

May 5, 2023

VIA EMAIL TO: christopherj.martin@wisconsin.gov

The Honorable Nathan Houdek
Commissioner of Insurance
Wisconsin Office of the
Commissioner of Insurance
125 S. Webster Street
Madison, Wisconsin 53703

Attn: Chris Martin, Division of Financial Regulation

RE: ***Second Confidential Supplement*** to Form A Statement Regarding the Proposed Acquisition of Control of Quartz Health Plan Corporation, Quartz Health Insurance Corporation, and Quartz Health Benefit Plans Corporation

Dear Commissioner Houdek:

On April 18, 2023, SummitOne Enterprises, Inc. (the “SummitOne”) filed a Form A Statement with the Commissioner of Insurance of the State of Wisconsin (the “Commissioner”) in connection with the proposed acquisition of control of Quartz Health Plan Corporation, a Wisconsin domestic nonstock service insurance corporation organized under Chapter 613 of the Wisconsin Statutes (“QHPC”); Quartz Health Insurance Corporation, a Wisconsin domestic stock insurance corporation organized under Chapter 611 of the Wisconsin Statutes (“QHIC”); and Quartz Health Benefit Plans Corporation, a Wisconsin domestic stock insurance corporation organized under Chapter 611 of the Wisconsin Statutes (“QHBPC” and collectively, the “Companies”).

In connection with the Form A filing, SummitOne submitted biographical affidavits for each of the proposed officers and directors as confidential Exhibit CE-2. We understand that the addendum pages to the biographical affidavits for Norman Becker and Teresa Cline initially submitted are not in the NAIC template form. Please find attached as a supplement to Exhibit CE-2 the addendum pages in the NAIC template form.

Additionally, to assist your review of this Form A, we are enclosing with this correspondence the proposed Amended and Restated Certificate of Incorporation of SummitOne (the “SummitOne Amended Certificate”) and the Amended and Restated Bylaws of SummitOne (the “SummitOne Amended Bylaws”). These documents are Exhibit 3.2.3(a) and Exhibit 3.2.3(c) to the Definitive Agreement and shall take effect upon the closing date. As discussed below, we are submitting the SummitOne Amended Bylaws in redacted and unredacted form.

SummitOne respectfully requests confidential treatment for the supplement to Exhibit CE-2 and the unredacted version of the SummitOne Amended Bylaws.

Please note, these documents contain confidential and/or proprietary information, business plans and strategies that are trade secrets and are not otherwise available to the public and that, if disclosed, could cause substantial injury to the competitive position of the Applicant. Such information is required pursuant to Wis. Stat. § 601.42; therefore, the Commissioner may withhold this information from public disclosure pursuant to Wis. Stat. § 601.465(1m)(a) and Wis. Admin. Code § Ins 6.13(2). Moreover, because the information is not public, it is presumed under Wis. Stat. § 601.465(1n)(a), notwithstanding Wisconsin public records law (Wis. Stat. §§ 19.31-.39), that the information is proprietary and confidential and that the potential for harm and competitive disadvantage if it is made public by the Commissioner outweighs the public interest in the disclosure of the information.

Specifically, the addendums to the biographical affidavits provided as a supplement to Exhibit CE-2 include information that is not otherwise available to the public, is subject to financial privacy and individual privacy protections, and is presumed confidential and should be afforded confidential treatment pursuant to Wis. Stat. § 601.465(1m)(d). The public value of this personal information is outweighed by the privacy interests of persons submitting these affidavits and by the public interest in encouraging qualified people to serve in these capacities, see the Wisconsin Attorney General's March 2018 *Wisconsin Public Records Law Compliance Guide*, pp. 36-39, and, in particular, home information and the social security number of an employee provided by an employer are exempt from the public records law. *Id.* at p. 23, citing Wis. Stat. § 19.36(10)(a). Therefore, the Biographical Affidavits will be provided with the understanding that the confidentiality of such information contained therein will be safeguarded and such individuals submitting biographical affidavits will be protected from unwarranted invasions of personal privacy pursuant to all provisions of law including, but not limited to, the referenced authority and any other applicable statutory or regulatory authority available to the Commissioner.

The SummitOne Amended Bylaws include "trade secrets" as defined under Wis. Stat. § 134.90(1)(c) because information in these exhibits "derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain economic value from its disclosure or use [and] is the subject of efforts to maintain its secrecy that are reasonable under the circumstances." Trade secrets are exempt from disclosure under the public records law under Wis. Stat. § 19.36(5) and Wis. Admin. Code § INS 6.13(2). Accordingly, the Applicants respectfully request that the Commissioner afford these documents confidential treatment and except them from disclosure pursuant to this authority. Please note, redacted versions of the Business Plan and Affiliate Agreements can be provided upon request.

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The Applicant also requests that it be notified in advance of any requesting party seeking to rebut the presumption of confidentiality for nonpublic documents and information in this Form A under Wis. Stat. § 601.465(1n)(b), or any proposed disclosure of any portion of this Form A designated as confidential, so that it has a reasonable opportunity to seek a protective order or take any other action to prevent or limit such disclosure.

Thank you for your assistance on this matter. Should you have any questions or require any further information, please do not hesitate to contact me at (608) 284-2224 (or by e-mail at zbemis@gklaw.com).

Sincerely,

GODFREY & KAHN, S.C.

A handwritten signature in blue ink, appearing to read "Zachary P. Bemis".

Zachary P. Bemis

Enclosures

cc: Ashley Kleemeier, UnityPoint Health
Christine Senty, Quartz