

For Paperwork Reduction Act Notice, see the separate instructions. Cat No 11282Y Form **990** (2018)

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 \$ 1,453,663,121	including grants of \$ 574,457	(Revenue \$ 1,468,005,511)
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 \$)
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4e	Total program service expenses	1,453,663,121
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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)? If "Yes," complete Schedule A	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	No
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10	No
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II 	21 Yes	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III 	22	No

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax 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	9,345
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	1,305	2b	Yes	
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		
15 Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If "Yes," see instructions and file Form 4720, Schedule N				15	Yes	
16 Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If "Yes," complete Form 4720, Schedule O				16		No

Part VI

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

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

Section A. Governing Body and Management

		Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a 18		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b Enter the number of voting members included in line 1a, above, who are independent	1b 14		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	Yes	
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6 Did the organization have members or stockholders?	6	Yes	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	Yes	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	Yes	
b Each committee with authority to act on behalf of the governing body?	8b	Yes	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.	9		No

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

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

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024-A 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.
 ►Laurie Doran 2850 West Grand Boulevard Detroit, MI 48202 (313) 664-8130

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

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

□

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

● List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

● List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

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

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

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

[illegible]

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

[illegible]

1b Sub-Total			
c Total from continuation sheets to Part VII, Section A			
d Total (add lines 1b and 1c)	4,812,813	6,743,212	1,609,675

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 ► 193

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

Section B. Independent Contractors

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

(A)	(B)	(C)
Name and business address	Description of services	Compensation
Accenture LLP PO Box 70629 Chicago, IL 60673	Software support & consulting	7,543,553
Patricia N Harrison, 24416 Crocker Blvd Clinton Twp, MI 80111	Advertising	3,723,414
Sharnosa LLC 28400 NW Hwy Ste 400 Southfield, MI 48034	Building Rent	2,784,392
Optuminsight Inc 28125 Network Place Chicago, IL 60673	Software support & consulting	2,515,053
Medwise Consulting Partners Inc 10632 N Scottsdale Rd B489 Scottsdale, AZ 85254	Executives Fees/Expenses	2,189,348

<p>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 ► 138</p>	
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Form 990 (2018)		Page 9					
Part VIII		Statement of Revenue					
Check if Schedule O contains a response or note to any line in this Part VIII							
		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514		
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a - 1f \$						
	h Total. Add lines 1a-1f						
Program Service Revenue			Business Code				
	2a Health Care Premiums	524114	1,463,583,028	1,463,583,028			
	b Hlth Ins Claims Assessmt	624110	4,422,483	4,422,483			
	c						
	d						
	e						
	f All other program service revenue						
	9 Total. Add lines 2a-2f		1,468,005,511				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		5,808,851			5,808,851	
	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			
	b Less cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
	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			756,207		756,207		
e Total. Add lines 11a-11d			756,207				
12 Total revenue. See Instructions			1,473,964,679	1,468,005,511	0	5,959,168	

Form 990 (2018)

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.	574,457	574,457		
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.	1,298,593,511	1,298,593,511		
5 Compensation of current officers, directors, trustees, and key employees.	4,057,515	2,654,798	1,402,717	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	669,813	350,133	319,680	
7 Other salaries and wages.	34,567,394	30,906,191	3,661,203	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	11,318,724	10,404,368	914,356	
9 Other employee benefits.	4,391,246	4,036,510	354,736	
10 Payroll taxes.	7,058,608	6,488,396	570,212	
11 Fees for services (non-employees):				
a Management.				
b Legal.	6,489,706		6,489,706	
c Accounting.	487,258		487,258	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.	317,615		317,615	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	24,826,238	21,577,969	3,248,269	
12 Advertising and promotion.	16,600,079	16,552,807	47,272	
13 Office expenses.	6,021,458	5,959,194	62,264	
14 Information technology.	13,814,238	13,809,534	4,704	
15 Royalties.				
16 Occupancy.	5,175,377	4,883,174	292,203	
17 Travel.	468,077	405,539	62,538	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	163,778	143,868	19,910	
20 Interest.	1,603,154		1,603,154	
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	14,092,178	11,053,263	3,038,915	
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	24,056,165	24,056,165		
b Admin Alloc Fees	5,824,518		5,824,518	
c Eqp Rep / Maint	716,534	633,530	83,004	
d Bank Fees	424,432	424,352	80	
e All other expenses	1,111,177	155,362	955,815	
25 Total functional expenses. Add lines 1 through 24e.	1,483,423,250	1,453,663,121	29,760,129	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	21,504,681	1	22,458,637
	2 Savings and temporary cash investments	244,900,424	2	196,124,093
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	78,279,513	4	72,856,000
	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	5,130,068	9	5,220,526
	10a Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a 186,896,949		
	b Less: accumulated depreciation	10b 116,431,935		
		84,830,653	10c	70,465,014
	11 Investments—publicly traded securities	117,219,818	11	114,823,092
	12 Investments—other securities. See Part IV, line 11	89,458,825	12	97,036,872
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets	36,459,574	14	33,714,335
15 Other assets. See Part IV, line 11	1,087,738	15	1,329,436	
16 Total assets. Add lines 1 through 15 (must equal line 34)	678,871,294	16	614,028,005	
Liabilities	17 Accounts payable and accrued expenses	86,772,141	17	71,257,363
	18 Grants payable		18	
	19 Deferred revenue	10,318,691	19	9,948,725
	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	238,009,203	25	178,018,527
	26 Total liabilities. Add lines 17 through 25	335,100,035	26	259,224,615
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	343,771,259	27	354,803,390
	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	343,771,259	33	354,803,390	
34 Total liabilities and net assets/fund balances	678,871,294	34	614,028,005	

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	1,473,964,679
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,483,423,250
3	Revenue less expenses Subtract line 2 from line 1	3	-9,458,571
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	343,771,259
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	20,490,702
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	354,803,390

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	Yes	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Additional Data

Software ID:

Software Version:

EIN: 38-2242827

Name: HEALTH ALLIANCE PLAN OF MICHIGAN

Form 990 (2018)

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 seven distinct product portfolios: o Large and Small 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 network includes 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 2018, HAP's HMO membership enrollment was 180,860, HAP serviced 2,235,950 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 22,495 medical/surgical hospital admissions in 2018, 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 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) Global Emergency Services and Identify Theft Protection through Assist America: Urgent care and emergency services are covered worldwide. Our contract with Assist America provides a full range of emergency medical services to help with difficulties while traveling 100+ miles away from home, or abroad, and free identity theft protection. 8) Restore 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 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 organizations and programs that promote the health and wellbeing of the communities we serve by sponsoring fundraising events, dinners, galas, golf outings, 5K runs/walks, and other types of events. Establishing and managing relationships with non-profit organizations is an important part of the work being done by community outreach leading to recognition, business leads, and community brand recognition with over 150 organizations that engage with HAP in this way each year. Organizations we support regularly through both financial support and employee volunteerism include the Detroit Urban League, Big Brothers Big Sisters, Orchards Children's Services, Angels of Hope, Humble Design, PlayWorks of Michigan, Forgotten Harvest, The Food Bank of Eastern Michigan and Turning Point. In 2018 HAP employees contributed over 2,500 volunteer hours to community service. Signature Community Programs: Non-profit Board Service: HAP leaders and employees are encouraged to serve on the boards and committees of non-profit community organizations. Monetary support is offered to organizations where board positions are held on an annual basis, at the discretion of the sitting board member. Life Remodeled - 6-Day Project: HAP employee volunteers assist with this effort to clear blighted alleyways within a four-square mile geography surrounding the Duffee Innovation Society in Detroit. American Heart Association Heart and Stroke Walk: In 2018, HAP walkers and volunteers raised over \$25,000 to support the AHA's efforts to combat heart disease and stroke, culminating in a 3-mile walk on the campus of Wayne State University CrimFit Training Program. HAP members receive discounted registration for this 15-week guided training program designed for participants of all ages and fitness levels to help them prepare for the CrimFit 10 Mile, Half CrimFit 5 Mile, or 5K races held each August in Flint. The program consists of a weekly training session and monthly training calendars to guide participants along the way and includes race registration. Empowering Flint: This campaign is designed to inform and support mid-Michigan residents eligible for Medicaid. HAP partners with agencies that provide resources for low income residents and the homeless to improve quality of life and assist with the attainment of health insurance coverage.

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 W Beatty Director	1 00 0 00	X						0	0	0
Jeffrey A Chaffkin Director (Start 1/2018)	1 00 0 00	X						0	0	0
Shari L Burgess Director- Chair	2 00 4 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	579,684	57,833
Jacalyn S Goforth Director	1 00 0 00	X						0	0	0
Teresa L Kline Director/President & CEO	53 00 12 00	X		X				0	1,294,932	219,202
Raymond C Lope Director	1 00 0 00	X						0	0	0
John Gorman Director(Start 1/2018)	1 00 0 00	X						0	0	0
Wright L Lassiter III Director	1 00 64 00	X						0	2,987,446	582,465
Adnan R Munkarah MD Director	1 00 63 00	X						0	923,523	55,624
Annmari Erickson Assistant Secretary (Thru 6/2018)	0 00 60 00			X				0	223,356	20,865
Richard E Swift Treasurer/CFO	55 00 5 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			
Michelle Johnson Tidjani Esq Secretary	2 00 63 00			X				0	722,678	134,641
William R Barnes Assistant Secretary	55 00 5 00			X				262,073	0	18,167
Michael Genord MD Chief Medical Officer	55 00 5 00				X			664,585	0	83,571
Mary Ann Tournoux Chief Marketing Officer(Thru 4/2018)	55 00 5 00				X			387,304	0	19,540
Annette M Marcath VP & Chief Information Off	55 00 5 00				X			320,945	0	45,771
K Michael Treash SVP & COO	55 00 5 00				X			333,113	0	40,386
Margaret M Anderson SVP- Chief Sales & Marketing Officer	55 00 5 00				X			184,537	0	4,728
Balakrishna Pai MD VP- Quality & Disease Mgmt	60 00 0 00					X		403,800	0	43,093
John D Calabria MD Sr Medical Director	60 00 0 00					X		322,701	0	24,200
Charles Bloom VP- Utilization Mangement	60 00 0 00					X		389,046	0	32,321

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			
Lori Rund VP- Prod Mgmt & Mrkt	60 00 0 00					X		289,915	0	45,560
Peter Watson MD VP-Care Mgmt & Outcomes	60 00 0 00					X		401,963	11,593	43,596
Todd Hutchison Former Treasurer/CFO	55 00 5 00						X	312,660	0	37,473
Derick Adams Former VP Human Resources	20 00 40 00						X	267,916	0	54,446
Dianna L Ronan Former Treasurer	55 00 5 00						X	272,255	0	46,193

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
► Attach to Form 990.
► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.
Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		

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

☐ 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

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

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

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

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

☐ Yes ☐ No

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

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.
Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenue included on Form 990, Part VIII, line 1

► \$

(ii) Assets included in Form 990, Part X

► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenue included on Form 990, Part VIII, line 1

► \$

b Assets included in Form 990, Part X

► \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a** ☐ Public exhibition
- b** ☐ Scholarly research
- c** ☐ Preservation for future generations
- d** ☐ Loan or exchange programs
- e** ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

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

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? . . . ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

Part V Endowment Funds. Complete if the organization answered "Yes" 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

(ii) related organizations

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

	Yes	No
3a(i)		
3a(ii)		
3b		

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" 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		8,567,873	5,047,614	3,520,259
c Leasehold improvements		7,277,939	5,557,360	1,720,579
d Equipment		31,064,211	19,221,290	11,842,921
e Other		139,135,590	86,605,671	52,529,919
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				70,465,014

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	10,438,428	C
(B) Alliance Health & Life Insurance Co	53,747,685	C
(C) Midwest	21,408,621	C
(D) ASR	11,442,138	C
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶	97,036,872	

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	125,885,739
Capital Lease	272,594
Pension	22,839,868
Note Payable	14,166,666
Capitation Payable	14,853,660
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	178,018,527

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, 2018 and 2017.

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

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 18

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

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 Of Michigan 1900 E Jefferson 222 Detroit, MI 48207	38-1559941	501 (c)(3)	61,209				Organizational/Community Support
American Heart Association Inc 7272 Greenville Avenue Dallas, TX 75231	13-5613797	501 (c)(3)	18,239				Organizational/Community 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)	6,000				Organizational/Community Support
Crim Fitness Foundation Inc 452 S Saginaw Street Suite 1 Flint, MI 48502	38-2595169	501 (c)(3)	85,500				Organizational/Community 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
Flint Cultural Center Corp 1221 E Kearsley St Flint, MI 48503	38-6089075	501 (c)(3)	43,524				Organizational/Community Support
Economic Club of Detroit 211 West Fort St 710 Detroit, MI 48226	38-0508823	501 (c)(3)	5,000				Organizational/Community 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
Whaley Childrens Center 1201 N Grand Traverse Flint, MI 48503	38-1358235	501 (c)(3)	5,000				Organizational/Community Support
Playworks Education Energized 2990 W Grand Blvd Suite 231 Detroit, MI 48202	94-3251867	501 (c)(3)	5,000				Organizational/Community 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)	11,000				Organizational/Community Support
Big Brothers Big Sisters Of Flint and Genesee County 410 East Second Street flint, MI 48503	38-2259541	501 (c)(3)	5,850				Organizational/Community 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
Chaldean Federation Of America 915 East Maple Road Birmingham, MI 48009	38-2953203	501 (c)(3)	5,000				Organizational/Community Support
Dearborn Public Schools Education Foundation 18700 Audette Street Dearborn, MI 48124	36-3857599	501 (c)(3)	5,000				Organizational/Community 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 Colleges Alliance 26555 Evergreen Road No 1210 Southfield, MI 48076	38-1332962	501 (c)(3)	6,000				Organizational/Community Support
National Diversity Council 2401 Fountain View Dr Houston, TX 77054	71-1037612	501 (c)(3)	5,500				Organizational/Community 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
YMCA of Metropolitan Detroit 1401 Broadway Suite 3A Detroit, MI 48226	38-1358055	501 (c)(3)	10,000				Organizational/Community Support
Oakland University 202 Wilson Hall Rochester, MI 48309	38-1714400	115 Government	6,000				Organizational/Community 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
Angels Of Hope A Family Cancer Foundation 14281 Bournemuth Shelby Township, MI 48315	04-3795236	501 (c)(3)	10,500				Organizational/Community Support
Trinity Health- Michigan 20555 Victor Parkway Livonia, MI 48152	38-2113393	501 (c)(3)	5,000				Organizational/Community 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 Black Chamber Of Commerce 1001 Woodward Ave Suite 910 Detroit, MI 48226	32-0332340	501 (c)(3)	5,000				Organizational/Community Support

Schedule J (Form 990)	<div>Compensation Information</div> <div>For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees</div> <div>▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23. ▶ Attach to Form 990.</div> <div>▶ Go to www.irs.gov/Form990 for instructions and the latest information.</div>	OMB No 1545-0047
		2018
		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
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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.			
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use		
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence		
<input checked="" type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees		
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain.	1b	Yes	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	Yes	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.			
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract		
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study		
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee		
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?	4c		No
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
Only 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.			
5 For persons listed 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?	5b		No
If "Yes," on line 5a or 5b, describe in Part III.			
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?	6b		No
If "Yes," on line 6a or 6b, describe in Part III.			
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.

See Additional Data Table

Schedule J (Form 990) 2018

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.

Return Reference	Explanation
Part I, Line 3	<p>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.</p>

Return Reference	Explanation
Part I, Lines 4a-b	<p>Part I- 4a Severance Payments MaryAnn Tournoux \$150,407 Annmarie Erickson \$59,766 Todd E Hutchison \$31,179 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 Michael Genord, M D - - 46,931 - K Michael Treash - - 18,232 - 4b HFHS SERP 457(f) PLAN Participant Accrual Distribution Non-Vested Reportable W-2 Wright L Lassiter III - - 531,473 - Teresa L Kline - - 184,850 - Michelle Johnson Tidjani- - 87,849 - Adnan R Munkarah, M D - - 154,094 - 4b HFHS Nonqualified 457(b) PLAN Employee Employer Medicare Reportable 2018 Contr 2018 Contr Tax gross-Up W-2 Amounts Wright L Lassiter III 18,500 - - 18,500 Michelle Schriber - 6,922 167 7,089 Adnan R Munkarah, M D 11,072 - - 11,072 Derick W Adams 1,300 - - 1,300</p>



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				
Michelle B Schreiber MD Director	(i)	0	0	0	0	0	0	0
	(ii)	372,592	195,099	11,993	26,534	31,299	637,517	0
Teresa L Kline Director/President & CEO	(i)	0	0	0	0	0	0	0
	(ii)	816,335	478,597	0	208,634	10,568	1,514,134	0
Wright L Lassiter III Director	(i)	0	0	0	0	0	0	0
	(ii)	1,493,805	1,470,239	23,402	555,257	27,208	3,569,911	0
Adnan R Munkarah MD Director	(i)	0	0	0	0	0	0	0
	(ii)	734,522	173,026	15,975	23,784	31,840	979,147	0
Annmarie Erickson Assistant Secretary (Thru 6/2018)	(i)	0	0	0	0	0	0	0
	(ii)	108,642	54,215	60,499	7,204	13,661	244,221	0
Michelle Johnson Tidjani Esq Secretary	(i)	0	0	0	0	0	0	0
	(ii)	581,097	139,871	1,710	110,946	23,695	857,319	0
William R Barnes Assistant Secretary	(i)	177,154	80,000	4,919	2,895	15,272	280,240	0
	(ii)	0	0	0	0	0	0	0
Michael Genord MD Chief Medical Officer	(i)	464,748	195,099	4,738	61,723	21,848	748,156	0
	(ii)	0	0	0	0	0	0	0
Mary Ann Tournoux Chief Marketing Officer(Thru 4/2018)	(i)	127,747	109,150	150,407	12,195	7,345	406,844	0
	(ii)	0	0	0	0	0	0	0
Annette M Marcath VP & Chief Information Off	(i)	255,851	64,538	556	22,715	23,056	366,716	0
	(ii)	0	0	0	0	0	0	0
K Michael Treash SVP & COO	(i)	295,289	37,824	0	12,886	27,500	373,499	0
	(ii)	0	0	0	0	0	0	0
Margaret M Anderson SVP- Chief Sales & Marketing Officer	(i)	122,707	40,000	21,830	1,177	3,551	189,265	0
	(ii)	0	0	0	0	0	0	0
Balakrishna Pai MD VP- Quality & Disease Mgmt	(i)	293,429	87,371	23,000	24,508	18,585	446,893	0
	(ii)	0	0	0	0	0	0	0
John D Calabria MD Sr Medical Director	(i)	238,717	58,744	25,240	19,747	4,453	346,901	0
	(ii)	0	0	0	0	0	0	0
Charles Bloom VP- Utilization Mangement	(i)	282,677	81,659	24,710	4,279	28,042	421,367	0
	(ii)	0	0	0	0	0	0	0
Lori Rund VP- Prod Mgmt & Mrkt	(i)	237,033	48,479	4,403	15,891	29,669	335,475	0
	(ii)	0	0	0	0	0	0	0
Peter Watson MD VP-Care Mgmt & Outcomes	(i)	288,349	87,752	25,862	15,965	27,108	445,036	0
	(ii)	11,593	0	0	523	0	12,116	0
Todd Hutchison Former Treasurer/CFO	(i)	208,382	72,062	32,216	10,746	26,727	350,133	0
	(ii)	0	0	0	0	0	0	0
Derick Adams Former VP Human Resources	(i)	213,157	46,306	8,453	19,818	34,628	322,362	0
	(ii)	0	0	0	0	0	0	0
Dianna L Ronan Former Treasurer	(i)	216,482	48,775	6,998	18,734	27,459	318,448	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.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

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	2,189,348	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)

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.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury

Name of the organization

HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number

38-2242827

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section A, line 3	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/Tresurer 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 A Regular Compensation- \$458,900 B Travel Reimbursement- \$55,140

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 currently comprised of 13 Directors (previously was 18 at December 31, 2018) Two Directors are ex officio Directors CEO of the Member (HFHS) and President of HAP (also an employee of the Member) All Directors are appointed by the Member's Board of Directors and include an HFHS Appointed Enrollee Representative (an individual who represents the health maintenance organization's membership of HAP) and a HFHS Appointed Physician Director (a member of the Henry Ford Medical Group, or credentialed within the HFHS) As indicated below, the Member may remove the HAP President and CEO and any of the Appointed Director, with or without cause The Member approves recommendations of the HAP Board of Directors regarding the appointment/removal of the HAP President and CEO, amendments to the HAP articles of incorporation and bylaws, budget, mergers and acquisitions and 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 Bylaws</p> <ul style="list-style-type: none">1) Appoint the Chairperson of the HAP Board of Directors2) Adopt an agreement of merger or consolidation, or approve the sale, lease or exchange of all or substantially all of HAP's property and assets3) Approve the transfer of assets to other organizations and individuals if such transfers in any fiscal year exceed five percent (5%) of the HAP's total assets4) Admit a person or entity as a new Member or terminate the membership of a Member5) Amend HAP's Articles of Incorporation or Bylaws upon approval by the HAP Board of Directors6) Appoint or remove the HAP President7) Dissolve or revoke the dissolution of HAP8) Approve HAP's capital and operating budgets9) Transfer assets of HAP, or to require HAP to transfer assets, to the Member or its assign(s) or designee(s) upon demand, whether within or without the state of domicile of the Corporation, to the extent necessary to accomplish the Member's goals and objectives

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 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 8,659,137 Change in value of subsidiaries 14,329,332 Proceeds From Dissolution of HealthPlus Trust 6,531,626 Acquisition Non-Controlling Interest (ASR Adj) -9,029,984 Misc Adjustment 591

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

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.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Employer identification number
38-2242827

Part I

Identification of Disregarded Entities

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

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

Part II

Identification of Related Tax-Exempt Organizations

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

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.

See Additional Data Table

(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

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

Yes

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

Schedule R (Form 990) 2018

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.

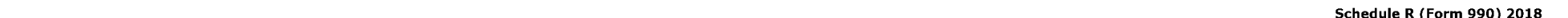
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Part VII **Supplemental Information**

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 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	
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	
3031 West Grand Boulevard No 800 Detroit, MI 48202 38-2682321	Supporting Organization	MI	501(c)(3)	Line 12b, II	Henry Ford Health System	Yes	

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512 (b)(13) controlled entity?	
								Yes	No
(1) Alliance Health and Life Insurance Company 2850 West Grand Boulevard Detroit, MI 48202 38-3291563	Health Insurance	MI	Health Alliance Plan	C	349,324,392	133,961,538	100 000 %	Yes	
(1) HAP Preferred Inc 2850 West Grand Boulevard Detroit, MI 48202 38-2513504	Provider Network Leasing	MI	Health Alliance Plan	C	11,390,705	11,374,394	100 000 %	Yes	
(2) Sha Realty Inc One Ford Place Detroit, MI 48202 38-1378121	Recreational Service - Golfing	MI	Henry Ford Health System	C				Yes	
(3) Fairlane Health Services 30100 Telegraph Bingham Farms, MI 48025 38-2565235	Healthcare Management	MI	Henry Ford Health System	C				Yes	
(4) Onika Insurance Ltd First Carribean House Grand Cayman CJ	Captive Insurance	CJ	Henry Ford Health System	C				Yes	
(5) HAP Midwest Health Plan Inc 2800 West Grand Boulevard Dearborn, MI 48126 38-3123777	Health Insurance	MI	Health Alliance Plan	C	116,495,579	55,701,376	100 000 %	Yes	
(6) Administration Systems Research Corporation International 2850 West Grand Boulevard Detroit, MI 48202 38-2651185	Third Party Administrator	MI	Health Alliance Plan	C	41,456,239	23,409,326	100 000 %	Yes	
(7) Henry Ford Physician Network One Ford Place Detroit, MI 48202 32-0306774	Physician Network	MI	Henry Ford Health System	C				Yes	
(8) Henry Ford Allegiance Pharmacy 205 N East Avenue Jackson, MI 49201 38-3370242	Pharmacy	MI	Henry Ford Allegiance Health Group	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
(1)	WA Foote Memorial Hospital	M	2,715,820	Fair market value
(1)	Henry Ford Wyandotte Hospital	M	23,756,446	Fair market value
(2)	Henry Ford Macomb Hospital Corporation	M	34,721,206	Fair market value
(3)	Alliance Health & Life Insurance Company	M	1,241,633	Fair market value
(4)	Northwest Detroit Dialysis Center	M	2,290,531	Fair market value
(5)	Macomb Regional Dialysis	M	327,562	Fair market value
(6)	Alliance Health & Life Insurance Company	Q	65,279,768	Fair market value
(7)	HAP PreferredInc	Q	8,235,206	Fair market value
(8)	HAP Midwest Health Plan	Q	20,785,779	Fair market value
(9)	Henry Ford Physician Network	S	503,248	Fair market value