D, Part VI</i> 🗑️	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? <i>If "Yes," complete Schedule D, Part VII</i> 🗑️	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? <i>If "Yes," complete Schedule D, Part VIII</i> 🗑️	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? <i>If "Yes," complete Schedule D, Part IX</i> 🗑️	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> 🗑️	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)? <i>If "Yes," complete Schedule D, Part X</i> 🗑️	11f	Yes
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> 🗑️	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> 🗑️	12b	Yes
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	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? <i>If "Yes," complete Schedule F, Parts II and IV</i>	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? <i>If "Yes," complete Schedule F, Parts III and IV</i>	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? <i>If "Yes," complete Schedule G, Part I</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? <i>If "Yes," complete Schedule G, Part II</i>	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	No

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
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>	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>		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>	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>		No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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>		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>		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>		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>		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>		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>		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>	Yes	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		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>		No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		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>		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>		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>	Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	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>	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>		
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>		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	Yes	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	9,664
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	1,070
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		
	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		
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?		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	Yes	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	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?	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?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	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		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?		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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	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	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	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	Yes	
b	Other officers or key employees of the organization	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?		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

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

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

☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records.

Richard Swift 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 ☐

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

Form **990** (2017)

[illegible]

1b Sub-Total			
c Total from continuation sheets to Part VII, Section A			
d Total (add lines 1b and 1c)	5,056,186	5,075,364	1,556,125

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 ► 178

		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

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	7,448,669
Patricia N Harrison, 24416 Crocker Blvd Clinton Twp, MI 80111	Advertising	4,446,570
Sharnosa LLC 28400 NW Hwy Ste 400 Southfield, MI 48034	Building Rent	2,526,123
Trizetto Group Inc 28125 Network Place Chicago, IL 60673	Software support & consulting	2,445,294
Milliman Inc 15800 W Bluemound Rd Ste 100 Brookfield, WI 53005	Consulting	2,382,741

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 ► 106

Part VIII **Statement of Revenue**Check if Schedule O contains a response or note to any line in this Part VIII ☐**Contributions, Gifts, Grants
and Other Similar Amounts**

1a Federated campaigns . . .	1a	
b Membership dues . . .	1b	
c Fundraising events . . .	1c	
d Related organizations	1d	
e Government grants (contributions)	1e	
f All other contributions, gifts, grants, and similar amounts not included above	1f	
g Noncash contributions included in lines 1a-1f \$ _____		
h Total. Add lines 1a-1f ▶		

Program Service Revenue

	Business Code				
2a Health Care Premiums	524114	1,819,163,821	1,819,163,821		
b Health Ins Claims Assessmt	624110	9,007,449	9,007,449		
c _____					
d _____					
e _____					
f All other program service revenue					
g Total. Add lines 2a-2f ▶		1,828,171,270			

Other Revenue

3 Investment income (including dividends, interest, and other similar amounts) ▶		4,485,209			4,485,209
4 Income from investment of tax-exempt bond proceeds ▶					
5 Royalties ▶					
6a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss) ▶					
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	29,599,961				
b Less cost or other basis and sales expenses	29,797,003	624,609			
c Gain or (loss)	-197,042	-624,609			
d Net gain or (loss) ▶			-821,651		-821,651
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		646,092			646,092
e Total. Add lines 11a-11d ▶		646,092			
12 Total revenue. See Instructions ▶		1,832,480,920	1,828,171,270	0	4,309,650

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.	513,718	513,718		
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, line 15 and 16.				
4 Benefits paid to or for members.	1,641,321,598	1,641,321,598		
5 Compensation of current officers, directors, trustees, and key employees.	3,576,939	2,326,798	1,250,141	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	1,948,091	732,511	1,215,580	
7 Other salaries and wages.	56,984,231	53,914,428	3,069,803	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	3,286,211	2,953,595	332,616	
9 Other employee benefits.	3,989,804	3,585,974	403,830	
10 Payroll taxes.	7,136,729	6,414,381	722,348	
11 Fees for services (non-employees):				
a Management.				
b Legal.	2,402,883		2,402,883	
c Accounting.	489,880		489,880	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.	283,876		283,876	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	20,219,922	18,267,755	1,952,167	
12 Advertising and promotion.	16,443,430	16,424,620	18,810	
13 Office expenses.	6,225,744	6,178,165	47,579	
14 Information technology.	14,004,827	13,969,229	35,598	
15 Royalties.				
16 Occupancy.	3,427,947	3,244,753	183,194	
17 Travel.	394,309	345,320	48,989	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	160,168	127,708	32,460	
20 Interest.	2,745,648		2,745,648	
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	13,078,943	10,151,198	2,927,745	
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 ACA TAX	10,821,040	10,821,040		
b Admin Alloc Fees	8,327,613		8,327,613	
c Contingency-Other	1,145,721	34,394	1,111,327	
d Bank Fees	779,263	120	779,143	
e All other expenses	3,756,216	2,813,974	942,242	
25 Total functional expenses. Add lines 1 through 24e.	1,823,464,751	1,794,141,279	29,323,472	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 SheetCheck if Schedule O contains a response or note to any line in this Part IX ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		38,298,819	1	21,504,681
	2	Savings and temporary cash investments		168,754,867	2	244,900,424
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		99,766,854	4	78,279,513
	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		12,643,442	9	5,130,068
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D.	10a	187,011,377		
	b	Less: accumulated depreciation	10b	102,180,724		
	11	Investments—publicly traded securities		114,079,116	11	117,219,818
	12	Investments—other securities. See Part IV, line 11		76,900,117	12	89,458,825
	13	Investments—program-related. See Part IV, line 11			13	
	14	Intangible assets		8,824,212	14	36,459,574
	15	Other assets. See Part IV, line 11		31,380,601	15	1,087,738
16	Total assets. Add lines 1 through 15 (must equal line 34)		647,542,306	16	678,871,294	
Liabilities	17	Accounts payable and accrued expenses		69,383,123	17	86,772,141
	18	Grants payable			18	
	19	Deferred revenue		11,204,332	19	10,318,691
	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		230,193,012	25	238,009,203
	26	Total liabilities. Add lines 17 through 25		310,780,467	26	335,100,035
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		336,761,839	27	343,771,259
	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		336,761,839	33	343,771,259	
34	Total liabilities and net assets/fund balances		647,542,306	34	678,871,294	

Part XI Reconciliation of Net AssetsCheck 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	1,832,480,920
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,823,464,751
3	Revenue less expenses Subtract line 2 from line 1	3	9,016,169
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	336,761,839
5	Net unrealized gains (losses) on investments	5	
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	-2,006,749
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	343,771,259

Part XII Financial Statements and ReportingCheck 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		No
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		

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

Form 990 (2017)

Form 990, Part III, Line 4a:

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 - Small Business Solutions - HMO - EPO o Personal Alliance for Individuals (pre-65) and Families - HMO - PPO o Medicare Solutions for individuals and groups - HAP Senior Plus (HMO) - HAP Senior Plus (HMO-POS) Participating Physicians and Ancillary Providers. HAP's robust provider networks include the leading Michigan doctors, hospitals and health systems: Beaumont, Detroit Medical Center, St. Joseph Mercy, St. John/Providence, Henry Ford Health System, Genesys, McLaren and the University of Michigan. 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 partnerships with Physicians Care Network, CIGNA and NationCare for companies with multiple locations. HAP contracts with urgent care centers, pharmacies and ancillary providers to serve its membership. At the end of 2017, HAP's HMO membership enrollment was 257,944, HAP serviced 3,158,571 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 and Medicare members incurred 33,290 medical/surgical hospital admissions in 2017; this figure includes 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) A team of Personal Service Coordinators are assigned to members during the first two years of membership to help them understand their HAP coverage and navigate the health care system. 2) Online health assessment and digital coaching tools are available through iStrive for Better Health, HAP's digital wellness manager. iStrive is available to HAP members and their covered spouses in their HAP.org account. 3) Member events: HAP's member events help members eat healthfully, get moving, manage a chronic condition and more. 4) Balanced Living member magazine and blog: The award-winning magazine and blog are filled with the latest health and wellness news, tips and answers to your questions by HAP experts, as well as helpful ideas to improve your well-being. 5) Weight management: HAP members enjoy discounts, access to nutritional counseling, doctor-supervised weight loss programs and much more. 6) Tobacco cessation: Ready to quit smoking for good? Our plans including smoking cessation benefits for HMO, POS and Medicare members. 7) HAP's Fitness Challenge: Thinking about running a 5K but that little voice in your head is holding you back? HAP can help members get 5K ready in just nine weeks. All it takes is 30 minutes per day, three days per week. 8) Global Emergency Services and Identity 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. 9) Restore programs help members take care of their daily health needs, manage their doctor's plan of care and improve their quality of life. There are three unique programs under Restore: Restore CareTrack helps members manage their chronic conditions, Restore Case Management helps members who need extensive help coordinating their care, and Restore Comfort and Palliative Care helps members managing terminal illnesses. 9) Behavioral health: Our dedicated team of professionals matches members with mental health and addiction resources and monitors their care throughout treatment. 10) 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. 11) 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. 12) HAP Member Discounts-members receive valuable money-saving discounts and extras on a variety of health-and-wellness related activities and venues. 13) Quarterly member wellness challenges are designed to engage members in friendly 'competition' to improve healthy behaviors like physical activity, nutrition, and stress management. 14) Maternity Resources: Planning your pregnancy or expecting? We'll help you get the most from your health plan, and stay healthy during your journey, so you can focus on what's most important: your expanding family. Community Stewardship: HAP supports many community organizations in a variety of ways. Examples of organizations we support regularly (through both financial support and employee volunteerism) include the Detroit Urban League, Orchards Children's Services and domestic violence shelters HAVEN, Humble Design, Playworks of Michigan, Forgotten Harvest, and Turning Point. In 2017 HAP employees contributed 2,592 volunteer hours to community service. 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. Over 200 members took advantage of this program in 2017. Splash Bash: After learning that Detroit residents were not taking advantage of available aquatic recreational opportunities, HAP launched a free water aerobics program - Splash Bash - that gives adults free access to water aerobics classes in partnership with local community health and recreation centers with adequate aquatic facilities. In 2017, over 7,482 people participated in this program around metro Detroit and Flint. Enhance Fitness: HAP partners with the National Kidney Foundation of Michigan to bring Enhance Fitness to the community through partnerships with local community health and recreation centers. 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. In 2017, over 1,600 community members participated in this program around metro Detroit and Flint. 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 2017, HAP matched \$3,200 in employee donations to 12 community organizations: National Kidney Foundation (NKF) Kidney Walk. In 2017, HAP walkers and volunteers raised approximately \$20,000 to support the NKF's efforts to combat kidney disease and diabetes. On Your Mark youth fitness camps were provided to 2 Detroit community center locations to help support their summer camp programs. Over 750 Detroit youth took part in boot camp-style fitness programs focused on team building and leading healthier lifestyles.

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
Rosalind E Denning Director (Part Year Thru 11/2017)	1 00 0 00	X						0	0	0
Shari L Burgess Director- Chair	2 00 2 00	X		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
Marquerite S Rigby Director	1 00 0 00	X						0	0	0
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

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			
Susanne M Mitchell Director	1 00 0 00	X						0	0	0
Michelle B Schreiber MD Director	1 00 60 00	X						0	580,411	57,136
James G Vella Director	1 00 0 00	X						0	0	0
Teresa L Kline President & CEO	55 00 7 00	X						0	988,890	150,167
Raymond C Lope Director	1 00 1 00	X						0	0	0
Wright L Lassiter III Director	1 00 64 00	X		X				0	2,592,326	736,032
Annmarie Erikson Assistant Secretary (Started 1/2017)	2 00 63 00			X				0	206,327	37,518
Michael Genord MD CMO (Part Year Started 2/2017)	55 00 5 00			X				610,110	0	43,494
Richard E Swift Treasurer/CFO (Started 1/2017)	55 00 5 00			X				0	0	0
Todd Hutchison Treasurer/CFO (Thru 1/2017)	55 00 5 00			X				410,665	0	40,358

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 (Thru 6/2017)	55 00 5 00			X				252,760	0	25,045
Michelle Johnson Tidjani Esq Secretary (Started 6/2017)	2 00 63 00			X				0	311,027	61,243
Michael Treash SVP & COO (Part Year Started 7/2017)	55 00 5 00			X				183,762	0	12,012
Naim Munir MD CMO (Part Year Thru 2/2017)	55 00 5 00				X			553,585	0	11,169
Mary Ann Tournoux Sr VP & Chief Marketing Of	55 00 5 00				X			587,488	0	45,291
Annette M Marcath VP & Chief Information Off	55 00 5 00				X			321,871	0	51,128
Matthew M Walsh SVP & COO (Part Year Thru 4/2017)	55 00 5 00				X			319,603	0	15,911
Balakrishna Pai MD VP- Quality & Disease Mgmt	60 00 0 00					X		402,161	0	43,578
John D Calabria MD Sr Medical Director	60 00 0 00					X		321,760	0	24,226
Mark Hall VP- Sales	60 00 0 00					X		289,752	0	30,555

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			
Charles Bloom VP- Utilization Mangement	60 00 0 00					X		274,084	0	30,244
Lori Rund VP- Prod Mgmt & Mrkt Intignce	60 00 0 00					X		269,758	0	43,416
Edith L Eisenmann Secretary (Thru 1/2017)	0 00 40 00						X	0	132,557	1,107
Derick Adams Former VP Human Resources	20 00 40 00						X	0	263,826	51,640
Dianna L Ronan Former Treasurer	55 00 5 00						X	258,827	0	44,855

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SCHEDULE D

(Form 990)

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

2017

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

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

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

(a) Donor advised funds

(b) Funds and other accounts

5

Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?

☐ Yes

☐ No

6

Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

☐ Yes

☐ No

Part II

Conservation Easements.

Complete if the organization answered "Yes" 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)

☐ Preservation of an historically important land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☐ Preservation of open space

2

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

2a

Total number of conservation easements

2b

Total acreage restricted by conservation easements

2c

Number of conservation easements on a certified historic structure included in (a)

2d

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

1b

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

► \$

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2017

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" on Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	(c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2

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

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Temporarily restricted endowment ▶

The percentages 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

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

If "Yes" on 3a(ii), are the related organizations listed as required on Schedule R?

3b

Yes

No

Part VI

Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		851,336		851,336
b Buildings		10,952,329	5,586,011	5,366,318
c Leasehold improvements		14,874,815	8,290,120	6,584,695
d Equipment		27,499,045	16,124,733	11,374,312
e Other		132,833,852	72,179,860	60,653,992
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				84,830,653

Schedule D (Form 990) 2017

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	7,798,426	C
(B) Alliance Health & Life Insurance Co	42,119,821	C
(C) Midwest	26,903,768	C
(D) ASR	12,636,810	C
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	89,458,825	

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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

Part IX

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)	

Part X

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
Medical Claims	159,534,356
Capital Lease	4,251,383
Pension	27,244,177
Note Payable	19,166,666
Capitation Payable	27,812,621
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	238,009,203

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
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

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

Supplemental 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, 2017 and 2016.

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As Filed Data -

DLN: 93493317081678

Schedule I
(Form 990)

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States
Complete if the organization answered "Yes," on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.
▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047
2017
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

General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☐ Yes ☒ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) See Additional Data							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 20

3 Enter total number of other organizations listed in the line 1 table 4

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 noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

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)	127,208				Organizational Support
Leadership Oakland 4555 Investment Dr Suite 302 Troy, MI 48098	38-3390575	501 (c)(3)	8,500				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
100 Black Men One Ford Place Detroit, MI 48202	38-3124115	501 (c)(3)	5,000				Organizational Support
Crim Fitness Foundation Inc 452 S Saginaw Street Suite 1 Flint, MI 48502	38-2595169	501 (c)(3)	82,500				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
Detroit Urban League 208 Mack Avenue Detroit, MI 48201	38-1358387	501 (c)(3)	9,000				Organizational Support
Flint Cultural Center Corp 601 E Second St Flint, MI 48503	38-6089075	501 (c)(3)	45,000				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
City of Detroit 18100 Meyers Detroit, MI 48234	38-6004606	115 Goverment	5,000				Organizational Support
Economic Club of Detroit 211 West Fort St 710 Detroit, MI 48226	38-0508823	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
							Organizational Support
Whaley Childrens Center 1201 N Grand Traverse Flint, MI 48503	38-1358235	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
							Organizational Support
Michigan Wellness Co 2125 Butterfield Dr Troy, MI 48084	46-0825218	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
Spaulding for Children 16250 Northland Dr Ste 120 Southfield, MI 48075	38-1871660	501 (c)(3)	5,000				Organizational Support
	38-6028429						

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
Humble Design Inc 180 N Saginaw Pontiac, MI 48342	27-0410088	501 (c)(3)	8,000				Organizational Support
Judson Center Inc 4410 W 13 Mile Rd Royal Oak, MI 48073	38-1359084	501 (c)(3)	8,000				Organizational Support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC 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 Red Cross 100 Mack Ave PO Box 44110 Detroit, MI 482440110	53-0196605	501 (c)(3)	5,000				Organizational Support
Focus Hope 1355 Oakman Blvd Detroit, MI 482382849	38-1948285	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
Juvenile Diabetes Research Foundation International 26 Broadway 15th FL New York, NY 10004	23-1907729	501 (c)(3)	5,000				Organizational Support
Leukemia & Lymphoma Society Inc 1471 E 12 Mile Rd Madison Heights, MI 48071	13-5644916	501 (c)(3)	5,025				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 Fitness Foundation 32031 Townley Madison Heights, MI 48071	38-3838904	501 (c)(3)	5,000				Organizational Support
Oak Apple Inc 2292 Norton Rd Rochester Hills, MI 48307	20-5076390	501 (c)(3)	5,000				Organizational Support

Form 990, Schedule I, Part II, Grants and Other Assistance to Domestic Organizations and Domestic Governments.							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Regents Of The University Of Michigan 303 Kearsley St Flint, MI 48502	38-6006309	115 Goverment	7,346				Organizational Support

Schedule J (Form 990)	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 <div style="font-size: 2em; font-weight: bold; text-align: center;">2017</div> <div style="background-color: black; color: white; text-align: center; padding: 5px;"> Open to Public Inspection </div>	
	Department of the Treasury Internal Revenue Service		
	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 style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input checked="" type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account </div> <div> <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <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	1b Yes	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2 Yes	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III		
<div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations </div> <div> <input type="checkbox"/> Written employment contract <input type="checkbox"/> Compensation survey or study <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?	4a Yes	
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b Yes	
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III	4c	No
Only 501(c)(3), 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?	5a	No
b Any related organization? If "Yes," on line 5a or 5b, describe in Part III	5b	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?	6a	No
b Any related organization? If "Yes," on line 6a or 6b, describe in Part III	6b	No
7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	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	8	No
9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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.

[illegible]

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. Certain members of the organization's senior leadership received gross-up payments in regards to the supplemental executive retirement SERP 457 (f) plan.
Part I, Line 3	The Chief Executive Officer for Health Alliance Plan is an employee of Henry Ford Health System, HAP's parent company. Henry Ford Health System has a Compensation Committee of the Board of Trustees consisting of all independent trustees. The committee meets throughout the year and is charged with the approval of the organization's overall compensation and benefit programs as well as the specific review and approval of the compensation of certain employees including the Chief Executive Officer of HAP. The committee directly engages an independent compensation advisor to assist with this process. The process includes evaluation of the individual's performance, utilization of compensation studies of similarly situated positions as well as comparisons to compensation as reported by other health care organizations. The reasonableness of compensation is evaluated based upon these and other factors.
Part I, Lines 4a-b	Part I- 4a Severance Payments. Naim Munir, M D \$225,001. 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 and or key employees of the company. 4b HAP SERP 457(f) PLAN Participant Accrual Distribution Non-Vested Reportable W-2 Mary Ann Tournoux 9,725 - - 9,725 Annette Marcath 4,262 - - 4,262 Dan E Champney 31 - - 31 Michael Genord - - 5,298 - Naim Munir - - 268 - 4b HFHS SERP 457(f) PLAN Participant Accrual Distribution Non-Vested Reportable W-2 Wright L Lassiter III - - 687,676 - Teresa L Kline - - 117,025 - Michelle Johnson Tidjani - - 34,861 - 4b HFHS Nonqualified 457(b) PLAN Employee Employer Medicare Reportable 2017 Contr 2017 Contr Tax gross-Up W-2 Amounts Wright L Lassiter III - 18,000 433 18,433 Michelle Schriber - 8,343 201 8,544 Michelle Johnson Tidjani - 658 16 674 Teresa L Kline - 18,000 433 18,433

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				
1Michelle B Schreiber MD Director	(i)	0	0	0	0	0	0	0
	(ii)	421,670	144,654	14,087	26,001	31,135	637,547	0
1Teresa L Kline President & CEO	(i)	0	0	0	0	0	0	0
	(ii)	794,732	175,725	18,433	140,326	9,841	1,139,057	0
2Wright L Lassiter III Director	(i)	0	0	0	0	0	0	0
	(ii)	1,465,486	1,098,370	28,470	710,977	25,055	3,328,358	0
3Annmarie Erikson Assistant Secretary (Started 1/2017)	(i)	0	0	0	0	0	0	0
	(ii)	205,099	0	1,228	16,875	20,643	243,845	0
4Michael Genord MD CMO (Part Year Started 2/2017)	(i)	457,420	152,690	0	18,797	24,697	653,604	0
	(ii)	0	0	0	0	0	0	0
5Todd Hutchison Treasurer/CFO (Thru 1/2017)	(i)	296,712	112,693	1,260	16,184	24,174	451,023	0
	(ii)	0	0	0	0	0	0	0
6Dan E Champney Assistant Secretary (Thru 6/2017)	(i)	182,407	61,725	8,628	15,152	9,893	277,805	0
	(ii)	0	0	0	0	0	0	0
7Michelle Johnson Tidjani Esq Secretary (Started 6/2017)	(i)	0	0	0	0	0	0	0
	(ii)	287,416	0	23,611	51,549	9,694	372,270	0
8Michael Treash SVP & COO (Part Year Started 7/2017)	(i)	118,762	65,000	0	2,137	9,875	195,774	0
	(ii)	0	0	0	0	0	0	0
9Naim Munir MD CMO (Part Year Thru 2/2017)	(i)	62,984	264,846	225,755	7,128	4,041	564,754	0
	(ii)	0	0	0	0	0	0	0
10Mary Ann Tournoux Sr VP & Chief Marketing Of	(i)	345,478	223,961	18,049	21,299	23,992	632,779	0
	(ii)	0	0	0	0	0	0	0
11Annette M Marcath VP & Chief Information Off	(i)	229,368	70,543	21,960	26,172	24,956	372,999	0
	(ii)	0	0	0	0	0	0	0
12Matthew M Walsh SVP & COO (Part Year Thru 4/2017)	(i)	87,258	218,675	13,670	10,016	5,895	335,514	0
	(ii)	0	0	0	0	0	0	0
13Balakrishna Pai MD VP- Quality & Disease Mgmt	(i)	283,660	95,501	23,000	25,606	17,972	445,739	0
	(ii)	0	0	0	0	0	0	0
14John D Calabria MD Sr Medical Director	(i)	232,378	64,210	25,172	19,744	4,482	345,986	0
	(ii)	0	0	0	0	0	0	0
15Mark Hall VP- Sales	(i)	194,661	92,269	2,822	19,924	10,631	320,307	0
	(ii)	0	0	0	0	0	0	0
16Charles Bloom VP- Utilization Mangement	(i)	249,490	0	24,594	5,716	24,528	304,328	0
	(ii)	0	0	0	0	0	0	0
17Lori Rund VP- Prod Mgmt & Mrkt Intignce	(i)	232,453	35,427	1,878	15,894	27,522	313,174	0
	(ii)	0	0	0	0	0	0	0
18Edith L Eisenmann Secretary (Thru 1/2017)	(i)	0	0	0	0	0	0	0
	(ii)	7,521	124,202	834	624	483	133,664	0
19Derick Adams Former VP Human Resources	(i)	0	0	0	0	0	0	0
	(ii)	208,679	50,615	4,532	19,199	32,441	315,466	0

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees								
(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
21Dianna L Ronan Former Treasurer	(i)	206,033	48,467	4,327	18,506	26,349	303,682	0
	(ii)	0	0	0	0	0	0	0

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

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

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

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

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

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

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a, or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(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) Medwise Partners	See Below	963,044	See Below		No

Part V Supplemental Information

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

Return Reference	Explanation
Schedule L, Part IV - Business Transactions Involving Interested Persons	(A) Name Of Person Medwise Consulting Partners Inc (B) Relationship Between Interested Person and Organization Owner/Officer(D) Description Of Transaction Provided Management And Consulting Services

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

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

2017

Open to Public Inspection

Employer identification number

38-2242827

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 3	<p>Officers of the organization are employed by an unrelated third-party management company. The organization delegated control over management duties customarily performed by or under the direct supervision of officers or key employees to Medwise Consulting Partners Inc , an unrelated third-party management company. Medwise Consulting Partners Inc ,assigned specific employees to serve in the capacity of Chief Financial Officer/Treasurer of the organization. The following officer, reported of from 990, Part VII, Section A, was employed by Medwise Consulting Partners Inc , and received the accompanying compensation from the management company during the calendar year: Richard E Swift, Chief Financial Officer/Treasurer.</p> <p>A Regular Compensation- \$582,725 B Travel Reimbursement- \$90,749</p>

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 7a	<p>The HAP Board of Directors is comprised of sixteen 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>

990 Schedule O, Supplemental Information

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

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 11b	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

990 Schedule O, Supplemental Information

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 follows-up on any identified conflicts All conflicts are reported to the HAP Board of Directors' Audit Committee, and the President and CEO for review and resolution All Directors and Officers are required, under the policy, to report to the Compliance Officer any conflicts that may arise during the year Violations of the Conflicts of Interest Policy - The board determines if the member has in fact failed to disclose an actual or possible conflict of interest and it shall take appropriate disciplinary and corrective action</p>

990 Schedule O, Supplemental Information

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>

990 Schedule O, Supplemental Information

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 Bylaws, Articles of Incorporation, and financial statements are submitted to the Michigan Office of Financial and Insurance Regulations They are available to the public through a Freedom of Information Act request to this agency Also, financial statements, conflict of interest policy and governing documents are available upon request for the same period of 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>

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part XI, line 9	HAP Pension Adjustment -838,792 HAP Trading Value Securities Adjustment 1,742,149 Allian ce Health & Life Insurance Co Net Income -10,056,815 Midwest Health Plan, Inc Net Incom e 1,047,853 Administration Systems Research Corporation Net Income 4,404,538 HAP Preferr ed Net Income 1,693,808 Misc Adjustment 510

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XII - LINE 2C	Health Alliance Plan of Michigan is included in the consolidated financial statements of Henry Ford Health System. The governing body of HFHS has delegated the oversight of the financial statements, including the choice of independent auditors, to its audit committee.

990 Schedule O, Supplemental Information

Return Reference	Explanation
PART IV, LINE 12	The Organization is an element of the external audit report obtained for the consolidated operations of Henry Ford Health System

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VII	<p>Average hours per week devoted to related organizations Many executive employees of Henry Ford Health System and affiliates provide services to multiple affiliated entities Henry Ford Health System and affiliates use estimates for reporting average hours per week in all sections of Form 990 Generally 60 hours are reported for the hours associated for the organization that the individual has principal responsibility for Hours associated with other hospitals or affiliates are reported at between 1 to 5 hours per week</p>

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Related Organizations and Unrelated Partnerships

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

OMB No 1545-0047

2017

Open to Public Inspection

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.

See Additional Data Table

(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

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	
(3) Foote Health Care Associates 1100 E Michigan Avenue Jackson, MI 49201 38-3017711	Lessor of Medical Condominiums	MI	Henry Ford Allegiance Health Group	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		No
1b		No
1c	Yes	
1d		No
1e	Yes	
1f		No
1g		No
1h		No
1i		No
1j	Yes	
1k		No
1l	Yes	
1m	Yes	
1n	Yes	
1o		No
1p	Yes	
1q	Yes	
1r	Yes	
1s		No

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

See Additional Data Table

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

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 1D & 1E	The organization, as a Designated Affiliate, is a member of the Henry Ford Health System Credit Group. Members of the Credit Group are jointly and severally liable for outstanding obligations issued under the 2016 HFHS Bond Master Indenture.

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.



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
One Ford Place Detroit, MI 48202 38-1357020	Healthcare Service Provider	MI	501(c)(3)	Line 3	N/A		No
One Ford Place Detroit, MI 48202 38-2947657	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Health System	Yes	
One Ford Place Detroit, MI 48202 23-7383042	Supporting Organization	MI	501(c)(3)	Line 12a, I	Henry Ford Health System	Yes	
2333 Biddle Ave Wyandotte, MI 48192 38-2791823	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Health System	Yes	
One Ford Place Detroit, MI 48202 38-6553031	Malpractice Insurance	MI	501(c)(4)	N/A	Henry Ford Health System	Yes	
205 N East Avenue Jackson, MI 49201 38-2756428	Healthcare Service Provider	MI	501(c)(3)	Line 12b, II	Henry Ford Health System	Yes	
One Ford Place Detroit, MI 48202 38-2433285	Nursing Homes	MI	501(c)(3)	Line 10	Henry Ford Health System	Yes	
One Ford Place Detroit, MI 48202 90-0840304	Scientific Research	MI	501(c)(3)	Line 7	Henry Ford Health System	Yes	
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	
205 N East Avenue Jackson, MI 49201 38-3607833	Supporting Organization	MI	501(c)(3)	Line 12b, II	Henry Ford Allegiance Health Group	Yes	
205 N East Avenue Jackson, MI 49201 38-2336367	Hospice Care	MI	501(c)(3)	Line 7	Healthlink	Yes	
One Jackson Square Jackson, MI 49201 38-3422146	Supporting Organization	MI	501(c)(3)	Line 12b, II	Allegiance Hospice	Yes	
205 N East Avenue Jackson, MI 49201 38-2756425	Home Health Care	MI	501(c)(3)	Line 12a, I	Henry Ford Allegiance Health Group	Yes	
205 N East Avenue Jackson, MI 49201 38-6082835	Supporting Organization	MI	501(c)(3)	Line 7	Henry Ford Allegiance Health Group	Yes	
110 North Elm Avenue Jackson, MI 49201 38-1218485	Long Term Acute Hospital	MI	501(c)(3)	Line 3	Henry Ford Allegiance Health Group	Yes	
205 N East Avenue Jackson, MI 49201 38-2027689	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Allegiance Health Group	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
Alliance Health and Life Insurance Company 2850 West Grand Boulevard Detroit, MI 48202 38-3291563	Health Insurance	MI	Health Alliance Plan	C	368,236,213	135,113,859	100 000 %	Yes	
HAP Preferred Inc 2850 West Grand Boulevard Detroit, MI 48202 38-2513504	Provider Network Leasing	MI	Health Alliance Plan	C	11,117,640	9,766,237	100 000 %	Yes	
Sha Realty Inc One Ford Place Detroit, MI 48202 38-1378121	Recreational Service - Golfing	MI	Henry Ford Health System	C				Yes	
Fairlane Health Services 30100 Telegraph Bingham Farms, MI 48025 38-2565235	Healthcare Management	MI	Henry Ford Health System	C				Yes	
Onika Insurance Ltd First Carribean House Grand Cayman CJ	Captive Insurance	CJ	Henry Ford Health System	C				Yes	
HAP Midwest Health Plan Inc 2800 West Grand Boulevard Dearborn, MI 48126 38-3123777	Health Insurance	MI	Health Alliance Plan	C	115,687,388	54,824,296	100 000 %	Yes	
Administration Systems Research Corporation International 2850 West Grand Boulevard Detroit, MI 48202 38-2651185	Third Party Administrator	MI	Health Alliance Plan	C	39,047,015	27,937,868	100 000 %	Yes	
Henry Ford Physician Network One Ford Place Detroit, MI 48202 32-0306774	Physician Network	MI	Henry Ford Health System	C				Yes	
HAP Community Alliance 2850 West Grand Boulevard Detroit, MI 48202 27-0449055	Management Company	MI	Health Alliance Plan	C			100 000 %	Yes	
Viking Health System Inc 205 N East Avenue Jackson, MI 49201 38-2756161	Healthcare Admin Corporation	MI	Henry Ford Allegiance Health	C				Yes	
Cascades Insurance Company LTD 205 N East Avenue Jackson, MI 49201 98-1132982	Hospital Malpractice Insurance Captive	CJ	Henry Ford Allegiance Health	C				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
WA Foote Memorial Hospital	M	1,135,274	Fair market value
Henry Ford Wyandotte Hospital	M	29,617,658	Fair market value
Henry Ford Macomb Hospital Corporation	M	38,837,099	Fair market value
Alliance Health & Life Insurance Company	M	977,985	Fair market value
Northwest Detroit Dialysis Center	M	2,974,915	Fair market value
Macomb Regional Dialysis	M	296,938	Fair market value
Alliance Health & Life Insurance Company	Q	64,940,339	Fair market value
HAP PreferredInc	Q	8,056,427	Fair market value
HAP Midwest Health Plan	Q	2,786,269	Fair market value
Administrative Systems Research	Q	60,000	Fair market value