

Gilardi, Mary Sue - OCI

From: Junior, Steve J - OCI
Sent: Sunday, June 28, 2020 5:31 PM
To: MTilleman@foley.com
Subject: Form A regarding the Proposed Acquisition of Control of Quartz Health Plan Corporation

June 28, 2020

Via E-Mail Only

Mr. Morgan J. Tilleman
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

Re: Form A regarding the Proposed Acquisition of Control of Quartz Health Plan Corporation by Advocate Aurora Health, Inc. and Aurora Health Care, Inc.

Dear Mr. Tilleman:

The following items are requested in connection with this Office's review of the proposed acquisition of control of Quartz Health Plan Corporation (hereinafter, "QHPC") by Advocate Aurora Health, Inc. and Aurora Health Care, Inc.

1. The Disclosure Schedules to the Exchange Agreement dated May 1, 2020, by and among Gundersen Lutheran Health System, Inc.; University Health Care, Inc., Iowa Health System, Aurora Health Care, Inc., Quartz Holding Company, and Quartz Health Plan Corporation, including any subsequent supplement and amendment to a Disclosure Schedule. The Disclosure Schedules will be accorded confidential treatment pursuant to s. 601.465, Wis. Stat. If, after review, in the unlikely event this Office believes that one or more specific disclosure schedules should not be kept confidential, we will discuss the matter with you.
2. Please file the biographical affidavits of the directors and officers of Advocate Aurora Health, Inc. and Aurora Health Care, Inc.
3. Implementation Agreement by and between Advocate Aurora Health, Inc. and Quartz Health Solutions, Inc, dated January 15, 2020
4. Risk Based Capital Agreement by and between Advocate Aurora Health, Inc. and Quartz Health Plan Corporation dated January 15, 2020
5. Non-Disclosure Agreement by and among Gundersen Lutheran Health System, Inc., University Health Care, Inc., Iowa Health System and Advocate Aurora Health, Inc., dated March 12, 2019, and also as this Non-Disclosure Agreement was amended on May 16, 2019
6. Exchange Agreement by and between Gundersen Lutheran Health System, Inc. and University Health Care, Inc. dated December 18, 2015, also known as the Initial Exchange Agreement in the context of this transaction
7. Exchange Agreement by and among Gundersen Lutheran Health System, Inc. University Health Care, Inc., and Iowa Health System dated April 6, 2017, also known as the Second Exchange Agreement in the context of this transaction
8. Stockholders Agreement of Quartz Holding Company

9. Participating Provider Agreement by and between Aurora Health Care, Inc. and Quartz Health Solutions, Inc. with an effective date of January 1, 2020 and related addenda. The Participating Provider Agreement and related addenda will be accorded confidential treatment pursuant to s. 601.465, Wis. Stat.
10. From 2021 to 2023 inclusive, what additional number of new enrollees and amount of direct premium written are anticipated to be generated by Quartz Health Plan Corporation from the Advocate Aurora Quartz Commercial Products and the Advocate Aurora Quartz Medicare Advantage Products, respectively? The exhibit sent in response to this question will be accorded confidential treatment pursuant to s. 601.465, Wis. Stat.
11. What, if anything, does Aurora plan to do or change with respect to its investment in Wisconsin Collaborative Insurance Company in view of the proposed acquisition of control of Quartz Health Plan Corporation by Advocate Aurora Health, Inc. and Aurora Health Care, Inc.?

If you believe that certain of the foregoing requested agreements should be redacted for purposes of the customary posting to this Office's website, please send me an electronic copy of the redacted version as well as the complete version.

I want to assure you that the Form A has been accorded a high priority. Progress has been slowed somewhat by the vacancy in the domestic licensing specialist position, the number of other pending transactions, and time sensitive work on a liquidation. During the week of June 29, I will be spending all or nearly all of the week sorting through a large volume of liquidation records and so will not have my laptop with me, but I will be readily accessible through my regular office telephone number.

If you have questions on this or any other matter in which I may be of some assistance, please call me at (608) 267-4388.

Sincerely,

Steven J. Junior, Insurance Program Manager
Division of Financial Regulation

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