

In the Matters of the Acquisition of Control of
Physicians Plus Insurance Corporation

FINAL DECISION
Case No. 17-C41934

by

University Health Care Inc., and
Gundersen Lutheran Health Systems, Inc.

Petitioners.

and

the Acquisition of Control of Unity Health Plans Insurance Corporation, and
Gundersen Health Plan, Inc.

By

Iowa Health Systems d/b/a UnityPoint Health.

Petitioner

FINAL DECISION

I adopt the Hearing Examiner's Proposed Decision, including the findings of fact and conclusions of law, which is attached to this Final Decision and which was served on the Petitioners with an opportunity for submitting written objections.

Based upon these findings of fact and conclusions of law, I order that:

(1) The Petitioners' request for approval of the plan for acquisition of control of the Above-named Insurers is approved. It should be further ordered that:

- a) Quartz Health Solutions, Inc. ("Quartz") will segregate personnel who have responsibilities for, or oversight of, provider contracting on behalf of Unity, GHP, and PPIC ("Quartz Provider Contracting") from UHC personnel who have responsibilities for, or oversight of, unaffiliated payor contracting on behalf of UW Health-related facilities and providers ("UW Health Unaffiliated Payor Contracting"). Quartz and UHC shall maintain their current practices and procedures which prohibit Quartz Provider Contracting from accessing UHC's unaffiliated payor contract terms, and which prohibit UW Health Unaffiliated Payor Contracting from accessing provider contract terms of Unity, GHP, and PPIC. This separation of responsibilities and information includes direct and indirect access, including participation in committee or work group meetings where these topics are discussed. Quartz shall certify that these practices and procedures remain in place upon request of OCI.
- b) PPIC shall, for two years following closing of the transaction and at least 30 days prior to issuing the communication, submit to OCI drafts of any communications PPIC proposes to send to any group of its policyholders notifying such policyholders of PPIC's intent to non-renew their policies. Unity shall for two years following closing of the transaction and at least 30 days prior to issuing the communication, submit to OCI drafts of any communications Unity proposes to send to its policyholders explaining to such policyholders any change to Unity's provider network to incorporate UnityPoint facilities and/or to offer insurance coverage to any PPIC policyholders who were non-renewed. OCI shall have such approval authority over the communications described in this Paragraph (b) as is afforded by Wisconsin law.

UNITY HEALTH PLANS INS CORP
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Ex: Mancusi-Ungaro, Michael
Atty: Wicka, Richard

- c) The Wisconsin Domestic Insurers shall reach a confidential agreement with OCI regarding the minimal capital levels to be maintained at each of the Wisconsin Domestic Insurers.
- d) Within ten (10) days of the closing of the acquisition, the Petitioner or the Wisconsin Domestic Insurers shall provide to the OCI the final executed closing documents and the final executed copies of all related agreements. In the event the closing does not occur, the Petitioner shall notify the OCI within three (3) business days.

NOTICE OF APPEAL INFORMATION

(Notice of rights for rehearing and judicial review,
the times allowed for each, and the identification
of the party to be named as respondent)

The following notice is served on you as part of the Final Decision:

1. Rehearing.

Any person aggrieved by this Final Decision may petition for a rehearing within 20 days after the service of this Final Decision, as provided in s. 227.49, Wis. Stat. A petition for rehearing is not a prerequisite for appeal directly to circuit court through a petition for judicial review.

A petition for rehearing must be filed with the Commissioner at the address below.

2. Judicial Review.

Any person aggrieved by this Final Decision has a right to petition for judicial review of this Final Decision as provided in s. 227.53, Wis. Stat. The petition must be filed in circuit court within 30 days after service of this Final Decision if there has been no petition for rehearing, or within 30 days after service of the order finally disposing of the petition for rehearing, or within 30 days after the final disposition by operation of law of any petition for rehearing.

A petition for judicial review must be served on, and name as the Respondent:

Commissioner of Insurance, Respondent
Office of the Commissioner of Insurance
P. O. Box 7873
Madison, Wisconsin 53707-7873

A copy of the relevant statutory provisions is attached.

Dated at Madison, Wisconsin, this 29th day of June, 2017.



J.P. Wieske
Deputy Commissioner of Insurance

WISCONSIN STATUTES

At all times material, the relevant parts of s. 227.49, Wis. Stat., read as follows:

227.49 PETITIONS FOR REHEARING IN CONTESTED CASES

(1) A petition for rehearing shall not be a prerequisite for appeal or review. Any person aggrieved by a final order may, within 20 days after service of the order, file a written petition for rehearing which shall specify in detail the grounds for the relief sought and supporting authorities. An agency may order a rehearing on its own motion within 20 days after service of a final order. . . .

(2) The filing of a petition for rehearing shall not suspend or delay the effective date of the order, and the order shall take effect on the date fixed by the agency and shall continue in effect unless the petition is granted or until the order is superseded, modified, or set aside as provided by law.

(3) Rehearing will be granted only on the basis of:

(a) Some material error of law.

(b) Some material error of fact.

(c) The discovery of new evidence sufficiently strong to reverse or modify the order, and which could not have been previously discovered by due diligence.

(4) Copies of petitions for rehearing shall be served on all parties of record. Parties may file replies to the petition.

(5) The agency may order a rehearing or enter an order with reference to the petition without a hearing, and shall dispose of the petition within 30 days after it is filed. If the agency does not enter an order disposing of the petition within the 30-day period, the petition shall be deemed to have been denied as of the expiration of the 30-day period.

(6) Upon granting a rehearing, the agency shall set the matter for further proceedings as soon as practicable. . . .

At all times material, the relevant part of s. 227.52, Wis. Stat., read as follows:

227.52 JUDICIAL REVIEW; DECISIONS REVIEWABLE. Administrative decisions which adversely affect the substantial interests of any person, whether by action or inaction, whether affirmative or negative in form, are subject to review as provided in this chapter. . . .

At all times material, the relevant parts of s. 227.53, Wis. Stat., read as follows:

227.53 PARTIES AND PROCEEDINGS FOR REVIEW. (1) Except as otherwise specifically provided by law, any person aggrieved by a decision specified in s. 227.52 shall be entitled to judicial review thereof as provided in this chapter.

(a) 1. Proceedings for review shall be instituted by serving a petition therefor personally or by certified mail upon the agency or one of its officials, and filing the petition in the office of the clerk of the circuit court for the county where the judicial review proceedings are to be held. . . .

2. Unless a rehearing is requested under s. 227.49, petitions for review under this paragraph shall be served and filed within 30 days after the service of the decision of the agency upon all parties under s. 227.48. If a rehearing is requested under s. 227.49, any party desiring judicial review shall serve and file a petition for review within 30 days after service of the order finally disposing of the application for rehearing, or within 30 days after the final disposition by operation of law of any such application for rehearing. The 30-day period for serving and filing a petition under this paragraph commences on the day after personal service or mailing of the decision by the agency.

...

(b) The petition shall state the nature of the petitioner's interest, the facts showing that petitioner is a person aggrieved by the decision, and the grounds specified in s. 227.57 upon which petitioner contends that the decision should be reversed or modified. . . .

...

(c) A copy of the petition shall be served personally or by certified mail or, when service is timely admitted in writing, by first class mail, not later than 30 days after the institution of the proceeding, upon each party who appeared before the agency in the proceeding in which the decision sought to be reviewed was made or upon the party's attorney of record. . . .

(d) The agency . . . and all parties to the proceeding before it, shall have the right to participate in the proceedings for review. . . .