
From: Gillespie, Tonya L
Sent: Wednesday, December 04, 2019 2:39 PM
To: Jeff Knight
Cc: Taylor, Jamie O
Subject: RE: [External] FW: Press Release - to be sent soon

Thank you Jeff! We look forward to further updates.



Tonya Childress Gillespie, CPA
Assistant Commissioner, Regulatory
West Virginia Offices of the Insurance Commissioner
900 Pennsylvania Ave., 9th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1265
Fax: 304-558-0412

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From: Jeff Knight <JeffK@healthplan.org>
Sent: Wednesday, December 4, 2019 1:44 PM
To: Gillespie, Tonya L <Tonya.L.Gillespie@wv.gov>
Cc: Taylor, Jamie O <Jamie.O.Taylor@wv.gov>
Subject: [External] FW: Press Release - to be sent soon

CAUTION: External email. Do not click links or open attachments unless you verify sender.

Hi Tonya,

This is the revised release which will be circulated momentarily.

Let me know if you have any questions.

Jeff



Jeff Knight
Senior Vice President Finance/Analytical Svcs
P: 740.695.7585 | C: 304.281.5478
JeffK@healthplan.org | www.healthplan.org
1110 Main Street, Wheeling, WV 26003



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From: Wendy Hodorowski
Sent: Wednesday, December 4, 2019 1:35 PM
To: Jeff Knight <JeffK@healthplan.org>; Jason Landers <jlanders@healthplan.org>
Subject: Press Release - to be sent soon



Wendy Hodorowski
Director of Marketing
P. 740.699.6140
C.304.312.8448



For more information, please contact:
Wendy Hodorowski, Director of Marketing
The Health Plan
(740) 699-6140 or Wendy@healthplan.org

The Health Plan and West Virginia University Health System agree to terminate transactional agreement

WHEELING, W.Va. – The Health Plan, a managed care organization headquartered in Wheeling and operating throughout West Virginia and The West Virginia University Health System (operating under the brand WVU Medicine), have mutually agreed to terminate the May 1, 2019 transaction agreement, which means they will not become a single entity.

The West Virginia Offices of the Insurance Commissioner was sent the following statement on November 27, 2019 from The Health Plan, “The purpose of this letter is to notify the Department that the above-referenced Term Sheet (and the transaction contemplated by the Term Sheet) has been terminated.”

While this effective transaction is no longer moving forward, The Health Plan remains committed to building a statewide integrated healthcare finance and delivery network that will include all major health systems. In addition, this announcement does not change or affect coverage for anyone insured by The Health Plan who receives services from West Virginia University Health System facilities.

The Health Plan, a not-for-profit managed care organization, remains strong and competitively positioned for the future with our focus on our members and the communities we serve, with over 550 people working to support and improve the health of those members.

Established in 1979, the West Virginia-based company, with offices in Wheeling, Charleston and Morgantown, West Virginia and Massillon, Ohio insures over 200,000 individuals across the country and offers a complete line of managed care products and services designed to provide health care systems and clients with innovative health care benefits and plans at a reasonable cost.

###

From: Jeff Knight <JeffK@healthplan.org>
Sent: Wednesday, December 04, 2019 11:58 AM
To: Gillespie, Tonya L
Subject: RE: [External] Press release
Attachments: 12.04.19 The Health Plan and WVUHS Terminates Transaction.pdf

See attached



Jeff Knight
Senior Vice President Finance/Analytical Svcs
P: 740.695.7585 | C: 304.281.5478
JeffK@healthplan.org | www.healthplan.org
1110 Main Street, Wheeling, WV 26003



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From: Gillespie, Tonya L [mailto:Tonya.L.Gillespie@wv.gov]
Sent: Wednesday, December 4, 2019 11:39 AM
To: Jeff Knight <JeffK@healthplan.org>
Subject: RE: [External] Press release

Thanks Jeff!



Tonya Childress Gillespie, CPA
Assistant Commissioner, Regulatory
West Virginia Offices of the Insurance Commissioner
900 Pennsylvania Ave., 9th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1265
Fax: 304-558-0412

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From: Jeff Knight <JeffK@healthplan.org>
Sent: Wednesday, December 4, 2019 11:22 AM
To: Gillespie, Tonya L <Tonya.L.Gillespie@wv.gov>
Subject: [External] Press release

CAUTION: External email. Do not click links or open attachments unless you verify sender.

Hi Tonya,

I'm confirming something for John Wright now with our attorney. I will have an update before noon.

Jeff



Jeff Knight
Senior Vice President Finance/Analytical Svcs
P: 740.695.7585 | C: 304.281.5478
JeffK@healthplan.org | www.healthplan.org
1110 Main Street, Wheeling, WV 26003



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For more information, please contact:
Wendy Hodorowski, Director of Marketing
The Health Plan
(740) 699-6140 or Wendy@healthplan.org

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The Health Plan, a not-for-profit managed care organization, remains strong and competitively positioned for the future with our focus on our members and the communities we serve, with over 550 people working to support and improve the health of those members.

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###

From: Jeff Knight <JeffK@healthplan.org>
Sent: Wednesday, November 27, 2019 11:37 AM
To: Dodrill, Jim
Cc: Gillespie, Tonya L
Subject: RE: [External] WVU Transaction (Termination) Letter

Jim,

I appreciate the support you and your team have provided during this process. We continue to have conversations with CAMC and I've been instructed by our Board to share this notification letter with them. This is the first step in repairing that relationship and we want them to be a strong partner in the future.

I'll keep you informed on our contract negotiation and I'll reach out if we need any help.

Thanks again!

Jeff



Jeff Knight
Senior Vice President Finance/Analytical Svcs
P: 740.695.7585 | C: 304.281.5478
JeffK@healthplan.org | www.healthplan.org
1110 Main Street, Wheeling, WV 26003



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From: Dodrill, Jim [mailto:Jim.Dodrill@wv.gov]
Sent: Wednesday, November 27, 2019 11:06 AM
To: Jeff Knight <JeffK@healthplan.org>
Cc: Gillespie, Tonya L <Tonya.L.Gillespie@wv.gov>
Subject: RE: [External] WVU Transaction (Termination) Letter

Thank you, Jeff. This is not surprising news. While unfortunate for the proposed merger, it is, as you know, potentially very good news for The Health Plan's (and PEIA's) relationship with CAMC.

I spoke with David Ramsey about this situation a while back and offered to help in any way I can should the opportunity arise. Likewise, and now that it appears there is an opportunity, if there is anything I can do to assist The Health Plan in rekindling its relationship with CAMC, all you have to do is let me know.

Again, thank you for providing this information.



James A. Dodrill

Insurance Commissioner of West Virginia

Offices of the Insurance Commissioner

Post Office Box 50540

Charleston, West Virginia 25305-0540

Office: (304) 558-3029

Fax: (304) 558-0412

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From: Jeff Knight <JeffK@healthplan.org>

Sent: Wednesday, November 27, 2019 10:34

To: Dodrill, Jim <Jim.Dodrill@wv.gov>

Cc: Gillespie, Tonya L <Tonya.L.Gillespie@wv.gov>; Bell, Jerry <jerry.bell@nortonrosefulbright.com>; John Wright <wrightapg@comcast.net>

Subject: [External] WVU Transaction (Termination) Letter

CAUTION: External email. Do not click links or open attachments unless you verify sender.

Mr. Dodrill,

Attached is a letter from John Wright, IV, Chairman of The Health Plan Board, regarding our transaction with WVU Health System.

Please let me know if you have any questions.

Thanks!

Jeff Knight



Jeff Knight

Senior Vice President Finance/Analytical Svcs

P: 740.695.7585 | C: 304.281.5478

JeffK@healthplan.org | www.healthplan.org

1110 Main Street, Wheeling, WV 26003



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November 27, 2019

To: James A. Dodrill
West Virginia Department of Insurance
900 Pennsylvania Ave
Charleston, WV 25302

Re: Project Musket Term Sheet ("Term Sheet") Between West Virginia United Health System, Inc. d/b/a West Virginia University Health System and The Health Plan of West Virginia, Inc., Dated May 1, 2019

Dear Mr. Dodrill,

The purpose of this letter is to notify the Department that the above-referenced Term Sheet (and the transaction contemplated by the Term Sheet) has been terminated. If you or anyone else with the Department desires additional information, please let me know.

Sincerely,

A handwritten signature in black ink, appearing to read "John Wright, IV". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

John Wright, IV
Chair Board of Directors

From: Jeff Knight <JeffK@healthplan.org>
Sent: Wednesday, November 27, 2019 8:32 AM
To: Gillespie, Tonya L
Subject: RE: CAMC

Hi Tonya,

I'll be sending a notification to the Commissioner this morning (WVU Termination). I'll copy you on the correspondence. We can talk after if you're available today.

Jeff



Jeff Knight
Senior Vice President Finance/Analytical Svcs
P: 740.695.7585 | C: 304.281.5478
JeffK@healthplan.org | www.healthplan.org
1110 Main Street, Wheeling, WV 26003



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From: Gillespie, Tonya L [mailto:Tonya.L.Gillespie@wv.gov]
Sent: Monday, November 25, 2019 4:36 PM
To: Jeff Knight <JeffK@healthplan.org>
Subject: CAMC

Hi Jeff,

I'm following up on our conversation from Friday about the CAMC contract. Did your Board approve the notice? If so, is it being released this week? Any news on a permanent replacement for Mr. Pennington? Any update on these topics is appreciated.

Thank you!



Tonya Childress Gillespie, CPA

Assistant Commissioner, Regulatory

West Virginia Offices of the Insurance Commissioner
900 Pennsylvania Ave., 9th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1265
Fax: 304-558-0412

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From: Jeff Knight <JeffK@healthplan.org>
Sent: Monday, November 25, 2019 4:45 PM
To: Gillespie, Tonya L
Subject: RE: CAMC

Hi Tonya,

Our Board is having a meeting tomorrow night. I believe they'll be voting on next steps for WVU and CAMC. Once those decisions are made everything else will be much clearer. I will email you tomorrow night or Wednesday morning with more information.

Jeff



Jeff Knight
Senior Vice President Finance/Analytical Svcs
P: 740.695.7585 | C: 304.281.5478
JeffK@healthplan.org | www.healthplan.org
1110 Main Street, Wheeling, WV 26003



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From: Gillespie, Tonya L [mailto:Tonya.L.Gillespie@wv.gov]
Sent: Monday, November 25, 2019 4:36 PM
To: Jeff Knight <JeffK@healthplan.org>
Subject: CAMC

Hi Jeff,

I'm following up on our conversation from Friday about the CAMC contract. Did your Board approve the notice? If so, is it being released this week? Any news on a permanent replacement for Mr. Pennington? Any update on these topics is appreciated.

Thank you!



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From: Hrezo, Robert J
Sent: Wednesday, November 20, 2019 10:59 AM
To: Ryan Ralston; Jeff Knight
Cc: Parr, Justin E
Subject: Agenda for Friday's Conference Call
Attachments: Agenda for 11 22 19 Conf Call with HPWV.docx

Ryan & Jeff,

Please find attached a proposed agenda for Friday's Conference Call at 3:00 pm. If you have other items that you want to see addressed in the agenda, please feel free to let me know. We can certainly make the necessary updates. Thank you in advance for your time and efforts.

Respectfully,
Rob Hrezo



Robert J. Hrezo

Insurance Financial Specialist III

West Virginia Offices of the Insurance Commissioner

900 Pennsylvania Ave., 7th Floor

Charleston, WV 25302

Phone: 304-558-6279 ext. 1103

Fax: 304-558-1365

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Agenda for 11/22/19 Conference Call with Health Plan of West Virginia

1. October 2019 Financial Statement Recap – any updates to reserve estimates?

2. Status of the Cost Containment Committee Initiatives
 - a. Contracts:

 - b. Payment Accuracy:

 - c. Vendors:

 - d. Any new initiatives?

3. WVU Health System / Transaction Committee update.

4. Appointment of External Actuary for 2019 notification.

5. WV BMS Risk Adjustment estimated receivable update.

6. Pennington Replacement / Management Services Agreement w WVU Health update.

7. Updated biographical affidavit.

8. Board Member Replacements.

9. Lawsuit Updates.

10. Tennessee MEWA and other MEWAs update.

11. Any additional topics.

From: Phil Shimer <philshimer@tsgsolution.com>
Sent: Friday, October 25, 2019 9:02 AM
To: Fix, Joylynn
Subject: RE: [External] Any news?

Joylynn:

Good morning.

So, it's been a few weeks since my last inquiry - time to check-in with you again for a status update on WVU and The Health Plan.

I presume you saw yesterday's release that Health Plan CEO Jim Pennington will step down at the end of the year? My understanding is there will likely be additional departures from the executive team as well. I learned last week that internal discussions have the plan pushing its initial January target date back six months to July, 2020.

Anything new on your end – officially or otherwise?

Thanks.

From: Fix, Joylynn <Joylynn.Fix@wv.gov>
Sent: Wednesday, October 2, 2019 8:58 AM
To: Phil Shimer <philshimer@tsgsolution.com>
Subject: RE: [External] Any news?

Still nothing has been filed here with no updates. I find recent news stories to highly exaggerated.



Joylynn Fix

Director, Rates and Forms

West Virginia Offices of the Insurance Commissioner
900 Pennsylvania Ave., 7th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1170
Fax: 304-558-1610

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From: Phil Shimer <philshimer@tsgsolution.com>
Sent: Wednesday, October 02, 2019 8:56 AM

To: Fix, Joylynn <Joylynn.Fix@wv.gov>

Subject: [External] Any news?

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Jolynn:

Good morning.

Checking in – again – to see if anything been filed yet by WVU or Health Plan with the OIC? If not, do you have any reportable change in status that you can share?

All I hear is that WVU’s due diligence efforts continue – most recently that an actuarial review of the plan’s book of business was still being evaluated.

Thanks.

From: Phil Shimer <philshimer@tsgsolution.com>
Sent: Wednesday, October 02, 2019 8:56 AM
To: Fix, Joylynn
Subject: [External] Any news?

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Jolynn:

Good morning.

Checking in – again – to see if anything been filed yet by WVU or Health Plan with the OIC? If not, do you have any reportable change in status that you can share?

All I hear is that WVU's due diligence efforts continue – most recently that an actuarial review of the plan's book of business was still being evaluated.

Thanks.

From: Taylor, Jamie O
Sent: Tuesday, October 01, 2019 12:14 PM
To: 'Jeff Knight'

Final in July 2020?

Not sure that I would provide a date until filed and approved by the department. ☹️

<http://wvmetronews.com/2019/09/30/wvu-medicine-deal-leads-to-provider-contract-cancellation-at-camc/>



Jamie Taylor, CFE, PIR
Director/Chief Examiner

West Virginia Offices of the Insurance Commissioner
Company Analysis and Examination Division
900 Pennsylvania Ave., 7th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1171
Fax: 304-558-1365

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From: Phil Shimer <philshimer@tsgsolution.com>
Sent: Friday, September 20, 2019 1:41 PM
To: Fix, Joylynn
Subject: Re: [External] Status Check - Form A Filing

Yep - same to you. Really hoping for one that's a little cooler!

Thanks.

Sent from my iPhone

On Sep 20, 2019, at 1:24 PM, Fix, Joylynn <Joylynn.Fix@wv.gov> wrote:

Absolutely! Feel free to check in with me any time! And at least this way we still get to work together!

Have a great weekend!

<image002.png>

Joylynn Fix

Director, Rates and Forms

West Virginia Offices of the Insurance Commissioner

900 Pennsylvania Ave., 7th Floor

Charleston, WV 25302

Phone: 304-558-6279 ext. 1170

Fax: 304-558-1610

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From: Phil Shimer <philshimer@tsgsolution.com>

Sent: Friday, September 20, 2019 1:23 PM

To: Fix, Joylynn <Joylynn.Fix@wv.gov>

Subject: Re: [External] Status Check - Form A Filing

OK - I really am sorry to keep making the same request. That said, I know you appreciate that I'll probably keep raising it until you respond in the affirmative - at which point the questions will probably change but continue!

Thanks.

Sent from my iPhone

On Sep 20, 2019, at 1:13 PM, Fix, Joylynn <Joylynn.Fix@wv.gov> wrote:

We still have not heard a word from them.

<image002.png>

Joylynn Fix

Director, Rates and Forms

West Virginia Offices of the Insurance Commissioner

900 Pennsylvania Ave., 7th Floor

Charleston, WV 25302

Phone: 304-558-6279 ext. 1170

Fax: 304-558-1610

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From: Phil Shimer <philshimer@tsgsolution.com>

Sent: Friday, September 20, 2019 12:20 PM

To: Fix, Joylynn <Joylynn.Fix@wv.gov>

Subject: [External] Status Check - Form A Filing

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Joylynn:

Good afternoon.

It being Friday, interims approaching, and apparently > couple weeks since I last checked with you, it's time for me to again ask: have any OIC form filings been made by THPWV or a WVU-related entity with respect to their proposed merge?

Please advise if so. If not, have you all been provided any kind of a status report? I heard mid-week last that they were thought to be close to wrapping up their due diligence so thought maybe a filing had been made.

Thanks.

Sent from my iPhone

On Aug 30, 2019, at 8:24 AM, Fix, Joylynn <Joylynn.Fix@wv.gov> wrote:

You too!

<image002.png>

Joylynn Fix

Director, Rates and Forms

West Virginia Offices of the Insurance Commissioner

900 Pennsylvania Ave., 7th Floor

Charleston, WV 25302

Phone: 304-558-6279 ext. 1170

Fax: 304-558-1610

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From: Phil Shimer <philshimer@tsgsolution.com>
Sent: Friday, August 30, 2019 8:24 AM
To: Fix, Joylynn <Joylynn.Fix@wv.gov>
Subject: Re: [External] Status Check - Form A Filing

Hmm ... OK. Thanks for the quick response - I guess I can check that matter off for another week!

Have a great holiday!

Sent from my iPhone

On Aug 30, 2019, at 8:18 AM, Fix, Joylynn <Joylynn.Fix@wv.gov> wrote:

I'm here! We still have nothing filed.

<image002.png>

Joylynn Fix

Director, Rates and Forms

West Virginia Offices of the Insurance Commissioner
900 Pennsylvania Ave., 7th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1170
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From: Phil Shimer <philshimer@tsgsolution.com>
Sent: Friday, August 30, 2019 8:16 AM
To: Fix, Joylynn <Joylynn.Fix@wv.gov>
Subject: Re: [External] Status Check - Form A Filing

Morning!

Just performing my due diligence prior to a long weekend. Anything new on the filings front with respect to WVU and Health Plan?

On the possibility that you are off for an even longer weekend - have a great one!

Thanks.

Sent from my iPhone

On Aug 22, 2019, at 10:55 AM, Fix, Joylynn
<Joylynn.Fix@wv.gov> wrote:

I sure will!

<image001.png>

Joylynn Fix

Director, Rates and Forms

West Virginia Offices of the Insurance

Commissioner

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From: Phil Shimer

<philshimer@tsgsolution.com>

Sent: Thursday, August 22, 2019 10:53
AM

To: Fix, Joylynn <Joylynn.Fix@wv.gov>

Subject: RE: [External] Status Check -
Form A Filing

Jolyann:

Thanks so much for the quick
response. You can expect that I'll
check-in with you again soon. In the
meantime if you do happen to hear
anything and you think of it, please let
me know.

Thanks again.

From: Fix, Joylynn

<Joylynn.Fix@wv.gov>

Sent: Thursday, August 22, 2019 9:55
AM

To: Phil Shimer

<philshimer@tsgsolution.com>

Subject: RE: [External] Status Check -
Form A Filing

Good morning! We still don't have it,
and we do not have a timeline from
them at this point.

<image003.png>

Joylynn Fix

Director, Rates and Forms

West Virginia Offices of the Insurance
Commissioner

900 Pennsylvania Ave., 7th Floor

Charleston, WV 25302

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Fax: 304-558-1610

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From: Phil Shimer

<philshimer@tsgsolution.com>

Sent: Thursday, August 22, 2019 9:38
AM

To: Fix, Joylynn <Joylynn.Fix@wv.gov>

Subject: [External] Status Check - Form
A Filing

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Joylynn:

Good morning.

I think it's time for me to check-in with
you again. As you know, I've been
looking for any updates regarding a
Form A filing (or for that matter any
other filings) made by either a WVU-
related entity or by The Health Plan of

West Virginia and related to WVU's long ago announced intention to acquire The Health Plan.

Has anything been filed? If not, have you been provided anything affording you any insight into when such filings might be expected? As always, I appreciate whatever you're able to provide in the manner of an update.

Thanks.

From: Cassandra L. Means <Cassandra.L.Means@wvago.gov>
Sent: Thursday, September 05, 2019 9:16 AM
To: Hunter, Erin K
Subject: RE: ? Regarding WVUH and The Health Plan

Follow Up Flag: Follow up
Flag Status: Flagged

Erin:

Good morning! I have passed your email along to Kathy Schultz. My guess would be that it would be Doug Davis from our Consumer and Anti-Trust Division, but we will confirm today and get back to you.

Hope all is well,
Cassie

From: Hunter, Erin K <Erin.K.Hunter@wv.gov>
Sent: Wednesday, September 4, 2019 5:24 PM
To: Cassandra L. Means <Cassandra.L.Means@wvago.gov>
Subject: ? Regarding WVUH and The Health Plan

Hi Cassie,

During a meeting/call with The Health Plan, one of our domestic health insurance companies, we were advised that the AG's office had sent 26 questions to The Health Plan primarily looking at anti-trust concerns. I assume this is about WVU Hospital's intended acquisition of The Health Plan. We have seen several things in the media about this matter, but have not spoken directly to the folks from WVU Hospitals about the matter with any specificity.

Do you know who in the AG's office is handling this matter? It may be confidential, but as the primary regulator of the insurance industry in the state we would like to reach out to the AG's office to see whether there is any non-confidential information they could share with us.

Thanks,

Erin



Erin K. Hunter
Deputy Commissioner/General Counsel
West Virginia Offices of the Insurance Commissioner
900 Pennsylvania Ave., 9th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1167

Fax: 304-558-1908

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From: Phil Shimer <philshimer@tsgsolution.com>
Sent: Friday, August 30, 2019 8:24 AM
To: Fix, Joylynn
Subject: Re: [External] Status Check - Form A Filing

Hmm ... OK. Thanks for the quick response - I guess I can check that matter off for another week!

Have a great holiday!

Sent from my iPhone

On Aug 30, 2019, at 8:18 AM, Fix, Joylynn <Joylynn.Fix@wv.gov> wrote:

I'm here! We still have nothing filed.

<image002.png>

Joylynn Fix

Director, Rates and Forms

West Virginia Offices of the Insurance Commissioner

900 Pennsylvania Ave., 7th Floor

Charleston, WV 25302

Phone: 304-558-6279 ext. 1170

Fax: 304-558-1610

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From: Phil Shimer <philshimer@tsgsolution.com>
Sent: Friday, August 30, 2019 8:16 AM
To: Fix, Joylynn <Joylynn.Fix@wv.gov>
Subject: Re: [External] Status Check - Form A Filing

Morning!

Just performing my due diligence prior to a long weekend. Anything new on the filings front with respect to WVU and Health Plan?

On the possibility that you are off for an even longer weekend - have a great one!

Thanks.

Sent from my iPhone

On Aug 22, 2019, at 10:55 AM, Fix, Joylynn <Joylynn.Fix@wv.gov> wrote:

I sure will!

<image001.png>

Joylynn Fix

Director, Rates and Forms

West Virginia Offices of the Insurance Commissioner
900 Pennsylvania Ave., 7th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1170
Fax: 304-558-1610

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From: Phil Shimer <philshimer@tsgsolution.com>

Sent: Thursday, August 22, 2019 10:53 AM

To: Fix, Joylynn <Joylynn.Fix@wv.gov>

Subject: RE: [External] Status Check - Form A Filing

Joylynn:

Thanks so much for the quick response. You can expect that I'll check-in with you again soon. In the meantime if you do happen to hear anything and you think of it, please let me know.

Thanks again.

From: Fix, Joylynn <Joylynn.Fix@wv.gov>

Sent: Thursday, August 22, 2019 9:55 AM

To: Phil Shimer <philshimer@tsgsolution.com>

Subject: RE: [External] Status Check - Form A Filing

Good morning! We still don't have it, and we do not have a timeline from them at this point.

<image003.png>

Joylynn Fix

Director, Rates and Forms

West Virginia Offices of the Insurance Commissioner
900 Pennsylvania Ave., 7th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1170
Fax: 304-558-1610

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From: Phil Shimer <philshimer@tsgsolution.com>
Sent: Thursday, August 22, 2019 9:38 AM
To: Fix, Joylynn <Joylynn.Fix@wv.gov>
Subject: [External] Status Check - Form A Filing

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Joylynn:

Good morning.

I think it's time for me to check-in with you again. As you know, I've been looking for any updates regarding a Form A filing (or for that matter any other filings) made by either a WVU-related entity or by The Health Plan of West Virginia and related to WVU's long ago announced intention to acquire The Health Plan.

Has anything been filed? If not, have you been provided anything affording you any insight into when such filings might be expected? As always, I appreciate whatever you're able to provide in the manner of an update.

Thanks.

From: Hrezo, Robert J
Sent: Wednesday, August 21, 2019 4:23 PM
To: Ryan Ralston; Jeff Knight
Cc: Gillespie, Tonya L; Taylor, Jamie O; Parr, Justin E
Subject: Agenda for Friday's Monthly Conference Call
Attachments: Agenda for Conference Call with Health Plan of West Virginia 8 23 19.docx

Ryan and Jeff,

Please see the attached agenda for this Friday's conference call. Let me know if there are any additional items that you would like to address and I can add them to the agenda. Thank you for cooperation.

Sincerely,
Rob Hrezo



Robert J. Hrezo

Insurance Financial Specialist III

West Virginia Offices of the Insurance Commissioner
900 Pennsylvania Ave., 7th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1103
Fax: 304-558-1365

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Agenda for Conference Call with Health Plan of West Virginia

1. June 2019 Financial Statement Recap – any updates to reserve estimates?
2. Premium Deficiency Reserve Estimate and Amortization discussion.
3. Status of the July 2019 Financial Statements – any questions from HPWV of WVOIC staff regarding additional reporting requirements.
4. Status of the Cost Containment Committee Initiatives
 - a. Contracts:
 - b. Payment Accuracy:
 - c. Vendors:
 - d. Any new initiatives?
5. NCQU Accreditation Review status update.
6. CAMC Contract Cancellation/Negotiations update.
7. WVU Health System / Transaction Committee update.
8. Appointment of External Actuary for 2019 notification.
9. Any additional topics.

From: Taylor, Jamie O
Sent: Tuesday, July 09, 2019 7:38 AM
To: Parr, Justin E; Gillespie, Tonya L
Subject: FW: Filing

FYI

From: Jeff Knight <JeffK@healthplan.org>
Sent: Monday, July 08, 2019 3:58 PM
To: Ryan Ralston <rralston@healthplan.org>; Taylor, Jamie O <Jamie.O.Taylor@wv.gov>
Subject: RE: Filing

I actually just got off the phone with our transaction attorney and he's reaching out to Bob O'Neil from WVU right now. I don't expect any objections from their side.



Jeff Knight
Senior Vice President Finance/Analytical Svcs
P: 740.695.7585 | C: 304.281.5478
JeffK@healthplan.org | www.healthplan.org
1110 Main Street, Wheeling, WV 26003



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From: Ryan Ralston
Sent: Monday, July 8, 2019 3:50 PM
To: Taylor, Jamie O <Jamie.O.Taylor@wv.gov>
Cc: Jeff Knight <JeffK@healthplan.org>
Subject: RE: Filing

Good afternoon, Jamie. I just spoke with Jeff, and the filing is currently with WVU and their attorneys. As soon as they complete their review, we will get it filed. Jeff sent them an email this afternoon to understand their expected timing. We'll let you know once we have more information. Thanks!



Ryan Ralston
Vice President Finance/CFO
P. 740.699.6236
C. 740.312.4534

From: Taylor, Jamie O [mailto:Jamie.O.Taylor@wv.gov]
Sent: Monday, July 8, 2019 1:50 PM
To: Ryan Ralston <rralston@healthplan.org>
Subject: Filing

Any word on the Form E filing?



Jamie Taylor, CFE, PIR
Director/Chief Examiner

West Virginia Offices of the Insurance Commissioner
Company Analysis and Examination Division
900 Pennsylvania Ave., 7th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1171
Fax: 304-558-1365

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From: Drew A. Proudfoot <dproudfoot@bowlesrice.com>
Sent: Friday, May 10, 2019 11:05 AM
To: Taylor, Jamie O; Peter Markham
Subject: RE: THP Reporting Requirements

Dial in: 8663654406
Access Code: 2852566

We will talk to you at 2:30pm.

From: Taylor, Jamie O <Jamie.O.Taylor@wv.gov>
Sent: Friday, May 10, 2019 10:54 AM
To: Peter Markham <pmarkham@bowlesrice.com>; Drew A. Proudfoot <dproudfoot@bowlesrice.com>
Subject: Re: THP Reporting Requirements

I can setup a call-in number if needed.

Jamie Taylor, CFE, PIR
Director/Chief Examiner
West Virginia Offices of the Insurance Commissioner
Company Analysis and Examination Division
900 Pennsylvania Ave., 7th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1171
Fax: 304-558-1365

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From: Peter Markham <pmarkham@bowlesrice.com>
Sent: Friday, May 10, 2019 10:51:29 AM
To: Taylor, Jamie O; Drew A. Proudfoot
Subject: RE: THP Reporting Requirements

Perhaps we can set up a call-in number? Drew and I are in separate offices. Drew – can you arrange a line?

Thanks Jamie.

From: Taylor, Jamie O <Jamie.O.Taylor@wv.gov>
Sent: Friday, May 10, 2019 10:50 AM
To: Drew A. Proudfoot <dproudfoot@bowlesrice.com>
Cc: Peter Markham <pmarkham@bowlesrice.com>
Subject: Re: THP Reporting Requirements

Hi Drew.

I received Peters message from yesterday. I've been in a conference the last day an half.

I've talked to on of our attorneys and we are available at 2:30 this afternoon.

Shall we call you?

Jamie Taylor, CFE, PIR
Director/Chief Examiner
West Virginia Offices of the Insurance Commissioner
Company Analysis and Examination Division
900 Pennsylvania Ave., 7th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1171
Fax: 304-558-1365

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From: Drew A. Proudfoot <dproudfoot@bowlesrice.com>

Sent: Friday, May 10, 2019 10:40:36 AM

To: Taylor, Jamie O

Cc: Peter Markham

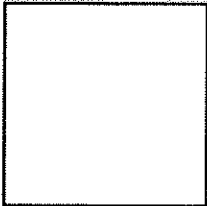
Subject: THP Reporting Requirements

Jamie,

Peter Markham and I are attorneys with Bowles Rice and we have been brought on to help The Health Plan with its reporting requirements regarding the WVU transaction. Jeff Knight forwarded your email from earlier this week so we are relatively up to speed. Peter and I were hoping to have a quick call with you or a member of your team regarding the OIC's expectations so that we make sure to comply with all reporting requirements.

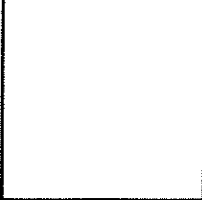
Do you have time this afternoon after 2:30pm to chat? I don't imagine it will take longer than a half an hour.

Thank you in advance for your help,

	Drew A. Proudfoot
	dproudfoot@bowlesrice.com
	125 Granville Square
	Suite 400
	Morgantown, WV 26501
	Telephone: (304) 285-2566
	Facsimile: (304) 285-2526


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	Peter Markham pmarkham@bowlesrice.com
	600 Quarrier Street Charleston, WV 25301 Telephone: (304) 347-1107 Facsimile: (304) 343-3058

[Bio](#) | [vCard](#)

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	Drew A. Proudfoot dproudfoot@bowlesrice.com
	125 Granville Square Suite 400 Morgantown, WV 26501 Telephone: (304) 285-2566 Facsimile: (304) 285-2526

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From: Taylor, Jamie O
Sent: Tuesday, May 07, 2019 3:58 PM
To: Jeff Knight
Cc: Parr, Justin E; Gillespie, Tonya L
Subject: THP/WVU Press Release

Importance: High

Good afternoon Jeff,

Through multiple news outlets, the Department is seeing that there is a possible acquisition involved with WVU and The Health Plan.

Not having the full details of the “integration / partnership”, if WVU does become the owner of The Health Plan, there are holding company filings required.

From what I gather, there should have been a Form E (see referenced Code below) filed regarding this. I would suggest you (or your Legal staff) as well as WVU folks read the holding company statute and determine the applicable sections.

§33-27-3a. Acquisitions Involving Insurers Not Otherwise Covered; definitions; scope; pre-acquisition notification and waiting period; competitive standard; orders and penalties.

(c) Pre-acquisition notification and waiting period. -- An acquisition covered by subsection (b) of this section may be subject to an order pursuant to subsection (e) of this section unless the acquiring person files a pre-acquisition notification and the waiting period has expired. The acquired person may file a pre-acquisition notification. The commissioner shall give confidential treatment to information submitted under this subsection in the same manner as provided in section seven of this article.

(1) The pre-acquisition notification shall be in such form and contain such information as prescribed by the National Association of Insurance Commissioners relating to those markets that, under paragraph (D), subdivision (2), subsection (b) of this section, cause the acquisition not to be exempted from the provisions of this section. The commissioner may require such additional material and information as deemed necessary to determine whether the proposed acquisition, if consummated, would violate the competitive standard of subsection (d) of this section. The required information may include an opinion of an economist as to the competitive impact of the acquisition in this state accompanied by a summary of the education and experience of such person indicating his or her ability to render an informed opinion.

Please keep us informed of any further developments.

Thank you.



Jamie Taylor, CFE, PIR

Director/Chief Examiner

West Virginia Offices of the Insurance Commissioner
Company Analysis and Examination Division
900 Pennsylvania Ave., 7th Floor
Charleston, WV 25302
Phone: 304-558-6279 ext. 1171
Fax: 304-558-1365

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INTEGRATION OF WVU MEDICINE AND THE HEALTH PLAN

We are excited to share with you that WVU Medicine and The Health Plan will be publicly announcing their intent to become an integrated delivery and financing network ("Integration") in the coming days. Through the Integration, WVU Medicine and The Health Plan aim to improve the health of West Virginians while improving the efficiency of care delivered. The Integration will help West Virginia be competitive with surrounding states, such as Pennsylvania, Maryland, and Virginia, all of which have one or more integrated delivery and financing systems. The Integration will help keep both care and jobs in state.

WHAT IS THE STRUCTURE OF THE INTEGRATION?

The Health Plan will become a member of the West Virginia University Health System (operating under the brand WVU Medicine) in a manner similar to how several hospitals have recently joined WVU Medicine. The Health Plan will remain a non-profit corporation with a separate board, but will have access to the many shared resources of WVU Medicine.

WHAT IS THE PURPOSE OF THE INTEGRATION? WHY NOW?

With the acceleration of healthcare reform and government budgetary constraints for healthcare services, it has become critical for healthcare providers and payers to align incentives to maximize efficiency and quality. Through the Integration, WVU Medicine and The Health Plan intend to enhance the quality of care they deliver, improve the health of the populations they serve, and slow or reverse the growth in healthcare expenditures. Studies have found that establishing a fully integrated financing and delivery network such as this can help meet these objectives.

HOW WILL THE INTEGRATION AFFECT THE CARE DELIVERED TO THE HEALTH PLAN'S MEDICAID BENEFICIARIES AND OTHER MEMBERS?

The Health Plan's beneficiaries will not face any disruption to their care as a result of the Integration. In the immediate term, members are unlikely to see any difference. In the medium term, we expect the Integration to result in better resources for members related to care coordination, wellness, and social work. We also expect the Integration to increase access to care through enhanced telemedicine and other forward-thinking health services.

WILL THE INTEGRATION HAVE ANY IMPACT ON PEIA?

The Health Plan will continue to offer a managed PEIA plan option for West Virginia state employees. WVU Medicine will continue accepting both managed and non-managed PEIA plans, and will continue participating in PEIA's Comprehensive Care Partnership program. We believe that the Integration will provide further opportunities for WVU Medicine and The Health Plan to collaborate together with PEIA to improve the health and wellness of West Virginia state employees.



HOW WILL THE INTEGRATION AFFECT OTHER HEALTH SYSTEMS AND INDEPENDENT PROVIDERS IN WEST VIRGINIA?

Non-WVU Medicine hospitals and providers in West Virginia should not experience disruptions to patient care or payment as a result of the Integration. The Health Plan will continue in its contracts with non-WVU Medicine hospitals and independent providers in West Virginia. Further, The Health Plan intends to continue building collaborative, value-based partnerships with providers across the state.

HOW WILL THE INTEGRATION AFFECT CONSUMER CHOICE?

WVU Medicine will continue participating with a number of other Medicaid, Medicare Advantage, and Commercial plans in order to offer consumers meaningful choice. For example, in addition to original Medicare, WVU Medicine will continue participating in Humana and United Medicare Advantage products.

WVU Medicine and The Health Plan also intend to offer joint products to the market at attractive premium levels to the benefit of consumers.

WVU Medicine will seek to maintain positive relationships with all of its payer partners, but it is possible that one or more payers will react negatively to the Integration and seek to discontinue or modify the terms of its participation agreements with WVU Medicine.

HOW WILL THIS INTEGRATION IMPACT THE HEALTH PLAN'S EMPLOYEES?

The Integration will not result in any layoffs to The Health Plan's employees. To the contrary, the Integration will help to ensure the long-term viability of The Health Plan's workforce, keeping West Virginia jobs in West Virginia.

HOW WILL THIS INTEGRATION IMPACT THE WHEELING COMMUNITY?

In many instances where out-of-state, for-profit corporations acquire West Virginia entities, jobs and corporate headquarters are lost or move out-of-state, and the communities suffer.

In contrast, through the Integration, WVU Medicine and The Health Plan will be able to maintain The Health Plan's headquarters and workforce in Wheeling for the foreseeable future. We believe that WVU Medicine and The Health Plan's presence in Wheeling will help promote the revitalization of the Wheeling community. In addition, a non-profit foundation will be created through the Integration to benefit charitable causes in Wheeling and across West Virginia.