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Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2019

Open to Public Inspection

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

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

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

A For the 2019 calendar year, or tax year beginning 01-01-2019 , and ending 12-31-2019

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

C Name of organization
HEALTH ALLIANCE PLAN OF MICHIGAN

Doing business as

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

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

F Name and address of principal officer:
Laurie Doran
2850 WEST GRAND BOULEVARD
DETROIT, MI 48202

D Employer identification number
38-2242827

E Telephone number
(313) 664-8130

G Gross receipts \$ 1,588,775,890

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

J Website: ▶ www.hap.org

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 1979

M State of legal domicile: MI

Part I Summary

Activities & Governance

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

2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets.

3 Number of voting members of the governing body (Part VI, line 1a)	3	13
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	10
5 Total number of individuals employed in calendar year 2019 (Part V, line 2a)	5	1,203
6 Total number of volunteers (estimate if necessary)	6	115
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
7b Net unrelated business taxable income from Form 990-T, line 39	7b	4,622

Revenue

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	0	0
9 Program service revenue (Part VIII, line 2g)	1,468,005,511	1,495,668,282
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,202,961	14,275,712
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	756,207	783,883
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,473,964,679	1,510,727,877

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	574,457	460,298
14 Benefits paid to or for members (Part IX, column (A), line 4)	1,298,593,511	1,332,226,317
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	62,063,300	58,510,121
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
16b Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	122,191,982	102,179,836
18 Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	1,483,423,250	1,493,376,572
19 Revenue less expenses. Subtract line 18 from line 12	-9,458,571	17,351,305

Net Assets or Fund Balances

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	614,028,005	611,708,865
21 Total liabilities (Part X, line 26)	259,224,615	239,103,671
22 Net assets or fund balances. Subtract line 21 from line 20	354,803,390	372,605,194

Part II Signature Block

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

Sign Here

Signature of officer

Laurie Doran CFO

Type or print name and title

2020-11-12

Date

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00741382
Firm's name ▶ Deloitte Tax LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 200 Renaissance Center Suite 3900			Phone no. (313) 396-3000	
Detroit, MI 48243				

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

☐ Yes ☒ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form 990 (2019)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

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

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

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

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

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 1,464,849,820 including grants of \$ 460,298) (Revenue \$ 1,495,668,282)
See Additional Data

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

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

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

4e Total program service expenses ▶ 1,464,849,820

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	

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax 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	9,329
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

Part V **Statements Regarding Other IRS Filings and Tax Compliance** *(continued)*

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	1,203		
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	
9 Sponsoring organizations maintaining donor advised funds.					
a Did the sponsoring organization make any taxable distributions under section 4966?				9a	
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? . . .				9b	
10 Section 501(c)(7) organizations. Enter:					
a Initiation fees and capital contributions included on Part VIII, line 12 . . .		10a			
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		10b			
11 Section 501(c)(12) organizations. Enter:					
a Gross income from members or shareholders		11a			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		11b			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?				12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		12b			
13 Section 501(c)(29) qualified nonprofit health insurance issuers.					
a Is the organization licensed to issue qualified health plans in more than one state? 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	No
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	13	
	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	10	
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 ☐

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

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

See instructions for the order in which to list the persons above.

☐ 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)

(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			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								4,461,695	8,912,336	735,621

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 ▶ 203

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
Accenture LLP 161 N Clark St Chicago, IL 60601	Software support & consulting	5,899,769
Brogan & Partners Advertising 800 N Old Woodward Ave Suite 100 Birmingham, MI 48009	Advertising	4,088,734
Cornerstone Research Inc 2 Emparcadero Center San Francisco, CA 94111	Legal Counsel	3,217,513
Clarity Solution Group LLC 150 S Wacker St Suite 2750 Chicago, IL 60606	Consulting	3,093,484
Bloom Insurance Agency LLC 1331 S Curry Pike Bloomington, IN 47403	Sales Agency Support	2,982,401

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 ▶ 127

Form 990 (2019)		Page 9				
Part VIII		Statement of Revenue				
Check if Schedule O contains a response or note to any line in this Part VIII <input type="checkbox"/>						
		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	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: \$	1g				
	h Total. Add lines 1a-1f ▶					
Program Service Revenue	Business Code					
	2a Health Care Premiums	524114	1,491,043,368	1,491,043,368		
	b Hlth Ins Claims Assessmt	624110	4,624,914	4,624,914		
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f. ▶		1,495,668,282			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		13,823,619		13,823,619	
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
	6a Gross rents	(i) Real	(ii) Personal			
		6a				
		b Less: rental expenses	6b			
		c Rental income or (loss)	6c			
	d Net rental income or (loss) ▶					
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
		7a	78,500,106			
		b Less: cost or other basis and sales expenses	7b	78,046,489	1,524	
		c Gain or (loss)	7c	453,617	-1,524	
	d Net gain or (loss) ▶		452,093		452,093	
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	8a				
		b Less: direct expenses	8b			
	c Net income or (loss) from fundraising events ▶					
	9a Gross income from gaming activities. See Part IV, line 19	9a				
		b Less: direct expenses	9b			
	c Net income or (loss) from gaming activities ▶					
	10a Gross sales of inventory, less returns and allowances	10a				
b Less: cost of goods sold		10b				
c Net income or (loss) from sales of inventory ▶						
Miscellaneous Revenue		Business Code				
11a						
b						
c						
d All other revenue			783,883		783,883	
e Total. Add lines 11a-11d ▶			783,883			
12 Total revenue. See instructions ▶			1,510,727,877	1,495,668,282	0	
					15,059,595	
Form 990 (2019)						

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	460,298	460,298		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members	1,332,226,317	1,332,226,317		
5 Compensation of current officers, directors, trustees, and key employees	4,111,480	2,361,450	1,750,030	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	382,115	382,115		
7 Other salaries and wages	36,824,178	32,491,531	4,332,647	
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions)	6,124,236	5,624,044	500,192	
9 Other employee benefits	4,388,214	4,029,810	358,404	
10 Payroll taxes	6,679,898	6,137,427	542,471	
11 Fees for services (non-employees):				
a Management				
b Legal	7,170,520		7,170,520	
c Accounting	116,111	57,500	58,611	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	22,672,650	21,112,564	1,560,086	
12 Advertising and promotion	18,062,335	18,062,335		
13 Office expenses	6,347,545	6,319,487	28,058	
14 Information technology	12,820,217	12,784,217	36,000	
15 Royalties				
16 Occupancy	5,393,080	5,118,234	274,846	
17 Travel	498,316	447,911	50,405	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	133,353	111,494	21,859	
20 Interest	59,167		59,167	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	10,293,280	9,287,053	1,006,227	
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 Admin Alloc Fees	5,518,652		5,518,652	
b ACA TAX	4,645,935	4,645,935		
c Eqp Rep / Maint	780,640	466,215	314,425	
d Bank Fees	436,651	320	436,331	
e All other expenses	7,231,384	2,723,563	4,507,821	
25 Total functional expenses. Add lines 1 through 24e	1,493,376,572	1,464,849,820	28,526,752	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	22,458,637	1	8,482,492
	2 Savings and temporary cash investments	196,124,093	2	167,180,918
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	72,856,000	4	56,916,460
	5 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	5,220,526	9	5,809,862
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 188,884,085		
	b Less: accumulated depreciation	10b 127,485,408	70,465,014	10c 61,398,677
	11 Investments—publicly traded securities	114,823,092	11	124,525,663
	12 Investments—other securities. See Part IV, line 11	97,036,872	12	114,306,754
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets	33,714,335	14	48,219,096
	15 Other assets. See Part IV, line 11	1,329,436	15	24,868,943
16 Total assets. Add lines 1 through 15 (must equal line 34)	614,028,005	16	611,708,865	
Liabilities	17 Accounts payable and accrued expenses	71,257,363	17	44,165,828
	18 Grants payable		18	
	19 Deferred revenue	9,948,725	19	12,620,432
	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 any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		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	178,018,527	25	182,317,411
	26 Total liabilities. Add lines 17 through 25	259,224,615	26	239,103,671
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.			
	27 Net assets without donor restrictions	354,803,390	27	372,605,194
	28 Net assets with donor restrictions		28	
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.			
	29 Capital stock or trust principal, or current funds		29	
	30 Paid-in or capital surplus, or land, building or equipment fund		30	
	31 Retained earnings, endowment, accumulated income, or other funds		31	
32 Total net assets or fund balances	354,803,390	32	372,605,194	
33 Total liabilities and net assets/fund balances	614,028,005	33	611,708,865	

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	1,510,727,877
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,493,376,572
3	Revenue less expenses. Subtract line 2 from line 1	3	17,351,305
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	354,803,390
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	450,499
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	372,605,194

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.		

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

Form 990 (2019)

Form 990, Part III, Line 4a:

HAP is a subsidiary of Henry Ford Health System one of the nation's leading health care systems. HAP provides coverage to individuals, companies and organizations. We partner with doctors, employers and community groups to improve the overall health of every community we serve. Our mission is to enhance the health and well-being of the lives we touch. Company highlights: -Founded in 1960 - Based in Detroit, Michigan - 2.1 Million member months and 1,100 employees HAP is a full-service health insurance company with distinct product portfolios: -Employer group plans HMO, EPO, Choice Network and consumer-driven health plans. -Health Engagement program offers employees incentives to adopt a healthier lifestyle. -Individual plans HAP plans HMO, and health savings account are for individuals and families not covered through employer health insurance. - Medicare HAP Medicare Solutions offer HMO and PPO health plans, prescription drug plans and Medicare Supplement plans for individuals and employer-sponsored employees and retirees. Participating Physicians and Ancillary Providers: HAP's robust provider networks include the leading Michigan doctors, hospitals and health systems: HAP contracts with nearly 6,000 primary care physicians, 18,000 specialists and 88 Michigan hospitals to serve its HMO members. Statewide and national provider network solutions are available for other product lines through strategic partnerships for companies with multiple locations. HAP expends 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: -Preventive and wellness services: HAP covers preventive services, including cancer screenings, physicals, flu shots and more. -Worksite Wellness programs: free or low-cost preventive services and health education for the workplace. -iStrive for Better Health: online health assessment and digital coaching. - Easy-to-understand educational tools: We help members manage their plan benefits and overall health. Community Stewardship: HAP is known for community giving and volunteerism. HAP employees volunteer for many community events each year. HAP's charitable giving and community outreach focuses on wellness, youth, education, diversity, community development and arts and culture. Sponsorships and donations are focused on supporting primarily non-profit organizations actively engaged in community-based programs supporting the health and wellbeing of the communities we serve. Budget is allocated to support fundraising events and efforts for these organizations and their respective programs including 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 for support, business leads, and community brand recognition with over 150 organizations engaged with HAP in this way annually. Positioning HAP as a leader in the community through this support has been and will continue to be important to the growth of the organization. Sponsored events are attended by HAP leaders, employees, community and business partners interested in the cause or organization. Sponsorship opportunities are vetted by community outreach leadership and managed by assigned coordinators. Frequently there are sponsorships that are split with and managed in concert with Henry Ford Health System's community outreach team and used for dual marketing and exposure purposes. 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. HAP employees log over 2,000 volunteer service hours each year with a variety of social service agencies, and charitable and civic organizations. Signature Programs and Partners MoGo Bikes: With 620 bikes at 75 stations, MoGo gives Metro-Detroiters the freedom and flexibility to move around at prices that everyone can afford. MoGo is made possible through a significant partnership with Henry Ford Health System and Health Alliance Plan (HAP), and a partnership with the City of Detroit Department of Transportation. MoGo operates in 10 neighborhoods in the greater downtown area of Detroit, as well as Northwest Detroit, Ferndale, Oak Park, Huntington Woods, Berkley, and Royal Oak. MoGo is available 24 hours a day, 7 days a week, 365 days a year. Crim Fitness Foundation: HAP Partners with this Flint-based agency on a variety of health, wellbeing and community education endeavors. Most notably as presenting sponsor of the HAP Crim Festival of Races and 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 Crim 10 Mile, Half Crim 5 Mile, or 5K races held each August in Flint. The Crim Fitness Foundation also serves as the lead agency to implement Community Education in Flint schools. Full-time Community School Directors coordinate resources in 12 area Flint schools, delivering year-round programs for parents, youth, and community. Game On, Cancer: Game On Cancer is a unique collaboration between Henry Ford Health System, HAP, the Detroit Lions and the Detroit Pistons, is a peer-to-peer team-based fundraiser designed to alleviate barriers cancer patients face on their road to recovery and advance leading-edge research. HAP employees and leaders participate in a variety of activities to raise funds for this effort. CARE of SE Michigan: HAP is a major supporter and seminar presenter for CARE of Southeastern Michigan. CARE provides professional and emotional support services to those seeking to enhance their lives through a variety of services including Recovery United, outpatient counseling, employee assistance programs, early childhood and adolescent programming, parent education classes, community coalition and prevention work. Ruth Ellis Center: HAP provides support annually for the Ruth Ellis Center (REC), based in Highland Park. REC provides trauma-informed services for lesbian, gay, bi-attractional, transgender and questioning (LGBTQ+) youth, and young adults, with an emphasis on young people of color, experiencing homelessness, involved in the child welfare system, and/or experiencing barriers to health and wellbeing. 100 Black Men of Greater Detroit, Inc: The 100 Black Men of Greater Detroit, Inc. is a group of concerned African American men whose goal is to improve the quality of life in the African American community through their collective resources, abilities and experiences. The organization has committed to helping African American youth achieve success in four (4) main focus areas: Mentoring, Education, Health & Wellness and Economic Development. HAP has been the primary sponsor of the agency's annual Oratorical Contest, which awards college scholarships to young metro-Detroiters each year. Life Remodeled 6-Day Project/313 Club: Life Remodeled focuses on the intentional and equitable revitalization of Detroit neighborhoods distinguished by their significant need and radical hope. Projects are determined by the community's needs and vision, and focused in three areas: Renovating and repurposing former community assets, repairing owner-occupied homes, and mobilizing 10,000 volunteers to beautify the four-square mile area surrounding Life Remodeled's opportunity hub in six days. HAP employee volunteers assist with this effort to clear blighted alleyways within a four-square mile geography surrounding the Durfee Innovation Society in Detroit. HAP is also part of the corporate giving circle, the 313 Club, raising funds to support revitalization of Detroit neighborhoods. American Heart Association Heart and Stroke Walk: In 2019, 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. Mommy Talk: HAP partners with Hamilton Community Health Network, a federally qualified health center in Flint, Michigan, to present "Mommy Talk", a monthly support group for pregnant women and new moms to discuss the issues they face in a completely open, supportive, judgement-free setting. Participants occasionally receive diapers, baby supplies, car seats or medical equipment donated by partner agencies.

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			
Wright L Lassiter III Director	1.00 64.00	X						0	5,262,561	54,982
Adnan R Munkarah MD Director	1.00 63.00	X						0	1,180,579	62,113
Michelle Johnson Tidjani Esq Secretary	2.00 63.00			X				0	910,490	157,996
Teresa L Kline Director/Pres. & CEO (Thru 6/2019)	53.00 12.00	X		X				0	897,071	29,978
Michael Genord MD Director/Interim Pres.(Start 7/2019)	55.00 5.00	X		X				705,787	0	78,432
J Douglas Clark Treasurer/Int. CFO (4/2019 to 8/2019)	30.00 30.00			X				0	484,305	55,839
K Michael Treash SVP & COO	55.00 5.00				X			449,311	0	33,972
Peter Watson MD VP-Care Mgmt & Outcomes	60.00 0.00					X		421,259	11,275	35,786
Margaret M Anderson SVP- Chief Sales & Marketing Officer	55.00 5.00					X		428,595	0	22,060
Charles Bloom CMO (Start 7/2019)	60.00 0.00			X				430,324	0	14,684

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			
Balakrishna Pai MD VP- Quality & Disease Mgmt	60.00 0.00					X		412,297	0	22,563
Todd Hutchison Former Treasurer/CFO	55.00 5.00						X	348,921	0	33,194
Annette M Marcath VP & Chief Information Officer	55.00 5.00					X		330,326	0	38,185
John D Calabria MD Sr Medical Director	60.00 0.00					X		326,867	0	38,610
William R Barnes Assistant Secretary	55.00 5.00			X				331,505	0	31,349
Laurie Doran Treasurer/CFO (Start 8/2019)	53.00 12.00				X			276,503	0	12,722
Majorie A Staten JD Assistant Secretary	1.00 59.00			X				0	166,055	13,156
Jeffrey A Chaffkin Director	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

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			
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
Harvey Hollins III Director	1.00 0.00	X						0	0	0
Richard Swift Treasurer/CFO (Thru 3/2019)	55.00 5.00			X				0	0	0
Judith S Milosic Director	1.00 0.00	X						0	0	0
Susanne M Mitchell Director	1.00 0.00	X						0	0	0
Jacalyn S Goforth Director	1.00 0.00	X						0	0	0
Raymond C Lope Director	1.00 0.00	X						0	0	0
John Gorman Director	1.00 0.00	X						0	0	0

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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 instructions and the latest information.

OMB No. 1545-0047

2019

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 ► \$

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

Cat. No. 52283D

Schedule D (Form 990) 2019

Part III

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

3

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

a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other

4

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

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . .

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements.

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

1a

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

☐ Yes

☐ No

b

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? . . .

☐ Yes

☐ No

b

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

☐

Part V

Endowment Funds.

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

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

2

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

a

Board designated or quasi-endowment ▶

b

Permanent endowment ▶

c

Temporarily restricted endowment ▶

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

3a

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

(i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

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		5,312,226	2,769,548	2,542,678
c Leasehold improvements		7,170,420	5,520,883	1,649,537
d Equipment		28,580,823	20,574,220	8,006,603
e Other		146,969,280	98,620,757	48,348,523
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) . . . ▶				61,398,677

Schedule D (Form 990) 2019

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.	12,919,028	C
(B) Alliance Health & Life Insurance Co.	61,352,280	C
(C) Midwest	25,073,092	C
(D) ASR	10,414,851	C
(E) Trusted	4,547,503	C
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	114,306,754	

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.

(a) Description of liability	(b) Book value
1. Federal income taxes	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col.(B) line 25.) ▶	182,317,411

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, 2019 and 2018.

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

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
HEALTH ALLIANCE PLAN OF MICHIGAN

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

2019

Open to Public Inspection

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 23

3 Enter total number of other organizations listed in the line 1 table 2

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 Inc 1169 Oak Valley Drive Ann Arbor, MI 48108	38-1559941	501 (c)(3)	9,650				Organizational/Community Support
Area Agency On Aging 1-B PO BOX 776319 Chicago, IL 606776319	38-2729505	501 (c)(3)	7,800				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)	82,500				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)	40,000				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
Care Of Southeastern Michigan 31900 Utica Road Fraser, MI 48026	38-2175274	501 (c)(3)	9,000				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
Chaldean Chamber Of Commerce 30095 NW Hwy Ste 101 Farmington Hills, MI 48334	16-1657532	501 (c)(6)	6,350				Organizational/Community Support
Chaldean Community Foundation 3601 15 Mile Rd Sterling Heights, MI 48310	20-3963417	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
Detroit Zoological Society 8450 W Ten Mile Rd Royal Oak, MI 48067	38-6027356	501 (c)(3)	5,000				Organizational/Community Support
Dearborn Public Schools Education Foundation 18700 Audette Street Dearborn, MI 48124	36-3857599	501 (c)(3)	6,500				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
Gilda's Club Metro Detroit 3517 Rochester Rd Royal Oak, MI 48073	38-3150211	501 (c)(3)	5,000				Organizational/Community Support
Hannan Center 4750 Woodward Ave Detroit, MI 48201	81-4810239	501 (c)(3)	12,500				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
Henry Ford Health System One Ford Place Detroit, MI 48202	38-1357020	501 (c)(3)	18,500				Organizational/Community Support
Hurley Foundation One Hurley Plaza Flint, MI 48503	38-3085047	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 Council For The Society Of HR Mgmt PO Box 99463 Troy, MI 48099	38-3102772	501 (c)(6)	7,500				Organizational/Community Support
Michigan Institute Of Urology Men's Health Foundation 20952 12 Mile Rd Ste 200 St Clair Shores, MI 48081	26-4340897	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
Older Persons' Commission 650 Letica Dr Rochester, MI 48307	38-3215151	115 Government	5,000				Organizational/Community Support
Rocket Giving Fund One Woodward Ave Ste 14002 Detroit, MI 48226	83-0870868	501 (c)(3)	23,500				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
Ruth Ellis Center Inc 77 Victor St Highland Park, MI 48203	38-3501697	501 (c)(3)	7,500				Organizational/Community Support
Senior Neighbors Inc 678 Front Ave NW Ste 205 Grand Rapids, MI 49504	23-7195491	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
Southwest Solutions Inc 5716 Michigan Ave Ste 3000 Detroit, MI 48210	38-2672000	501 (c)(3)	5,000				Organizational/Community Support
Winning Futures 27500 Cosgove Warren, MI 48092	20-2263860	501 (c)(3)	10,000				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
Zehnder's Snowfest 730 S Main St Frankenmuth, MI 48734	38-3312997	501 (c)(3)	5,000				Organizational/Community Support

Schedule J (Form 990)	Compensation Information	OMB No. 1545-0047
		2019
Department of the Treasury Internal Revenue Service	For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23. ▶ Attach to Form 990. ▶ Go to www.irs.gov/Form990 for instructions and the latest information.	
Name of the organization HEALTH ALLIANCE PLAN OF MICHIGAN		Employer identification number 38-2242827

Part I Questions Regarding Compensation		Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
<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 idemnification 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 on Line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain		1b 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 on 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.

[illegible]

Part III Supplemental Information

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

Return Reference	Explanation
Part I, Line 1a	Part I - 1a: Tax indemnification and gross-up payments: Certain members of the organization's senior leadership received gross-up payments in regards to the supplemental executive retirement SERP 457 (f) plan.
Part I, Line 3	The Chief Executive Officer for Health Alliance Plan is an employee of Henry Ford Health System, HAP's parent company. Henry Ford Health System has a Compensation Committee of the Board of Trustees consisting of all independent trustees. The committee meets throughout the year and is charged with the approval of the organization's overall compensation and benefit programs as well as the specific review and approval of the compensation of certain employees including the Chief Executive Officer of HAP. The committee directly engages an independent compensation advisor to assist with this process. The process includes evaluation of the individual's performance, utilization of compensation studies of similarly situated positions as well as comparisons to compensation as reported by other health care organizations. The reasonableness of compensation is evaluated based upon these and other factors.
Part I, Lines 4a-b	Part I- 4a Severance Payments: Balakrishna Pai \$150,581 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. - - 49,743 - 4b: HFHS SERP 457(f) PLAN Participant Accrual Distribution Non-Vested Reportable W-2 Wright L. Lassiter III 2,193,386 - - - 2,193,386 Michelle Johnson Tidjani- - 109,412 - Adnan R. Munkarah, M.D. - - 174,231 - 4b: HFHS Nonqualified 457(b) PLAN Employee Employer Medicare Reportable 2019 Contr. 2019 Contr. Tax gross-Up W-2 Amounts Wright L. Lassiter III 19,000 - - 19,000 J. Douglas Clark - 3 ,300 79 3,379 Adnan R. Munkarah, M.D. 19,000 - - 19,000

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				
1Wright L Lassiter III Director	(i)	0	0	0	0	0	0	0
	(ii)	1,621,355	1,423,918	2,217,288	24,119	30,863	5,317,543	1,627,135
1Adnan R Munkarah MD Director	(i)	0	0	0	0	0	0	0
	(ii)	758,924	397,753	23,902	25,519	36,594	1,242,692	0
2Michelle Johnson Tidjani Esq Secretary	(i)	0	0	0	0	0	0	0
	(ii)	634,552	274,228	1,710	132,831	25,165	1,068,486	0
3Teresa L Kline Director/Pres. & CEO (Thru 6/2019)	(i)	0	0	0	0	0	0	0
	(ii)	429,472	467,599	0	24,119	5,859	927,049	0
4Michael Genord MD Director/Interim Pres.(Start 7/2019)	(i)	476,162	191,155	38,470	55,012	23,420	784,219	0
	(ii)	0	0	0	0	0	0	0
5J Douglas Clark Treasurer/Int. CFO (4/2019 to 8/2019)	(i)	0	0	0	0	0	0	0
	(ii)	321,918	120,714	41,673	26,920	28,919	540,144	0
6K Michael Treash SVP & COO	(i)	319,261	126,220	3,830	4,900	29,072	483,283	0
	(ii)	0	0	0	0	0	0	0
7Peter Watson MD VP-Care Mgmt & Outcomes	(i)	298,624	89,425	33,210	6,706	29,080	457,045	0
	(ii)	11,275	0	0	0	0	11,275	0
8Margaret M Anderson SVP- Chief Sales & Marketing Officer	(i)	384,313	37,332	6,950	4,200	17,860	450,655	0
	(ii)	0	0	0	0	0	0	0
9Charles Bloom CMO (Start 7/2019)	(i)	310,439	89,425	30,460	4,360	10,324	445,008	0
	(ii)	0	0	0	0	0	0	0
10Balakrishna Pai MD VP- Quality & Disease Mgmt	(i)	155,430	89,036	167,831	11,738	10,825	434,860	0
	(ii)	0	0	0	0	0	0	0
11Todd Hutchison Former Treasurer/CFO	(i)	196,678	150,650	1,593	6,008	27,186	382,115	0
	(ii)	0	0	0	0	0	0	0
12Annette M Marcath VP & Chief Information Officer	(i)	263,980	65,768	578	13,763	24,422	368,511	0
	(ii)	0	0	0	0	0	0	0
13John D Calabria MD Sr Medical Director	(i)	234,717	59,863	32,287	10,384	28,226	365,477	0
	(ii)	0	0	0	0	0	0	0
14William R Barnes Assistant Secretary	(i)	277,524	46,457	7,524	4,900	26,449	362,854	0
	(ii)	0	0	0	0	0	0	0
15Laurie Doran Treasurer/CFO (Start 8/2019)	(i)	168,527	75,000	32,976	0	12,722	289,225	0
	(ii)	0	0	0	0	0	0	0
16Majorie A Staten JD Assistant Secretary	(i)	0	0	0	0	0	0	0
	(ii)	165,265	0	790	2,941	10,215	179,211	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 instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization HEALTH ALLIANCE PLAN OF MICHIGAN	Employer identification number 38-2242827
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Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and section 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 the 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	1,422,135	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

2019

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

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/Treasurer of the organization. The following officer, reported of from 990, Part VII, Section A, was employed by Medwise Consulting Partners Inc., and received the accompanying compensation from the management company during the calendar year. Richard E Swift, Chief Financial Officer/Treasurer: A. Regular Compensation- \$289,900 B. Travel Reimbursement- \$30,986

990 Schedule O, Supplemental Information

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

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. Two Directors are ex of ficio 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: 1)Appoint the Chairpers on of the HAP Board of Directors. 2)Adopt an agreement of merger or consolidation, or appr ove the sale, lease or exchange of all or substantially all of HAP's property and assets. 3)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 assets. 4)Admit a person or entity as a new Member or terminate the membership of a Member. 5)Amend HAP's Articles of Incorporation or Bylaws upon approval by the HAP Board of Directors. 6)Appoint or remove the HAP President. 7)Dissolve or revoke the dissolution of HAP. 8)Approve HAP's capital an d operating budgets. 9)Transfer assets of HAP, or to require HAP to transfer assets, to th e 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 a nd objectives.</p>

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 -1,629,562. Change in value of subsidiaries 17,041,614. ASR Adjust Put Option -14,133,335. Dividends Paid ASR -828,218.

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>

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93493317022740	
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
					2019
					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?

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

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

[illegible]

Part VII **Supplemental Information**

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

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

Return Reference	Explanation
SCHEDULE R, PART V, LINE 2, COL. C:	All transactions involved cash transfers at the time of services rendered or received. Therefore, the cash value at the time of the transactions is considered the fair market value.

Additional Data

Software ID:

Software Version:

EIN: 38-2242827

Name: HEALTH ALLIANCE PLAN OF MICHIGAN

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512 (b)(13) controlled entity?	
						Yes	No
One Ford Place Detroit, MI 48202 38-1357020	Healthcare Service Provider	MI	501(c)(3)	Line 3	N/A		No
One Ford Place Detroit, MI 48202 38-2947657	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Health System	Yes	
One Ford Place Detroit, MI 48202 23-7383042	Supporting Organization	MI	501(c)(3)	Line 12a, I	Henry Ford Health System	Yes	
2333 Biddle Ave Wyandotte, MI 48192 38-2791823	Healthcare Service Provider	MI	501(c)(3)	Line 3	Henry Ford Health System	Yes	
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	
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
Alliance Health and Life Insurance Company 2850 West Grand Boulevard Detroit, MI 48202 38-3291563	Health Insurance	MI	Health Alliance Plan	C	319,902,250	139,578,437	100.000 %	Yes	
HAP Preferred Inc 2850 West Grand Boulevard Detroit, MI 48202 38-2513504	Provider Network Leasing	MI	Health Alliance Plan	C	9,876,724	13,902,855	100.000 %	Yes	
Sha Realty Inc One Ford Place Detroit, MI 48202 38-1378121	Recreational Service - Golfing	MI	Henry Ford Health System Foundation	C				Yes	
Fairlane Health Services 30100 Telegraph Bingham Farms, MI 48025 38-2565235	Healthcare Management	MI	Henry Ford Health System	C				Yes	
Onika Insurance Ltd First Carribean House Grand Cayman CJ	Captive Insurance	CJ	Henry Ford Health System	C				Yes	
HAP Empowered Health Plan Inc 2800 West Grand Boulevard Dearborn, MI 48126 38-3123777	Health Insurance	MI	Health Alliance Plan	C	117,630,944	73,853,928	100.000 %	Yes	
Administration Systems Research Corporation International 2850 West Grand Boulevard Detroit, MI 48202 38-2651185	Third Party Administrator	MI	Health Alliance Plan	C	36,156,006	16,362,741	100.000 %	Yes	
Henry Ford Physician Network One Ford Place Detroit, MI 48202 32-0306774	Physician Network	MI	Henry Ford Health System	C				Yes	
Henry Ford Allegiance Pharmacy 205 N East Avenue jackson, MI 49201 38-3370242	Pharmacy	MI	Henry Ford Allegiance Health Group	C				Yes	
HENRY FORD ELIJAH MCCOY CONDOMINIUM ASSOCIATION 1150 ELIJAH MCCOY DR DETROIT, MI 48202 85-2144748	CONDOMINIUM ASSOCIATION	MI	Henry Ford Health System				66.660 %	Yes	

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

(a) Name of related organization	(b) Transaction type(a-s)	(c) Amount Involved	(d) Method of determining amount involved
WA Foote Memorial Hospital	M	4,453,356	Fair market value
Henry Ford Wyandotte Hospital	M	23,671,692	Fair market value
Henry Ford Macomb Hospital Corporation	M	35,635,506	Fair market value
Northwest Detroit Dialysis Center	M	2,560,265	Fair market value
Macomb Regional Dialysis	M	425,219	Fair market value
Alliance Health & Life Insurance Company	Q	66,699,561	Fair market value
HAP PreferredInc	Q	6,532,098	Fair market value
HAP Midwest Health Plan	Q	18,616,674	Fair market value
Alliance Health & Life Insurance Company	M	828,378	Fair market value