

Form 990
1912

(Rev. January 2020)

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

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

OMB No. 1545-0047

2019

Open to Public
Inspection

A For the 2019 calendar year, or tax year beginning 2019, and ending 20

B Check if applicable:
☐ Address change
☒ Name change
☐ Initial filing
☐ Final return (terminated, merged, return, or liquidation pending)

C Name of organization HEALTH PLAN HOLDINGS, INC
 Doing business as _____
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
705 MOUNT AUBURN STREET
 City or town, state or province, country, and ZIP or foreign postal code
WATERTOWN, MA 02472-1508

D Employer identification number
81-4089215

E Telephone number
(617) 972-9400

G Gross receipts \$ 179,475,911

H(a) Is this a group return for subsidiaries? ☐ Yes ☒ No
H(b) Are all subsidiaries included? ☐ Yes ☒ No
 If No, attach a list (see instructions)

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c)(1) (Insert no.) 4947(a)(1) or 5204

J Website WWW.TUFTSHEALTHPLAN.COM

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

L Year of formation 2016 **M** State of legal domicile MA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: HEALTH PLAN HOLDINGS, INC (HPHI)'S PURPOSE IS TO OPERATE EXCLUSIVELY FOR THE PROMOTION OF SOCIAL WELFARE, FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF, AND TO (CONTINUE ON SCH O)

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 11

4 Number of independent voting members of the governing body (Part VI line 1b) 4 9

5 Total number of individuals employed in calendar year 2019 (Part V line 2a) 5 0

6 Total number of volunteers (estimate if necessary) 6 0

7a Total unrelated business revenue from Part VIII column (C) line 12 7a 0

b Net unrelated business taxable income from Form 990-T line 39 7b 0

	Prior Year	Current Year
8 Contributions and grants (Part VIII line 1h)	0	0
9 Program service revenue (Part VIII line 2g)	0	0
10 Investment income (Part VIII column (A) lines 3, 4, and 7d)	936,393	1,018,242
11 Other revenue (Part VIII column (A) lines 5, 6d, 8c, 9c, 10c, and 11e)	128,460,361	175,973,147
12 Total revenue: add lines 8 through 11 (must equal Part VIII column (A) line 12)	129,396,754	176,991,389
13 Grants and similar amounts paid (Part IX column (A) lines 1-3)	0	0
14 Benefits paid to or for members (Part IX column (A) line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX column (A), lines 5-10)	587,000	794,500
16a Professional fundraising fees (Part IX column (A) line 11e)	0	0
b Total fundraising expenses (Part IX column (D) line 25) <u>0</u>		
17 Other expenses (Part IX column (A) lines 11a, 11d, 11f, 24e)	504,686	217,097
18 Total expenses: Add lines 13-17 (must equal Part IX column (A) line 25)	1,091,686	1,011,597
19 Revenue less expenses: Subtract line 18 from line 12	128,305,068	175,979,792
20 Total assets (Part X line 16)	Beginning of Current Year	End of Year
21 Total liabilities (Part X line 26)	1,180,093,544	1,367,186,352
22 Net assets or fund balances: Subtract line 21 from line 20	1,091,685	9,623
	1,179,001,859	1,367,176,729

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 C22K 11/12/2020
 Signature of officer Date
Edward Texeria Vice President, Controller
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: EILEEN WEBB Preparer's signature: Eileen Webb Date: 11/11/2020 Check ☐ if self-employed PTIN: P01641852

Firm's name: ERNST & YOUNG U S LLP Firm's EIN: 34-6565596

Firm's address: 2100 ONE PPG PLACE PITTSBURGH, PA 15222 Phone no: 412-644-7800

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions

Form 990 (2019)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☒ **X**

- 1** Briefly describe the organization's mission
 AS DESCRIBED IN FURTHER DETAIL IN PART I, LINE I, HPHI'S ACTIVITIES
 INCLUDES SUPERVISING, OVERSEEING, AND APPROVING STRATEGIC PLANNING
 FOR TAHMO, THPP AND THE OTHER ENTITIES IN THE TUFTS HEALTH PLAN
 ENTERPRISE.
- 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 \$ _____ including grants of \$ _____) (Revenue \$ _____)

HPHI'S PURPOSE IS TO OPERATE EXCLUSIVELY FOR THE PROMOTION OF
 SOCIAL WELFARE, FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF,
 AND TO CARRY OUT THE PURPOSES OF AND OVERSEE ORGANIZATIONS THAT:
 (A) ARRANGE FOR THE PROVISION OF COMPREHENSIVE HEALTH CARE
 SERVICES, PRIMARILY ON A PRE-PAID BASIS, MANAGED CARE PROGRAMS,
 AND OTHER ALTERNATIVE HEALTH CARE DELIVERY PROGRAMS, INCLUDING
 PROGRAMS DIRECTED PRIMARILY AT LOW INCOME RESIDENTS; (SEE SCHEDULE
 O)

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

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

4d Other program services (Describe on Schedule O)

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

4e Total program service expenses **▶** 0.

DJOR

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

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		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J.	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I.		X
25b 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.		X
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.		X
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.		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions, for applicable filing thresholds, conditions, and exceptions)		
28a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If "Yes," complete Schedule L, Part IV.		X
28b A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV.		X
28c 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.		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M.		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M.		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I.		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II.		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I.		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
35b 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.		X
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.		
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.		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O.	X	

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		
1b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

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

		Yes	No
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	0
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	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation on Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966?	9a	
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? 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	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation on 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	X
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	X

Form 990 (2019)

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI ☒

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 11		
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 on Schedule O		
b Enter the number of voting members included on line 1a, above, who are independent 1b 9		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? 2	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person? 3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets? 5		X
6 Did the organization have members or stockholders? 6		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? 7a		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body? 8a	X	
b Each committee with authority to act on behalf of the governing body? 8b	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O. 9		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► MA,

18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain on Schedule O)

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

20 State the name, address, and telephone number of the person who possesses the organization's books and records ►
 UMESH KURPAD 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 617 972-9400

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

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

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) THOMAS A. CROSWELL PRESIDENT & CEO	2.50 47.50	X		X				0.	2,439,193.	245,158.
(2) MARC SPOONER EVP, COM & GOV'T PDTS	2.50 47.50					X		0.	1,028,446.	306,565.
(3) UMESH KURPAD SVP & CFO	2.50 47.50			X				0.	1,158,318.	151,182.
(4) PATRICIA TREBINO SVP, CHIEF OPP OFR	2.50 47.50					X		0.	946,633.	136,447.
(5) PATRICIA BLAKE PRES, SR PRODUCT	0. 50.00					X		0.	802,117.	213,903.
(6) TRACEY CARTER SVP & CHIEF ACTUARY	2.50 47.50					X		0.	752,232.	216,661.
(7) MARY O MAHONEY SVP, CHIEF LEGAL OFC, CLERK	2.50 47.50			X				0.	822,715.	108,430.
(8) PAUL KASUBA SVP & CMO	2.50 47.50					X		0.	767,011.	154,067.
(9) MARC BACKON FORMER OFFICER (END 6/18)	2.50 27.50						X	0.	742,185.	122,268.
(10) DEREK ABRUZZESE FORMER OFFICER (END 6/18)	2.50 27.50						X	0.	581,437.	225,981.
(11) JEAN YANG FORMER OFFICER (END 6/18)	0. 50.00						X	0.	660,275.	116,147.
(12) LYDIA GREENE FORMER OFFICER (END 6/18)	2.50 27.50						X	0.	679,226.	70,833.
(13) KRISTIN LEWIS FORMER OFFICER (END 6/18)	2.50 27.50						X	0.	575,201.	166,619.
(14) ROLAND PRICE TREASURER	9.00 41.00			X				0.	490,166.	101,405.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) CHRISTOPHER GORTON FORMER SVP (END 12/17)	0. 50.00						X	0	220,637.	0.
(16) GREGORY D. TRANTER CHM OF THE BOARD (BEG 5/19)	5.00 5.00	X		X				98,000.	0.	0.
(17) MICHAEL J MCCOLGAN DIRECTOR	2.50 2.50	X						77,000.	0.	0.
(18) BERTRAM SCOTT DIRECTOR	3.00 3.00	X						73,000.	0.	0.
(19) IRINA SIMMONS DIRECTOR	2.00 2.00	X						72,500.	0.	0.
(20) SUSAN WINDHAM-BANNISTER DIRECTOR & VICE CHAIRMAN	2.00 2.00	X						72,500.	0.	0.
(21) THOMAS P. O'NEILL, III VICE CHAIRMAN & DIRECTOR	2.00 5.00	X						66,500.	5,000.	0.
(22) TODD WHITBECK DIRECTOR	2.00 2.00	X						69,000.	0.	0.
(23) CHARLOTTE GOLAR RICHIE DIRECTOR	2.00 2.00	X						63,000.	4,000.	0.
(24) EILEEN AUEN DIRECTOR	2.50 2.50	X						65,000.	0.	0.
(25) FRANK TORTI DIRECTOR	2.00 2.00	X						65,000.	0.	0.
1b Sub-total								721,500.	12,674,792.	2,335,666.
c Total from continuation sheets to Part VII, Section A								67,000.	0.	0.
d Total (add lines 1b and 1c)								788,500.	12,674,792.	2,335,666.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0.**

- 3** Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0.**

(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			
26) ROBERT SPELLMAN	2.50									
CHM OF THE BOARD (END 5/19)	2.50	X		X				50,000.	0.	0.
27) MARY ANNA SULLIVAN	.13									
DIRECTOR (END 3/19)	0.	X						17,000.	0.	0.
1b Sub-total								67,000.	0.	0.
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 0.

- 3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3	X	
4	X	
5		X

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

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

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f.	1g	\$			
	h	Total. Add lines 1a-1f.		0			
Program Service Revenue	Business Code						
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f.		0			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts).			1,002,764		1,002,764
	4	Income from investment of tax-exempt bond proceeds			0		
	5	Royalties			0		
	6a	Gross rents	6a	(i) Real	(ii) Personal		
	b	Less rental expenses	6b				
	c	Rental income or (loss)	6c				
	d	Net rental income or (loss).		0			
	7a	Gross amount from sales of assets other than inventory	7a	(i) Securities	(ii) Other		
	b	Less cost or other basis and sales expenses	7b				
	c	Gain or (loss)	7c				
	d	Net gain or (loss)		15,478		15,478	
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	8a	0			
	b	Less direct expenses	8b	0			
	c	Net income or (loss) from fundraising events.		0			
	9a	Gross income from gaming activities See Part IV, line 19	9a	0			
	b	Less direct expenses	9b	0			
	c	Net income or (loss) from gaming activities.		0			
	10a	Gross sales of inventory, less returns and allowances	10a	0			
b	Less cost of goods sold	10b	0				
c	Net income or (loss) from sales of inventory.		0				
Miscellaneous Revenue	Business Code						
	11a	EQUITY IN SUBSIDIARIES	524114	175,973,147	175,973,147		
	b						
	c						
	d	All other revenue					
	e	Total. Add lines 11a-11d.		175,973,147			
12	Total revenue. See instructions		176,991,389	175,973,147		1,018,242	

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	0.			
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	788,500.		788,500.	
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	6,000.		6,000.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0.			
9 Other employee benefits	0.			
10 Payroll taxes	0.			
11 Fees for services (nonemployees)	0.			
a Management	23,289.		23,289.	
b Legal	0.			
c Accounting	0.			
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17	0.			
f Investment management fees	7,416.		7,416.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	55,421.		55,421.	
12 Advertising and promotion	0.			
13 Office expenses	1,249.		1,249.	
14 Information technology	21,195.		21,195.	
15 Royalties	0.			
16 Occupancy	0.			
17 Travel	47,911.		47,911.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	32,797.		32,797.	
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	0.			
23 Insurance	0.			
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a MISCELLANEOUS	18,343.		18,343.	
b ASSOCIATION DUES	9,476.		9,476.	
c				
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	1,011,597.		1,011,597.	
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)	0.			

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	10,110.	1	16,470.
	2 Savings and temporary cash investments.	0.	2	236,697.
	3 Pledges and grants receivable, net	0.	3	0.
	4 Accounts receivable, net.	42.	4	108.
	5 Loans and other receivables from 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	0.	5	0.
	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).	0.	6	0.
	7 Notes and loans receivable, net.	0.	7	0.
	8 Inventories for sale or use	0.	8	0.
	9 Prepaid expenses and deferred charges	0.	9	0.
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation.	10b		
	11 Investments - publicly traded securities.	0.	11	0.
	12 Investments - other securities. See Part IV, line 11.	28,930,821.	12	30,940,149.
	13 Investments - program-related. See Part IV, line 11.	0.	13	0.
	14 Intangible assets.	36,954,590.	14	36,954,590.
	15 Other assets. See Part IV, line 11.	1,114,197,981.	15	1,299,038,338.
16 Total assets. Add lines 1 through 15 (must equal line 33)	1,180,093,544.	16	1,367,186,352.	
Liabilities	17 Accounts payable and accrued expenses.	0.	17	760.
	18 Grants payable.	0.	18	0.
	19 Deferred revenue.	0.	19	0.
	20 Tax-exempt bond liabilities.	0.	20	0.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D.	0.	21	0.
	22 Loans and other payables to 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	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties.	0.	23	0.
	24 Unsecured notes and loans payable to unrelated third parties.	0.	24	0.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.	1,091,685.	25	8,863.
	26 Total liabilities. Add lines 17 through 25.	1,091,685.	26	9,623.
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.	1,179,001,859.	27	1,367,176,729.
	28 Net assets with donor restrictions.	0.	28	0.
	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.	1,179,001,859.	32	1,367,176,729.
33 Total liabilities and net assets/fund balances.	1,180,093,544.	33	1,367,186,352.	

Form **990** (2019)

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	176,991,389.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,011,597.
3	Revenue less expenses Subtract line 2 from line 1	3	175,979,792.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	1,179,001,859.
5	Net unrealized gains (losses) on investments	5	8,860,111.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	0.
9	Other changes in net assets or fund balances (explain on Schedule O).	9	3,334,967.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	1,367,176,729.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII. ☐

- 1** Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both

☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

- 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

☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis

- 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 on Schedule O

- 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?

- 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 on Schedule O and describe any steps taken to undergo such audits . . .

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2019)

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 PLAN HOLDINGS, INC.

Employer identification number

81-4089215

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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<input type="checkbox"/> Yes <input type="checkbox"/> 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)

<input type="checkbox"/> Preservation of land for public use (for example, recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> 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 Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 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 FASB 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 FASB 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 FASB 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

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 make significant use of its collection items (check all that apply)
- a ☐ Public exhibition d ☐ Loan or exchange program
- b ☐ Scholarly research e ☐ Other _____
- c ☐ Preservation for future generations
- 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
- | | Amount |
|---|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on 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 Term 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
- | | Yes | No |
|--|--------|----|
| (i) Unrelated organizations | 3a(i) | |
| (ii) Related organizations | 3a(ii) | |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" 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 | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | | | |
| e Other | | | | |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10c) ▶ | | | | |

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) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
Total (Column (b) must equal Form 990, Part X, col (B) line 12) . ▶		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" 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) INVESTMENT IN TAHMO	907,996,389.
(2) INVESTMENT IN THPP	391,041,949.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ►	1,299,038,338.

Part X Other Liabilities.

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

1.	(a) Description of liability	(b) Book value
(1)	Federal income taxes	
(2)	DUE TO AFFILIATES	1,762.
(3)	DUE TO TAHP-HC	7,101.
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total (Column (b) must equal Form 990, Part X, col (B) line 25)		8,863.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ☒

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

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

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

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

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

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

Part XIII Supplemental Information.

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

FORM 990, SCHEDULE D, PART X, LINE 2

ASC 740 (FKA FIN 48) FOOTNOTE

IN 2019, THE AUDITED FINANCIAL STATEMENTS FOR HEALTH PLAN HOLDINGS, INC.,

DID NOT DISCLOSE AN ASC 740 FOOTNOTE.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23

▶ Attach to Form 990.

▶ 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 PLAN HOLDINGS, INC.

Employer identification number

81-4089215

Part I Questions Regarding Compensation

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 type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as 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.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the 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 checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" 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?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 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?
- b** Any related organization?
- 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?
- b** Any related organization?
- 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 on lines 5 and 6? If "Yes," describe in Part III.

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.

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b		
2		
3		
4a	X	
4b	X	
4c		X
5a		X
5b		X
6a	X	
6b	X	
7		X
8		X
9		

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

Schedule J (Form 990) 2019

Schedule J (Form 990) 2019

Page **2****Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 PATRICIA BLAKE PRES, SR PRODUCT	(i) 0. (ii) 409,719.	0. 344,143.	0. 48,255.	0. 193,526.	0. 20,377.	0. 1,016,020.	0. 56,081.
2 TRACEY CARTER SVP & CHIEF ACTUARY	(i) 0. (ii) 384,540.	0. 322,993.	0. 44,699.	0. 196,290.	0. 20,371.	0. 968,893.	0. 51,763.
3 CHRISTOPHER GORTON FORMER SVP (END 12/17)	(i) 0. (ii) 0.	0. 0.	0. 220,637.	0. 0.	0. 0.	0. 220,637.	0. 0.
4 PAUL KASUBA SVP & CMO	(i) 0. (ii) 392,396.	0. 329,591.	0. 45,024.	0. 132,519.	0. 21,548.	0. 921,078.	0. 53,346.
5 UMESH KURPAD SVP & CFO	(i) 0. (ii) 550,755.	0. 528,691.	0. 78,872.	0. 136,853.	0. 14,329.	0. 1,309,500.	0. 81,531.
6 MARY O MAHONEY SVP, CHIEF LEGAL OFC, CLERK	(i) 0. (ii) 422,363.	0. 343,914.	0. 56,438.	0. 108,315.	115. 0.	931,145.	53,414.
7 MARC SPOONER FVP, COM & GOV'T PDTS	(i) 0. (ii) 495,869.	0. 471,543.	0. 61,034.	0. 286,169.	0. 20,396.	0. 1,335,011.	0. 69,174.
8 PATRICIA TREBINO SVP, CHIEF OPP OFR	(i) 0. (ii) 452,343.	0. 434,222.	0. 60,068.	0. 116,097.	0. 20,350.	0. 1,083,080.	0. 64,997.
9 ROLAND PRICE TREASURER	(i) 0. (ii) 272,218.	0. 179,653.	0. 38,295.	0. 83,715.	0. 17,690.	0. 591,571.	0. 31,995.
10 THOMAS A. CROSWELL PRESIDENT & CEO	(i) 0. (ii) 1,113,102.	0. 1,162,696.	0. 163,395.	0. 238,342.	0. 6,816.	0. 2,684,351.	0. 159,251.
11 LYDIA GREENE FORMER OFFICER (END 6/18)	(i) 0. (ii) 344,863.	0. 289,667.	0. 44,696.	0. 63,616.	0. 7,217.	0. 750,059.	0. 0.
12 JEAN YANG FORMER OFFICER (END 6/18)	(i) 0. (ii) 366,962.	0. 295,330.	0. -2,017.	0. 108,936.	0. 7,211.	0. 776,422.	0. 0.
13 DEREK ABRUZZESE FORMER OFFICER (END 6/18)	(i) 0. (ii) 300,267.	0. 252,209.	0. 28,961.	0. 205,630.	0. 20,351.	0. 807,418.	0. 38,238.
14 KRISTIN LEWIS FORMER OFFICER (END 6/18)	(i) 0. (ii) 297,341.	0. 249,751.	0. 28,109.	0. 146,268.	0. 20,351.	0. 741,820.	0. 0.
15 MARC BACKON FORMER OFFICER (END 6/18)	(i) 0. (ii) 393,606.	0. 330,609.	0. 17,970.	0. 122,160.	0. 108.	0. 864,453.	0. 0.
16	(i) (ii)	 	 	 	 	 	

Schedule J (Form 990) 2019

JSA

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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

SCHEDULE J, PART I, LINE 3

THE COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS

(THE "BOARD") OF HEALTH PLAN HOLDINGS, INC. (HPHI OR THE "COMPANY")

REVIEWS AND ADMINISTERS TOTAL REMUNERATION OPPORTUNITIES, POLICIES,

PROGRAMS, AND MAJOR CHANGES IN HPHI'S BENEFIT PLANS THAT ARE APPLICABLE

TO THE OFFICERS AND EXECUTIVES OF THE COMPANY (THE "EXECUTIVES" - THESE

INCLUDE THE CEO AND ALL SENIOR VICE PRESIDENTS), AS WELL AS TO THE

GENERAL AUDITOR, CHIEF COMPLIANCE & ETHICS OFFICER, AND ANY OTHER

INDIVIDUAL OR GROUPS THE COMMITTEE DEEMS APPROPRIATE BASED ON ITS

INTERPRETATION OF THE DEFINITION OF "DISQUALIFIED PERSONS" IN SECTION

4958 OF THE INTERNAL REVENUE CODE OF 1986. THE COMMITTEE IS COMPRISED OF

INDEPENDENT DIRECTORS OF THE COMPANY.

THE COMMITTEE REPORTS TO THE FULL BOARD OF DIRECTORS. FOR CEO

COMPENSATION, THE COMMITTEE REVIEWS THE INFORMATION DESCRIBED BELOW AND

RECOMMENDS THE CEO'S COMPENSATION TO THE FULL BOARD FOR ITS APPROVAL. THE

COMMITTEE REVIEWS AND APPROVES COMPENSATION RECOMMENDATIONS FROM THE CEO

FOR OTHER EXECUTIVES, AND PROVIDES A REPORT TO THE FULL BOARD ON THIS

INFORMATION.

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.

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

COMPARABILITY DATA AND REASONABLENESS

THE TOTAL REMUNERATION OPPORTUNITIES PROVIDED TO EXECUTIVES OF THE COMPANY ARE INTENDED TO BE COMPETITIVE WITH, AND IN REASONABLE COMPARISON TO, THOSE OPPORTUNITIES PROVIDED BY ORGANIZATIONS IN THOSE BUSINESS SECTORS WITH WHICH THE COMPANY COMPETES FOR EXECUTIVE TALENT. THE BOARD BELIEVES THAT SUCH COMPETITORS ARE NOT LIMITED TO OTHER HEALTHCARE INSTITUTIONS AND THAT COMPARISONS SHOULD BE MADE TO THE COMPENSATION PRACTICES OF A CROSS SECTION OF BUSINESS SECTORS IN BOTH FOR-PROFIT AND NOT-FOR-PROFIT ORGANIZATIONS, WHEN APPROPRIATE.

THE COMMITTEE RETAINS INDEPENDENT COMPENSATION CONSULTANTS TO PROVIDE DATA AS NECESSARY, AND ALSO USES AVAILABLE SOURCES OF INDEPENDENT DATA ON COMPENSATION. PEER ORGANIZATIONS AND PUBLISHED SURVEY SOURCES WILL BE

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

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

THE COMMITTEE USES THIS DATA IN ITS REVIEW OF:

- SETTING BASE SALARIES - IN LIGHT OF MARKET DATA AND THE INDIVIDUAL'S PERFORMANCE, BACKGROUND, EXPERIENCES, AND PERSONAL SKILLS. BASE SALARY WILL BE SET SO THAT THE TARGETED POSITIONING OF AN EXECUTIVE IS AT THE

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

50TH PERCENTILE FOR EACH POSITION. ACTUAL BASE SALARY MAY VARY BASED ON SKILLS, BACKGROUND, AND EXPERIENCE.

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

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

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

TIMING

EXECUTIVE BENCHMARKING IS COMPLETED EVERY TWO YEARS FOR THOSE INDIVIDUALS

UNDER THE COMPENSATION COMMITTEE'S PURVIEW BY THE EXTERNAL CONSULTANT

ENGAGED BY THE COMPENSATION COMMITTEE. TO COMPLETE THE ANALYSIS, THE

CONSULTANT:

- COLLECTED RELEVANT INFORMATION REGARDING THE COMPANY'S OPERATIONS, COMPLEXITY, STRUCTURE, SIZE, AND SCOPE, AS WELL AS RELEVANT BACKGROUND ON THE EXECUTIVES' DUTIES AND SCOPE OF RESPONSIBILITIES;

- DETERMINED THE SURVEY SOURCES TO USE IN THE ANALYSIS, BASED ON THE

COMPANY'S COMPETITIVE MARKET FOR EXECUTIVE POSITIONS (AS DESCRIBED

ABOVE) ;

- MATCHED THE COMPANY'S EXECUTIVE POSITIONS IN THE SURVEYS BASED ON THE

COMPANY'S SIZE COMPLEXITY, AND SCOPE, AS WELL AS ACCORDING TO SPECIFIC

POSITION RESPONSIBILITIES AND REPORTING RELATIONSHIPS;

- VALIDATED THE SURVEY SOURCES AND MARKET MATCHES WITH THE INTERNAL

COMPENSATION TEAM TO ENSURE CONSISTENCY;

- REVIEWED, COMPILED, AND SUMMARIZED THE DATA IN REPORT FORM.

THE REPORT SUMMARIZING THE RESULTS OF THE ANALYSIS WAS PRESENTED TO THE

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

COMPENSATION COMMITTEE FOR DISCUSSION AND DELIBERATION.

DOCUMENTATION

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

SCHEDULE J, PART I, LINE 4A

CHRISTOPHER GORTON RECEIVED \$220,637 IN SEVERENCE.

SCHEDULE J, PART I, LINE 4B

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

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

FORM 990, SCHEDULE J, LINE 6

THE OFFICERS AND KEY EMPLOYEES OF HEALTH PLAN HOLDINGS, INC (HPHI) LISTED

ON PART VII PARTICIPATE IN AN EXECUTIVE INCENTIVE PLAN THAT IS BASED ON

THE OVERALL ANNUAL SUCCESS OF THE ORGANIZATION. THE ORGANIZATION'S GOALS

ARE ESTABLISHED EARLY IN THE YEAR AND APPROVED BY ITS INDEPENDENT BOARD

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

TARGETED OPERATING EARNINGS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

HEALTH PLAN HOLDINGS, INC.

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information

► Attach to Form 990 or 990-EZ.

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

OMB No 1545-0047

2019

**Open to Public
Inspection**

Employer identification number

81-4089215

FORM 990, PART I, LINE 1

CARRY OUT THE PURPOSES OF AND OVERSEE ORGANIZATIONS THAT: (A) ARRANGE FOR THE PROVISION OF COMPREHENSIVE HEALTH CARE SERVICES, PRIMARILY ON A PRE-PAID BASIS, MANAGED CARE PROGRAMS, AND OTHER ALTERNATIVE HEALTH CARE DELIVERY PROGRAMS, INCLUDING PROGRAMS DIRECTED PRIMARILY AT LOW INCOME RESIDENTS; (B) PROMOTE HEALTH MAINTENANCE THROUGH PROVIDING AND/OR ARRANGING FOR THE PROVISION OF HEALTH EDUCATION SERVICES; AND/OR (C) PROMOTE POSITIVE REGIONAL HEALTH PLANNING BETWEEN PROVIDERS AND CONSUMERS. HPHI WILL MANAGE AND COORDINATE THE COMBINED ACTIVITIES OF TAHMO, THPP, AND THEIR SUBSIDIARIES AND AFFILIATES.

HPHI (WHICH UNTIL OCTOBER 7, 2020 WAS KNOWN AS "TUFTS HEALTH PLAN, INC.") IS THE SOLE CORPORATE MEMBER OF TUFTS ASSOCIATED HEALTH MAINTENANCE ORGANIZATION, INC. ("TAHMO") AND TUFTS HEALTH PUBLIC PLANS, INC. ("THPP"). TAHMO IS A SECTION 501(C)(4) ORGANIZATION ORGANIZED AS A NONPROFIT CORPORATION THAT OFFERS PREPAID HEALTH PLANS TO INDIVIDUALS, SMALL GROUPS, LARGE GROUPS AND MEDICARE AND MEDICAID BENEFICIARIES, PRIMARILY IN MASSACHUSETTS. TAHMO IS ALSO THE PARENT OF ADDITIONAL TUFTS HEALTH PLAN SUBSIDIARIES AND AFFILIATES THAT ALSO PROVIDE HEALTH PLAN COVERAGE AND RELATED SERVICES. THPP IS A SECTION 501(C)(4) ORGANIZATION ORGANIZED AS A NONPROFIT CORPORATION THAT OFFERS PREPAID HEALTH PLANS TO LOW AND MODERATE INCOME RESIDENTS OF MASSACHUSETTS AND RHODE ISLAND.

HPHI'S ACTIVITIES INCLUDE SUPERVISING, OVERSEEING, AND APPROVING

Name of the organization

HEALTH PLAN HOLDINGS, INC.

Employer identification number

81-4089215

STRATEGIC PLANNING FOR TAHMO, THPP, AND THE OTHER ENTITIES IN THE TUFTS
HEALTH PLAN ENTERPRISE. HPHI'S ACTIVITIES ARE CARRIED OUT PRINCIPALLY
THROUGH THE WORK OF ITS GOVERNING BOARD AND COMMITTEES.

FORM 990, PART III, LINE 4A

HPHI'S PURPOSE IS TO OPERATE EXCLUSIVELY FOR THE PROMOTION OF SOCIAL
WELFARE, FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF, AND TO CARRY
OUT THE PURPOSES OF AND OVERSEE ORGANIZATIONS THAT: (A) ARRANGE FOR THE
PROVISION OF COMPREHENSIVE HEALTH CARE SERVICES, PRIMARILY ON A PRE-PAID
BASIS, MANAGED CARE PROGRAMS, AND OTHER ALTERNATIVE HEALTH CARE DELIVERY
PROGRAMS, INCLUDING PROGRAMS DIRECTED PRIMARILY AT LOW INCOME RESIDENTS;
(B) PROMOTE HEALTH MAINTENANCE THROUGH PROVIDING AND/OR ARRANGING FOR THE
PROVISION OF HEALTH EDUCATION SERVICES; AND/OR (C) PROMOTE POSITIVE
REGIONAL HEALTH PLANNING BETWEEN PROVIDERS AND CONSUMERS. HPHI'S
ACTIVITIES INCLUDE SUPERVISING, OVERSEEING, AND APPROVING STRATEGIC
PLANNING FOR TAHMO, THPP, AND THE OTHER ENTITIES IN THE TUFTS HEALTH PLAN
ENTERPRISE.
ENTERPRISE.

FORM 990, PART VI, LINE 2

FAMILY OR BUSINESS RELATIONSHIPS

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

THOMAS CROSWELL

MARY MAHONEY

UMESH KURPAD

Name of the organization	Employer identification number
HEALTH PLAN HOLDINGS, INC.	81-4089215

ROLAND PRICE

ROBERT SPELLMAN - THROUGH MAY 6, 2019

GREG TRANTER - AS OF MAY 7, 2019

THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TOTAL

HEALTH PLAN, INC:

THOMAS CROSWELL

UMESH KURPAD

MARY MAHONEY

ROLAND PRICE

THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS

INSURANCE COMPANY:

THOMAS CROSWELL

MARY MAHONEY

UMESH KURPAD

ROLAND PRICE

ROBERT SPELLMAN - THROUGH 6, 2019

GREG TRANTER - AS OF MAY 7, 2019

THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS

BENEFIT ADMINISTRATORS, INC:

THOMAS CROSWELL

MARY MAHONEY

UMESH KURPAD

Name of the organization

Employer identification number

HEALTH PLAN HOLDINGS, INC.

81-4089215

ROLAND PRICE

THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER AND/OR OFFICER FOR TUFTS

BROKERAGE CORPORATION, INC:

THOMAS CROSWELL

MARY MAHONEY

UMESH KURPAD

ROLAND PRICE

THE FOLLOWING PEOPLE SERVED AS A BOARD MEMBER FOR INTEGRA PARTNERS

HOLDINGS, INC.:

THOMAS CROSWELL

UMESH KURPAD

GREG TRANTOR - THROUGH MAY 6, 2019

FORM 990, PART VI, LINE 8B

FOR MAJORITY OF THE TIME, THE ORGANIZATION CONTEMPORANEOUSLY DOCUMENTS
MEETINGS HELD AND WRITTEN ACTIONS UNDERTAKEN BY ITS COMMITTEES. HOWEVER,
ON LIMITED OCCASIONS, A COMMITTEE MAY HAVE A SERIES OF CONFERENCE CALLS
AND MINUTES FOR THOSE CALLS ARE NOT APPROVED UNTIL THE NEXT IN-PERSON
MEETING, WHICH MAY BE MORE THAN SIXTY DAYS LATER.

FORM 990, PART VI, LINE 11B

PROCESS USED TO REVIEW THE FORM 990

THE FORM 990 IS PREPARED IN THE TUFTS HEALTH PLAN FINANCE DEPARTMENT,
WITH ASSISTANCE FROM OUR EXTERNAL ACCOUNTANTS, ERNST & YOUNG. INFORMATION

Name of the organization HEALTH PLAN HOLDINGS, INC.	Employer identification number 81-4089215
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IS PROVIDED BY THE FINANCE DEPARTMENT, GOVERNANCE MANAGER, COMPLIANCE & PRIVACY OFFICER, AND INTERNAL LEGAL COUNSEL. CERTAIN SECTIONS OF THE FORM ARE REVIEWED BY A NUMBER OF SENIOR MANAGERS; OUR CHIEF FINANCIAL OFFICER REVIEWS THE FORM IN ITS ENTIRETY. ONCE THE FORM IS COMPLETE, IN NOVEMBER 2020, IT IS FORWARDED ON TO OUR BOARD OF DIRECTORS AND IT IS THEN SUBMITTED FOR FILING.

FORM 990, PART VI, LINE 12C

MONITORING & ENFORCEMENT OF COMPLIANCE WITH CONFLICT OF INTEREST POLICY
THE HEALTH PLAN HOLDINGS (HPHI) CONFLICT OF INTEREST POLICY IS REVIEWED ANNUALLY AND REVISED AS NEEDED. THE POLICY REQUIRES MANAGERS, DIRECTORS, AVPS, VPS, SVPS, EVPS, THE PRESIDENT AND CEO, AND THE BOARD OF DIRECTORS TO ATTEST ANNUALLY THAT THEY WILL ABIDE BY THE POLICY. IT ALSO REQUIRES THEM TO SUBMIT AN ANNUAL DISCLOSURE STATEMENT TO THE CORPORATE COMPLIANCE OFFICER, LISTING ANY OUTSIDE RELATIONSHIPS, INCLUDING FINANCIAL AND/OR BOARD RELATIONSHIPS, THAT THEY OR A FAMILY MEMBER HAVE WITH HPHI'S SUPPLIERS, PURCHASERS, PROVIDERS AND/OR COMPETITORS. THERE IS A PROTOCOL TO REVIEW ANY DISCLOSURE THAT MIGHT BE A POTENTIAL CONFLICT OF INTEREST. ALSO, ALL EMPLOYEES ARE REQUIRED TO REPORT THE OFFER BY AN OUTSIDE ENTITY OF GIFTS OVER \$100, HONORARIA OR COVERAGE OF BUSINESS EXPENSES TO THE CORPORATE COMPLIANCE OFFICER AND A SENIOR LEADER. BOTH MUST APPROVE BEFORE ACCEPTANCE IS ALLOWED.

THE LEVELS OF REVIEW ARE:

- FOR BOARD MEMBERS, THE BOARD CHAIR, CEO, AND CHIEF LEGAL OFFICER - ONCE

Name of the organization

HEALTH PLAN HOLDINGS, INC.

Employer identification number

81-4089215

DISCLOSURES ARE REVIEWED AND APPROVED, THEY ARE COMMUNICATED TO THE GOVERNANCE MANAGER AND TO THE CORPORATE COMPLIANCE OFFICER.

- FOR HEALTH PLAN HOLDINGS MANAGEMENT, THE CORPORATE COMPLIANCE OFFICER, CHIEF COMPLIANCE & ETHICS OFFICER, AND CHIEF LEGAL OFFICER. DISCLOSURES THAT NEED FURTHER REVIEW ARE BROUGHT TO THE BOARD AUDIT & COMPLIANCE COMMITTEE CHAIR.

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

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

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

FORM 990, PART VI, LINE 15

PROCESS FOR DETERMINING COMPENSATION

Name of the organization HEALTH PLAN HOLDINGS, INC.	Employer identification number 81-4089215
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THE COMPENSATION COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS (THE "BOARD") OF THE HEALTH PLAN HOLDINGS, INC. (HPHI OR THE "COMPANY") REVIEWS AND ADMINISTERS TOTAL REMUNERATION OPPORTUNITIES, POLICIES, PROGRAMS, AND MAJOR CHANGES IN HPHI'S BENEFIT PLANS THAT ARE APPLICABLE TO THE OFFICERS AND EXECUTIVES OF THE COMPANY (THE "EXECUTIVES" - THESE INCLUDE THE CEO AND ALL SENIOR VICE PRESIDENTS), AS WELL AS TO THE GENERAL AUDITOR, CHIEF COMPLIANCE & ETHICS OFFICER, AND ANY OTHER INDIVIDUAL OR GROUPS THE COMMITTEE DEEMS APPROPRIATE BASED ON ITS INTERPRETATION OF THE DEFINITION OF "DISQUALIFIED PERSONS" IN SECTION 4958 OF THE INTERNAL REVENUE CODE OF 1986.

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

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

COMPARABILITY DATA AND REASONABLENESS

THE TOTAL COMPENSATION OPPORTUNITIES PROVIDED TO EXECUTIVES OF THE COMPANY ARE INTENDED TO BE COMPETITIVE WITH, AND IN REASONABLE COMPARISON

Name of the organization

HEALTH PLAN HOLDINGS, INC.

Employer identification number

81-4089215

TO, THOSE OPPORTUNITIES PROVIDED BY ORGANIZATIONS IN THOSE BUSINESS SECTORS WITH WHICH THE COMPANY COMPETES FOR EXECUTIVE TALENT. THE BOARD BELIEVES THAT SUCH COMPETITORS ARE NOT LIMITED TO OTHER HEALTHCARE INSTITUTIONS AND THAT COMPARISONS SHOULD BE MADE TO THE COMPENSATION PRACTICES OF A CROSS-SECTION OF BUSINESS SECTORS IN BOTH FOR-PROFIT AND NOT-FOR-PROFIT ORGANIZATIONS, WHEN APPROPRIATE.

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

THE COMMITTEE USES THIS DATA IN ITS REVIEW OF:

Name of the organization	Employer identification number
HEALTH PLAN HOLDINGS, INC.	81-4089215

- SETTING BASE SALARIES - IN LIGHT OF MARKET DATA AND THE INDIVIDUAL'S PERFORMANCE, BACKGROUND, EXPERIENCES, AND PERSONAL SKILLS. BASE SALARY WILL BE SET SO THAT THE TARGETED POSITIONING OF AN EXECUTIVE IS AT THE 50TH PERCENTILE FOR EACH POSITION. ACTUAL BASE SALARY MAY VARY BASED ON SKILLS, BACKGROUND, AND EXPERIENCE.

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

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

TIMING

EXECUTIVE BENCHMARKING IS COMPLETED EVERY TWO YEARS FOR THOSE INDIVIDUALS UNDER THE COMPENSATION COMMITTEE'S PURVIEW BY THE EXTERNAL CONSULTANT ENGAGED BY THE COMPENSATION COMMITTEE. TO COMPLETE THE ANALYSIS, THE

Name of the organization

HEALTH PLAN HOLDINGS, INC.

Employer identification number

81-4089215

CONSULTANT:

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

DOCUMENTATION

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

FORM 990, PART VI, LINE 19

PROCESS FOR MAKING DOCUMENTS AVAILABLE TO THE PUBLIC

OUR GOVERNING DOCUMENTS ARE PUBLICLY FILED AND AVAILABLE UPON REQUEST.

Name of the organization

HEALTH PLAN HOLDINGS, INC.

Employer identification number

81-4089215

OUR CONFLICTS OF INTEREST POLICY IS ALSO AVAILABLE UPON REQUEST. OUR
ANNUAL FINANCIAL REPORT AND QUARTERLY FINANCIAL UPDATES ARE POSTED ON OUR
PUBLIC WEBSITE AND ARE ALSO AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART XI, LINE 9

EQUITY ADJUSTMENT FOR INVESTMENTS \$3,334,967

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service
Name of the organization**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

2019Open to Public
Inspection

Name of the organization

HEALTH PLAN HOLDINGS, INC.

Employer identification number

81-4089215

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

	(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

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

	(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
							Yes	No
(1)	TUFTS HEALTH PLAN FOUNDATION, INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 26-1374263	GRANT MAKING	MA	501 (C) (3)	12A	TAHMO		X
(2)	TUFTS HEALTH PUBLIC PLANS, INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 80-0721489	HMO	MA	501 (C) (4)	N/A	HPHI		X
(3)	CAREPARTNERS OF CONNECTICUT, INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 82-2604728	HMO	CT	501 (C) (4)	N/A	TAHMO		X
(4)	TUFTS ASSOC HEALTH MAINTENANCE ORG, INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472 04-2674079	HMO	MA	501 (C) (4)	N/A	HPHI		X
(5)								
(6)								
(7)								

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

Schedule R (Form 990) 2019

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PAGE 40

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			
(1) CAREPARTNERS OF CT HOLDINGS LL 705 MOUNT AUBURN STREET WATERT	HOLDING COMPA	CT	N/A								
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?
(1) TUFTS ASSOCIATED HEALTH PLANS, INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472	MANAGEMENT SV	DE	TAHMO	C CORP	410,870,374	222,840,875	100 0000	X
(2) TUFTS INSURANCE COMPANY 705 MOUNT AUBURN STREET WATERTOWN, MA 02472	INSURANCE	MA	TAHP	C CORP	315,520,552	135,907,151	100 0000	X
(3) TUFTS BENEFIT ADMINISTRATORS, INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472	TPA	MA	TAHP	C CORP	62,192,967	22,428,147	100 0000	X
(4) TOTAL HEALTH PLAN, INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472	TPA	MA	TAHP	C CORP	60,734,522	45,541,567	100 0000	X
(5) TAHP BROKERAGE CORPORATION 705 MOUNT AUBURN STREET WATERTOWN, MA 02472	BROKERAGE COM	MA	TAHP	C CORP	0	196,210	100 0000	X
(6) INTEGRA PARTNERS HOLDINGS, INC 110 WALL ST STE 2502 NEW YORK, NY 10005	MED EQPMT & S	NY	TAHMO	C CORP	164,523,741	128,539,322	92 0000	X
(7) TUFTS HEALTH FREEDOM PLANS, INC 705 MOUNT AUBURN STREET WATERTOWN, MA 02472	JOINT VENTURE	MA	TAHP	C CORP	0	20,415,795	51 0000	X

Schedule R (Form 990) 2019

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)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) TUFTS HEALTH FREEDOM INSURANCE COMPANY 11 SOUTH MAIN STREET STE 600 CONCORD, NH 03301 47-3788473	INSURANCE	NH	THFP	C CORP	121,704,139	47,480,132	100.0000		X
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									

Schedule R (Form 990) 2019

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity.
- b** Gift, grant, or capital contribution to related organization(s).
- c** Gift, grant, or capital contribution from related organization(s).
- d** Loans or loan guarantees to or for related organization(s).
- e** Loans or loan guarantees by related organization(s).
- f** Dividends from related organization(s).
- g** Sale of assets to related organization(s).
- h** Purchase of assets from related organization(s).
- i** Exchange of assets with related organization(s).
- j** Lease of facilities, equipment, or other assets to related organization(s).
- k** Lease of facilities, equipment, or other assets from related organization(s).
- l** Performance of services or membership or fundraising solicitations for related organization(s).
- m** Performance of services or membership or fundraising solicitations by related organization(s).
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s).
- o** Sharing of paid employees with related organization(s).

p Reimbursement paid to related organization(s) for expenses.**q** Reimbursement paid by related organization(s) for expenses.**r** Other transfer of cash or property to related organization(s).**s** Other transfer of cash or property from related organization(s).**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(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		Yes	No	
(1)													
(2)													
(3)													
(4)													
(5)													
(6)													
(7)													
(8)													
(9)													
(10)													
(11)													
(12)													
(13)													
(14)													
(15)													
(16)													

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.

IDENTIFICATION
no. 001241947
Filing Fee: \$15.00

Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT (General Laws, Chapter 180, Section 7)

Name
Approved

We, Thomas A. Croswell, *President / *~~Vice President~~,

and Mary O'Toole Mahoney, *Clerk / *~~Assistant Clerk~~,

of Tufts Health Plan, Inc.,
(Exact name of corporation)

located at 705 Mt. Auburn Street, Watertown, MA 02472,
(Address of corporation in Massachusetts)

do hereby certify that these Articles of Amendment affecting articles numbered:

1

(Number those articles 1, 2, 3, and/or 4 being amended)

of the Articles of Organization were duly adopted at a meeting held on September 24 20 20, by vote of:

members, 11 directors, or stockholders**,

☐ Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR

☒ Being at least two-thirds of its directors where there are no members pursuant to General Laws,
Chapter 180, Section 3; OR

☐ In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having
the right to vote therein.

To amend the Corporation's Articles of Organization to change the name of the
Corporation to:

Health Plan Holdings, Inc.

C ☐
P ☐
M ☐
R.A. ☐

*Delete the inapplicable words.

**Check only one box that applies.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side
only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so
long as each article requiring each addition is clearly indicated.

PC

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty* days after such filing, in which event the amendment will become effective on such later date.

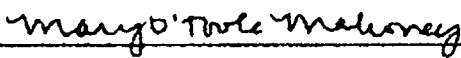
Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 6th day of October, 2020



Thomas A. Croswell

_____, *President / *Attorney General



Mary O'Toole Mahoney

_____, *Clerk / *Attorney General

*Delete the applicable word(s)