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February 3, 2026

VIA EMAIL

Christopherj.Martin@wisconsin.gov

Christopher J. Martin, CPA, PIR
Insurance Financial Examiner - Principal
Division of Financial Regulation
Office of the Commissioner of Insurance
101 E. Wilson Street
Madison, WI 53703

Re: In the Matter of the Acquisition of Control of Community Care, Inc. and
Community Care Health Plan, Inc. (collectively, "Community Care") (NAIC
#17056) by CareSource

Dear Chris:

Following up on our discussions, including the briefing among your Office, CareSource and Community Care on January 29, 2026, regarding the referenced Form A submitted by CareSource to your Office on September 18, 2025 (the "Form A") for the acquisition of control of Community Care, we are writing to provide the documentation and information in connection with CommunityCare Initiatives, Inc. (the NewCo referenced in the Form A) ("CommunityCare Initiatives"), as referenced in Item 4(a) of the Form A. CommunityCare Initiatives is the newly organized, non-membership non-profit corporation formed under the laws of the State of Wisconsin, and will receive the consideration for the affiliation. Capitalized terms not defined herein have the meaning set forth in the Form A.

Enclosed with respect to CommunityCare Initiatives are the following, which are being submitted as exhibits to the Form A:

1. Exhibit H. The file-stamped Articles of Incorporation of CommunityCare Initiatives;

Christopher J. Martin, CPA, PIR

February 3, 2026

Page 2

2. Exhibit I. The Consent of Incorporator of CommunityCare Initiatives, appointing the directors; and
3. Exhibit J. General background information regarding the individuals who have been appointed to serve as the initial slate of directors of CommunityCare Initiatives.

Please include the enclosed Exhibits H-J as supplemental exhibits to the Form A record.

CareSource has no authority to appoint any director of CommunityCare Initiatives, and there are no other indicia of “control” by CareSource. Therefore, as we discussed, CommunityCare Initiatives is not being added to the post-closing organizational chart submitted as part of the Form A.

If you have any questions, please do not hesitate to contact me. Thank you for your continued review and consideration of the Form A.

Very truly yours,

QUARLES & BRADY LLP



Jeremy Wodajo

Enclosures

cc(w/enc.): Dan Risku, CareSource
Vince Daniele, CareSource
Bruce Arnold, Husch Blackwell LLP

Exhibit H

File-stamped Articles of Incorporation of CommunityCare Initiatives

ARTICLES OF INCORPORATION

OF

CommunityCare Initiatives, Inc.

(a Wisconsin Nonstock Corporation)

These Articles of Incorporation are executed by the undersigned for the purpose of forming a Wisconsin nonstock corporation under Chapter 181 of the Wisconsin Statutes.

ARTICLE I

CommunityCare Initiatives, Inc.

ARTICLE II

Organization

The corporation is organized under Chapter 181 of the Wisconsin Statutes.

ARTICLE III

Purpose

The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and in effect (the “**Code**”).

The corporation is organized primarily to improve the well-being of elders, aged 55 and older, and adults, aged 18 and older, who have physical or intellectual/developmental disabilities.

ARTICLE IV

Limitations on Activities

A. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

B. In the event the corporation shall be classified as a private foundation under the Code, the corporation shall: (i) expend or distribute for its exempt purposes, the income of the corporation for each taxable year, at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code; (ii) not engage in any act of self-dealing, as defined in Section 4941(d) of the Code; (iii) not retain any excess business holdings, as defined in Section 4943(c) of the Code; (iv) not make any investment in such manner as to subject the corporation to

tax under Section 4944 of the Code; and (v) not make any taxable expenditures, as defined in Section 4945(d) of the Code. For purposes of this paragraph, references to specific sections of the Code also shall be deemed to apply to any corresponding provisions of any future United States Internal Revenue Law.

ARTICLE V
Members

The Corporation shall not have members.

ARTICLE VI
Principal Office and Registered Agent

The principal office of the corporation is located at 205 Bishops Way, Brookfield, Wisconsin 53005. The registered agent of the corporation is Kenneth Munson, who is located 205 Bishops Way, Brookfield, Wisconsin 53005, and whose email address is kenneth.munson@communitycareinc.org.

ARTICLE VII
Directors

A. The manner of electing directors shall be provided in the bylaws. The number of directors shall be fixed from time to time as provided in the bylaws but shall not be less than three.

B. Action required or permitted to be taken at a directors' meeting may be taken without a meeting in either of the ways specified in Section 181.0821 of the Wisconsin Statutes.

ARTICLE VIII
Distribution of Income

This corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE IX
Dissolution

In the event of the liquidation and dissolution of the corporation for any reason, the assets remaining after the payment of all debts, liabilities and obligations of the corporation shall be distributed or disposed of by the Board of Directors exclusively in accordance with the purposes of the corporation, in such manner and to such organization or organizations, organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE X
Amendment to Articles

These Articles may be amended only as provided by the Bylaws of the Corporation.

ARTICLE XI
Incorporator

The Incorporator is Kenneth Munson, whose address is 205 Bishops Way, Brookfield, Wisconsin 53005.

Dated this 21st day of October, 2025.

Signed by:
Kenneth Munson
000D54DAB2F1409...

Kenneth Munson, Incorporator

This instrument was drafted by Megan Christopher

Please return to: Megan Christopher
Husch Blackwell LLP
511 N Broadway, Ste. 1100
Milwaukee, WI 53202
414-978-5651
megan.christopher@huschblackwell.com



For Office



State of Wisconsin
Department of Financial Institutions

Endorsement

ARTICLES OF INCORPORATION - DOMESTIC NONSTOCK CORPORATION - FORM 102
COMMUNITYCARE INITIATIVES, INC.

Received Date: 10/22/2025

FILED

Filing Fee: \$35.00

Expedited Fee: \$25.00

Total Fee: \$60.00

Entity ID#: C135835

Exhibit I

Consent of Incorporator of CommunityCare Initiatives, Appointing The Directors

COMMUNITYCARE INITIATIVES, INC.
CONSENT OF SOLE INCORPORATOR
PURSUANT TO SECTION 181.0205 OF THE
WISCONSIN STATUTES

October 22, 2025

The undersigned, being the sole incorporator of CommunityCare Initiatives, Inc. a Wisconsin nonstock corporation (the "Corporation"), acting pursuant to Section 181.0205 of the Wisconsin Statutes, hereby consents to the following resolution and actions contemplated therein, with said consent to have the same force and effect as a unanimous vote thereon:

RESOLVED, that, upon the acceptance of the Articles of Incorporation by the Wisconsin Department of Financial Institutions, the following individuals be, and hereby are, elected as the initial directors of the Corporation, each to become a director immediately upon the acceptance of the Articles of Incorporation by the Wisconsin Department of Financial Institutions and to serve until his or her successor shall have been duly elected and qualified, or until his or her term expires or is otherwise terminated in accordance with the bylaws of the Corporation.

Kenneth Munson

Joy Tapper

Sara Nichols

Rob Henken

Ed Corrigan

Richard D. Gebhardt Jr.

Sherry Husa

Vincent Lyles

Linda Seemeyer

Christy Smith

Steve Smitherman

FURTHER RESOLVED, that, upon the acceptance of the Articles of Incorporation by the Wisconsin Department of Financial Institutions, the powers and duties of the undersigned Sole Incorporator shall terminate, and the governing authority of the Corporation shall transfer to the initial directors set forth above.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of the Sole Incorporator effective as of the date first above written.

SOLE INCORPORATOR:

Signed by:

Kenneth Munson

68CD540AB2F1409...
Kenneth Munson

Exhibit J

General Background Information Regarding The Individuals
Who Have Been Appointed to Serve as The Initial Slate of Directors of Communitycare Initiatives

Prospective Board of Directors and Staff

CommunityCare Initiatives, Inc.

Officers:

Kenneth Munson, President and Chief Executive Officer

Hired in May of 2013, Mr. Munson is the second CEO in Community Care's 48 year history. He has extensive experience leading large, complex nonprofit and governmental organizations including: Regional Director of the Region V Office of the U.S. Department of Health and Human Services, Deputy Director of the State of Wisconsin Department of Health Services and CEO of Children's Service Society of Wisconsin. Mr. Munson was recently named Chair of the Wisconsin Policy Forum Board of Directors.

Joy R. Tapper, MPA, Vice President

Ms. Tapper served for 17 years as the founding Executive Director for the Milwaukee Health Care Partnership (MHCP) a nationally recognized public/private consortium dedicated to improving health care for low income and vulnerable populations in Milwaukee County. MHCP members include the four Milwaukee health care systems and five Federally Qualified Health Centers, the Medical College of WI and State, County and City health agencies. Prior to 2007, Tapper work for 22 years for the Wheaton Franciscan health care system (now a member of Ascension WI) where she held multiple leadership roles. Ms. Tapper has also served on many state and local health, human service, and civic organization and she continues to serve as a community volunteer.

Rob Henken, Treasurer

Mr. Henken is the part-time Executive Director of the Herzfeld Foundation. Previously, Mr. Henken was President of the Wisconsin Policy Forum, the state's premier nonpartisan public policy think tank, from 2008 until July, 2024. He still works for the Forum part-time as Immediate Past President, heading up several of its major Milwaukee research projects. Prior to becoming Wisconsin Policy Forum President, Mr. Henken worked in Milwaukee County Government for nearly 10 years, serving as Director of Research for the County Board, Director of Health and Human Services, and Director of Administrative Services. Mr. Henken also directed two non-profit organizations in Milwaukee, The Alliance for Future Transit and the Milwaukee Jobs Initiative -- and worked for seven years in senior policy positions on Capitol Hill.

Sara Nichols, Secretary

Sara Nichols is the executive director of Open Arms Free Clinic, Inc. in Elkhorn, Wisconsin. Ms. Nichols holds a master's degree in public health with more than 25 years of experience in nonprofit management and excels in grant writing, program development and evaluation, and collaboration building. As a change-agent who inspires a vision, Ms. Nichols has been successfully leading organizations by building consensus and inspiring others to move forward with strategic priorities. Nichols has demonstrated management of organizations with the investment of time, talent, and enormous positive energy to improve systems for the health and wellness of vulnerable communities. Opened in 2012, OAF is the first free clinic in rural Walworth County and sustained with philanthropy, volunteerism, and strategic partnerships. OAF has achieved the Wisconsin Association of Free and Charitable Clinics Gold Standard of

Prospective Board of Directors and Staff

Excellence and the National Association of Free and Charitable Clinics Gold Standard, and operates with a \$2M budget.

Directors:

Edward Corrigan

Mr. Corrigan has been a member of Community Care's Board of Directors for many years. With his doctorate in economics and experience in the financial, energy and biotech sectors, Mr. Corrigan's diverse background positions him well to understand the complexities of healthcare.

Richard Gebhardt

Mr. Gebhardt joined Community Care's board in 2014, and was elected to the role of Vice Chair in 2021. He has been President of Injectec, Inc., a manufacturing company, for over 30 years. He brings a strong business and finance background to the board.

Sherry Husa

Ms. Husa is a distinguished healthcare executive with over 37 years of experience in managed care, strategic growth, and operational transformation. She has held senior leadership positions, including President and CEO roles, at multiple health plans under Centene Corporation, where in her most recent position she successfully led a plan with revenues exceeding \$6.6 billion and membership surpassing 1.2 million. Ms. Husa has a proven track record of turning around underperforming operations, driving financial and clinical improvements, and building high-performing leadership teams.

Vincent Lyles

Mr. Lyles is the executive director of Milwaukee Succeeds, an organization launched by the Greater Milwaukee Foundation in 2011 to unite the community around a common goal: bringing about lasting change to the way education works for children in Milwaukee.

Mr. Lyles previously worked at Advocate Aurora Health as system vice president of community relations. He has also held leadership positions with Boys & Girls Clubs of Greater Milwaukee, Robert W. Baird & Co. and M&I Bank / BMO Financial Group. Mr. Lyles also serves on a number of Boards including MyPath, Marquette University and Malaika Early Learning Center, among others.

Christy Smith

Ms. Smith was Community Care's Chief Financial Officer from 2015 to 2025. Prior to this role, she served as the organization's Internal Auditor since 2011. Ms. Smith brings 25 years of experience in healthcare finance, audit, compliance and revenue cycle management to this position, with specific expertise in non-profits health care. The majority of this experience has been with large healthcare systems.

Linda Seemeyer

Ms. Seemeyer is a current member of Community Care's Board of Directors. She brings a wealth of knowledge about government funded long-term care services. From 2016 to 2019 she served as Secretary of the State of Wisconsin Department of Health Services. Prior to that position, she was the Walworth County Director of Health and Human Services from 2007 –

Prospective Board of Directors and Staff

2015, during the expansion of Family Care. She also worked as the Director of Administrative Services for Milwaukee County.

Steve Smitherman

Mr. Smitherman is the President for the Midwest Region at CareSource, where he oversees health plans across Indiana, Arkansas, Michigan and Kentucky/West Virginia. With over 20 years of Medicaid and commercial health plan leadership experience, Steve brings a wealth of knowledge and a deep commitment to improving health care access and outcomes for vulnerable populations across the Midwest.

Staff:

Edward Kohl, Executive Director

Mr. Kohl was hired as Community Care's Family Care Officer in November, 2007. In November 2014, Mr. Kohl was promoted to the Position of Chief Program Officer. He has over 40 years of experience developing and managing programs for frail elders and adults with intellectual and/or physical disabilities and he has provided leadership to Community Care's collaborative relationships with DHS and other MCOs. In January 2025, Mr. Kohl transitioned into a part-time senior advisor role with Community Care. Prior to his time at Community Care, Mr. Kohl was a Regional Vice President with Lutheran Social Services for 23 years where he developed and operated long-term care programming.