

FORM A

STATEMENT REGARDING THE ACQUISITION OF CONTROL OF
CONNECTICARE, INC.,
CONNECTICARE INSURANCE COMPANY, INC.

and

CONNECTICARE BENEFITS, INC.

(collectively, the “Domestic Insurers”)

each, an indirect subsidiary of

CONNECTICARE HOLDING COMPANY, INC.

by

MOLINA HEALTHCARE, INC.

(the “Applicant”)

Filed with the Connecticut Insurance Department

Amended and Restated: December 15, 2024

Name, Title, Address and Telephone Number of Individuals to Whom Notices and
Correspondence Concerning This Statement Should Be Addressed:

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This Form A Statement (including all exhibits attached hereto, this “Form A”) seeks the prior approval of the Commissioner of Insurance of the State of Connecticut (the “Commissioner”) pursuant to Conn. Gen. Stat. § 38a-130 and Conn. Agencies Regs. §§ 38a-138-6 and 38a-138 Appendix A for the acquisition of control of ConnectiCare, Inc., ConnectiCare Insurance Company, Inc. and ConnectiCare Benefits, Inc. by the Applicant.

ITEM 1. DOMESTIC INSURERS AND METHOD OF ACQUISITION

(a) The Domestic Insurers

This Form A relates to the proposed acquisition of control of ConnectiCare, Inc., a Connecticut Health Care Center ("CCI"), ConnectiCare Insurance Company, Inc., a Connecticut accident and health insurer ("CICI"), and ConnectiCare Benefits, Inc., a Connecticut accident and health insurer ("CBI" and, together with CCI and CICI, the "Domestic Insurers") by Molina Healthcare, Inc., a Delaware corporation (the "Applicant" or "Molina").

The address, NAIC number and Federal Employer Identification Number ("FEIN") of each Domestic Insurer are as follows:

ConnectiCare, Inc.

Home Office: 175 Scott Swamp Road
Farmington, Connecticut 06032-3124

Administrative Office: 175 Scott Swamp Road
Farmington, Connecticut 06032-3124

NAIC Number: 95675

FEIN: 06-1537522

ConnectiCare Insurance Company, Inc.

Home Office: 175 Scott Swamp Road
Farmington, Connecticut 06032-3124

Administrative Office: 175 Scott Swamp Road
Farmington, Connecticut 06032-3124

NAIC Number: 11209

FEIN: 06-1618303

ConnectiCare Benefits, Inc.

Home Office: 175 Scott Swamp Road
Farmington, Connecticut 06032-3124

Administrative Office: 175 Scott Swamp Road
Farmington, Connecticut 06032-3124

NAIC Number: 14913

FEIN: 46-1559752

Each of CCI and CICI is a direct, wholly owned subsidiary of ConnectiCare Capital, LLC, a Connecticut limited liability company (“ConnectiCare Capital”), which is, in turn, a direct, wholly owned subsidiary of ConnectiCare Holding Company, Inc., a Connecticut corporation (“ConnectiCare”), which is, in turn, a direct, wholly owned subsidiary of HIP Holdings, Inc., a for profit Delaware corporation (“HIP Holdings”), which is, in turn, a direct, wholly owned subsidiary of Health Insurance Plan of Greater New York, a New York not-for-profit corporation (“HIPGNY” and, together with HIP Holdings, the “Seller Parties”), which is, in turn, a direct, wholly owned subsidiary of EmblemHealth, Inc., a New York not-for-profit corporation (“EmblemHealth”). CBI is a direct, wholly owned subsidiary of CICI.

(b) Method of Acquisition

The Applicant proposes to acquire control of the Domestic Insurers pursuant to a Stock Purchase Agreement, dated as of July 22, 2024 (the “Purchase Agreement”), by and among the Applicant, HIPGNY, HIP Holdings and ConnectiCare. A copy of the Purchase Agreement (including redacted exhibits, schedules and annexes thereto) is attached hereto as Exhibit A and incorporated herein by reference.

The Purchase Agreement provides that, subject to the terms and conditions set forth therein, the Applicant will directly acquire all of the issued and outstanding shares of common stock of ConnectiCare and, thereby, indirectly acquire all of the issued and outstanding stock of each of the Domestic Insurers (the “Proposed Acquisition”). Upon consummation of the Proposed Acquisition (the “Closing”), the Applicant will directly own all of the issued and outstanding shares of common stock of ConnectiCare and indirectly own all of the issued and outstanding stock of each of the Domestic Insurers.¹

The base purchase price for the Proposed Acquisition is \$350,000,000, subject to certain adjustments as described in the Purchase Agreement. A portion of the purchase price (\$40,000,000) will be held in escrow to fund the Seller Parties’ indemnity obligations under the Purchase Agreement (if any). 50% of such indemnity escrow fund will be released at the 18-month anniversary of the Closing and the remaining 50% will be released at the six-year anniversary of the Closing, in each case, less previously disbursed amounts and pending claims. Another portion of the purchase price (also \$40,000,000) will be held in escrow to fund any applicable purchase price adjustments. Such purchase price adjustment escrow fund will be released to either the Applicant or the Seller Parties, depending on the adjustment, after the purchase price is final and binding.

The Purchase Agreement contains customary representations and warranties from the parties thereto. The Purchase Agreement also contains customary covenants and agreements,

¹ Two of ConnectiCare’s current subsidiaries, WellSpark Health, Inc., a Connecticut corporation (“WellSpark”), and ConnectiCare of Massachusetts, Inc., a Massachusetts health maintenance organization (“CCMA”), will not be included in the Proposed Acquisition. Prior to the Closing, ConnectiCare will complete a restructuring in accordance with the Purchase Agreement, such that, upon such restructuring, among other things, each of WellSpark and CCMA will not be a subsidiary of ConnectiCare.

including covenants regarding the conduct of the business of the Domestic Insurers and the other entities being acquired in the Proposed Acquisition prior to the Closing and efforts of the parties to cause the Proposed Acquisition to be completed.

The completion of the Proposed Acquisition is subject to the satisfaction or waiver of customary closing conditions, including but not limited to: (i) there being no law or order enacted or issued by a governmental authority prohibiting the Proposed Acquisition; (ii) expiration or termination of any waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the “HSR Act”); and (iii) required state insurance regulatory approvals from applicable governmental authorities having been obtained, including the approval of this Form A.

In addition, the obligations of the Applicant to consummate the transactions contemplated by the Purchase Agreement are subject to the satisfaction or waiver of specified conditions, including but not limited to: (i) subject to specified materiality standards, the accuracy of the representations and warranties of ConnectiCare and the Seller Parties; (ii) compliance by ConnectiCare and the Seller Parties in all material respects with their respective agreements and covenants; (iii) the absence of a Material Adverse Effect (as defined in the Stock Purchase Agreement); (iv) delivery of specified third party consents under government contracts, vendor contracts and provider contracts; and (v) certain minimum network provider contract and marketplace enrollee requirements. The obligations of ConnectiCare and the Seller Parties to consummate the transactions contemplated by the Purchase Agreement are also subject to the satisfaction or waiver of specified conditions, including but not limited to: (i) subject to specified materiality standards, the accuracy of the representations and warranties of the Applicant; and (ii) compliance by the Applicant in all material respects with its agreements and covenants.

One of the conditions to the obligations of the Applicant to consummate the transactions contemplated by the Purchase Agreement is an aggregate number of effectuated/paid Marketplace Enrollees (as defined in the Purchase Agreement) greater than 60,000 as of the Closing. This number reflects a combination of factors, including historical enrollment data, projected growth rates and benchmarks from comparable markets or competitors. The 60,000 threshold serves as a proxy for identifying challenges that could materially change the outlook of the financial performance of the Domestic Insurers and therefore the basis for the parties’ agreement.

The foregoing summary of the terms of the Purchase Agreement is qualified in its entirety by the terms and conditions of the Purchase Agreement.

Benefits of Proposed Acquisition

The Proposed Acquisition is part of a strategic initiative that is expected to provide a number of advantages to ConnectiCare’s members, providers and other stakeholders. By integrating ConnectiCare’s health products into its portfolio, Molina expects to establish a strong footprint in the Connecticut market which complements its existing product segments. Specifically, the Proposed Acquisition offers Molina entry into the Connecticut market via an established government-sponsored business, recognized brand and a statewide provider network that complement Molina’s existing insurance segments nationwide, as well as an opportunity to

grow marketplace offerings. This expansion aligns with Molina’s growth strategy, which focuses on increasing its presence in government-sponsored programs, thereby providing high-quality care to a larger population.

Competitively, ConnectiCare’s brand and health products are well-established in the market and provide a solid foundation to enhance Molina’s ability to serve communities and improve access to comprehensive health care services. The expertise Molina brings in managing health care programs in multiple jurisdictions is expected to translate into operational excellence, enhancing the reliability and quality of ConnectiCare's health products.

Furthermore, the Proposed Acquisition supports Molina’s commitment to the Affordable Care Act, enabling the company to extend its coverage through federal and state exchanges. The Proposed Acquisition is not only a testament to Molina’s growth ambitions but also reflects its dedication to improving health care access and options for individuals and families. Molina’s experienced management team has proven its ability to responsibly and sustainably run a government-sponsored business with a view toward both member experience and financial health of the enterprise.

The Closing of the Proposed Acquisition will mark a significant milestone in Molina’s journey towards becoming a leading health care provider in the region. The combined strengths of Molina and ConnectiCare are set to create a robust health care offering that benefits members, providers, employees and other stakeholders alike, furthering Molina’s mission to provide customers access to low-cost health plans, coupled with high quality and appropriate access to care.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANT

(a) Name and Business Address

The name and current business address of the Applicant seeking to acquire control of the Domestic Insurers is as follows:

Molina Healthcare, Inc.
200 Oceangate, Suite 100
Long Beach, California 90802

(b) Business Operations of the Applicant

Molina is a national healthcare enterprise that provides managed healthcare services under the Medicaid and Medicare programs and through the state insurance marketplaces (“Marketplace”). Molina was founded in 1980 as a provider organization serving low-income families in Southern California and reincorporated in Delaware in 2002. Molina provides healthcare services for its members through contracts with a vast network of providers, including independent physicians and physician groups, hospitals, ancillary providers and pharmacies. Molina’s partnership with quality, cost-effective providers in combination with Molina’s utilization of clinical and financial information derived from Molina’s medical informatics

function, as well as experience gained serving members, provides quality, cost-effective care for Molina's members.

Molina operates through three primary business segments: Medicaid, Medicare and the state insurance marketplaces. The Medicaid, Medicare and Marketplace segments represent the government-funded or sponsored programs under which Molina offers managed healthcare services. Molina also provides services identified under a fourth, reportable business segment, "Other", which includes long-term services and support consultative services in Wisconsin, although revenue from this segment is *de minimis*.

For the year ended December 31, 2023, Molina's Medicaid, Medicare and Marketplace segments accounted for 77%, 12% and 6%, respectively, of its total revenue, based on premium revenue. Molina's membership totaled approximately 5.0 million as of December 31, 2023, located across 20 states. For the year ended December 31, 2023, Molina's total revenues and net earnings attributable to Molina were \$34.1 billion and \$1.1 billion respectively, and total cash flow from operations was \$1.7 billion.

Molina's stock is publicly traded on the NYSE under the ticker symbol "MOH." To the knowledge of the Applicant, as of the date of this Form A, no person holds 10% or more of the voting securities of Molina for purposes of controlling Molina or the Domestic Insurers. Since Molina's stock is publicly-traded, from time to time, passive investors with no intent to change or influence the control of Molina or the Domestic Insurers hold 10% or more of the voting securities of Molina. According to recent SEC filings, The Vanguard Group, Inc., T. Rowe Price Group Inc. and Capital Group Companies Inc., passive investors that hold shares in multiple publicly-traded companies, each respectively owns, in the aggregate, 10% or more of the Applicant's outstanding common stock as of June 2024. The Applicant has reached out to these three passive investors regarding the filing of disclaimers of affiliation in respect of their ownership of the Applicant's common stock, and the Applicant understands that such entities have filed or plan to file disclaimers with the Department under Conn. Gen. Stat. § 38a-135(1) and Conn. Agencies Regs. § 38a-138-12.

With respect to the Applicant and its subsidiaries (including as of the Closing, the Domestic Insurers), there are no other persons that (a) hold, whether directly or indirectly, 10% or greater of the Applicant's any other securities, warrants or options that may be converted into 10% or greater of the Applicant's outstanding equity or (b) possess the power to direct or cause the direction of the management and policies of any Domestic Insurer. In addition, there are no side letters, agreements, understandings or other arrangements that could be construed as providing any third-party with any indicia of "control" as defined in Conn. Gen. Stat. § 38(a)-129.

(c) Organizational Chart

Attached as Exhibit B-1 is an organizational chart presenting the identities of, and interrelationships among, the Applicant and its subsidiaries and affiliates before giving effect to the Proposed Acquisition, and attached as Exhibit B-2 is an organizational chart presenting the identities of, and interrelationships among, the Applicant and its subsidiaries and affiliates after giving effect to the Proposed Acquisition. Attached as Exhibit B-3 and Exhibit B-4,

respectively, are abbreviated organizational charts depicting the ownership structure of the Domestic Insurers before and after giving effect to the Proposed Acquisition. The organizational charts indicate the percentage of voting securities of each entity owned or controlled by the Applicant or any other such persons, the type of organization (e.g., corporation, trust, partnership) and the state or other jurisdiction of domicile or incorporation, as applicable. Unless otherwise indicated on such charts or in this Form A, each entity is a corporation and control is maintained by the ownership or control of all outstanding voting securities. There are no court proceedings involving a reorganization or liquidation pending with respect to any of the entities depicted in the organizational chart attached hereto as Exhibit B-1.

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANT

(a) Names and Business Addresses

Set forth below is a list of the directors and executive officers of Molina on the date hereof. Exhibit C attached hereto shows the business addresses of each of these individuals.

Directors

- Dale B. Wolf, Chairman of the Board
- Barbara Brasier, Director
- Daniel Cooperman, Director
- Dr. Stephen H. Lockhart, M.D., Ph.D., Director
- Steven J. Orlando, Director
- Ronna E. Romney, Vice-Chair
- Richard M. Schapiro, Director
- Richard Zoretic, Director
- Joseph Zubretsky, Director & President and Chief Executive Officer

Executive Officers

- Joseph Zubretsky (see above)
- Mark Keim, Chief Financial Officer
- James Woys, Chief Operating Officer
- Jeff Barlow, Chief Legal Officer and Corporate Secretary
- Maurice Hebert, Chief Accounting Officer
- Debra Bacon, Executive Vice President, Medicaid

Each individual named in the foregoing referenced list is referred to herein as an “Individual” and, collectively, as the “Individuals.”

Biographical affidavits on the form adopted by the National Association of Insurance Commissioners for the Individuals (the “Applicant NAIC Biographical Affidavits”), with personal information redacted, are attached at Exhibit D hereto. Unredacted versions of the Applicant NAIC Biographical Affidavits have been submitted separately to the Department on a

confidential basis.² Copies of the unredacted Applicant NAIC Biographical Affidavits have been provided to a third-party verification service for verification of the information therein. Such verification service has reported its findings directly to the Department upon completion of the verification process required by Connecticut law.

(b) Present Activity

The present principal business activity, occupation or employment, including position and office held and the name, principal business and address of any corporation or other organization in which such employment is carried on, for the Individuals filing NAIC Biographical Affidavits are stated in the NAIC Biographical Affidavits.

(c) Material Occupations, Positions, Offices and Employment History

The material occupations, positions, offices or employment during the last five years, including the starting and ending dates of each and the name, principal business and address of any business corporation or other organization in which each such occupation, position, office or employment was carried on, for the Individuals filing NAIC Biographical Affidavits are included in the NAIC Biographical Affidavits. Except as may be set forth in the NAIC Biographical Affidavits, no such occupation, position, office or employment listed in the NAIC Biographical Affidavits required licensing by, or registration with, any Federal, state or municipal governmental agency.

(d) Criminal Proceedings

To the knowledge of the Applicant, no Individual filing an NAIC Biographical Affidavit has been convicted in a criminal proceeding (excluding minor traffic violations) during the last ten years.

(e) Bankruptcy Proceedings

To the knowledge of the Applicant, no Individual filing an NAIC Biographical Affidavit has, during the last ten years, been the subject of any proceeding under the Federal Bankruptcy Code, or, during the ten year period, has any business or organization in which such person was a director, officer, trustee, partner, owner, manager or other official been subject to any such proceeding, either during the time in which such person was a director, officer or trustee, if a corporation, or a partner, owner, manager, joint venture, or the official, if not a corporation, or within twelve months thereafter.

² All unredacted NAIC Biographical Affidavits are provided to the Department with the express understanding that the confidentiality of the personal information contained therein will be safeguarded, and such individuals submitting NAIC biographical affidavits will be protected from unwarranted invasions of personal privacy, pursuant to all applicable provisions of law, including but not limited to Conn. Gen. Stat. §1-210, which prohibits the release of certain personal information, and any other applicable statutory or regulatory authority available to the Commissioner.

(f) Violation of Insurance, Securities or Banking Laws

To the knowledge of the Applicant, no Individual filing an NAIC Biographical Affidavit has, during the last ten years, been enjoined, either temporarily or permanently, by a court of competent jurisdiction from violating, actually or potentially, any federal or state law regulating the business of insurance, securities or banking.

(g) Credit Report

The Applicant will provide a credit report by an independent credit agency for any Individual filing an NAIC Biographical Affidavit if requested by the Department.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Consideration

The estimated base purchase price for the Proposed Acquisition is \$350,000,000, which is subject to adjustment for, among other items, cash and indebtedness as of the Closing (if any), transaction expenses related to the Proposed Acquisition and adjustments for net asset value and net working capital, as more fully described in the Purchase Agreement.

The Applicant expects to finance the purchase price through available cash on hand including, potentially, available lines of credit and liquid marketable securities. The Closing is not subject to any financing contingency. The underlying credit documents in respect of such lines of credit, or any other credit agreements, loan agreements or other documents evidencing indebtedness that the Applicant or any Affiliate is a party to (collectively, the “Debt Documents”), do not contain any terms, covenants, agreements or understandings that provide any counterparties to the Debt Documents with indicia of “control” (as defined in Conn. Gen. Stat. § 38a-129).

At the Closing, pursuant to the purchase price adjustment mechanisms set forth in the Purchase Agreement, Molina, on behalf of ConnectiCare and its subsidiaries, will also pay or cause to be paid certain outstanding and unpaid liabilities of ConnectiCare and its subsidiaries as described in the Purchase Agreement in order to fully discharge indebtedness and terminate all applicable obligations and liabilities of ConnectiCare and its subsidiaries related thereto.

The stock and assets of the Domestic Insurers will not be pledged or hypothecated as part of the funding of the consideration by the Applicant.

(b) Criteria Used in Determining Consideration

The basis and terms of the Purchase Agreement, including the nature and amount of consideration, were determined through arm’s length negotiations among the representatives of Molina, on the one hand, and the representatives of the Seller Parties, on the other hand, and their respective legal and other advisors. Following substantial due diligence by Molina, the amount and type of consideration was determined by taking into account the consideration paid in other recent acquisitions of similar types of businesses, as well as the financial position and results of operations of the entities to be acquired, including the past and present business

operations, historical and potential earnings, financial condition and prospects, assets and liabilities and such other factors and information as Molina considered relevant under the circumstances.

The parties entered into a nondisclosure agreement on December 28, 2023, and a clean team addendum to the nondisclosure agreement on February 28, 2024, for the purpose of providing information and evaluating, negotiating and effectuating the Proposed Acquisition. On January 23, 2024, the Applicant submitted a confidential, non-binding indication of interest with respect to the Proposed Acquisition. In response to a process letter received by the Applicant from the financial advisor to the EmblemHealth on February 2, 2024, on March 6, 2024, the Applicant submitted a revised non-binding indication of interest along with a revised draft of the Stock Purchase Agreement provided to the Applicant through the virtual data room for the Proposed Acquisition. After several months of negotiating key business and legal terms, the parties agreed upon certain terms and conditions in a non-binding term sheet in early July 2024. Thereafter, the parties, each with their respective outside counsel and other advisors, continued to extensively negotiate the terms and conditions of the Stock Purchase Agreement over a several week period in which multiple iterations of a draft Stock Purchase Agreement were exchanged. On July 22, 2024, the parties entered into the Stock Purchase Agreement.

The Applicant did not perform a feasibility study in connection with the Proposed Acquisition.

ITEM 5. FUTURE PLANS OF THE DOMESTIC INSURERS

The Domestic Insurers offer Marketplace, Medicare and commercial insurance products to members across Connecticut. Specifically, CCI provides managed care services through Point of Service, HMO and Medicare Advantage products, CICI offers health insurance and administrative services only products (including insurance on the Connecticut health insurance marketplace known as “Access Health CT”), and CBI offers health insurance on Access Health CT.

A narrative plan of operations for the Domestic Insurers and three-year statutory financial projections of each of the Domestic Insurers are attached hereto as Exhibit E and Exhibit F, respectively. Other than as stated in this Item 5, the plan of operations attached hereto as Exhibit E or elsewhere in this Form A, the Applicant has no present plans or proposals to cause the Domestic Insurers to declare an extraordinary dividend or make other distributions, to liquidate the Domestic Insurers, to sell the assets of the Domestic Insurers (other than in ordinary course), to merge or consolidate the Domestic Insurers with any person or persons or to make any other material change in the Domestic Insurers’ business operations or corporate structure, or to cause the Domestic Insurers to enter into material contracts, agreements, arrangements, understandings or transactions of any kind with any party. In addition, the Applicant has no current plans to change the names of the Domestic Insurers. Immediately following the Closing, each of the Domestic Insurers will continue to maintain its separate corporate existence.

Molina intends for the Domestic Insurers to continue to maintain a physical presence in Connecticut upon the consummation of the Proposed Acquisition.

Directors and Executive Officers of the Domestic Insurer

The composition of the board of directors of each of the Domestic Insurers and their respective executive officers will change as a result of the Proposed Acquisition. Set forth below are the names of the proposed directors and executive officers of the Domestic Insurers effective as of the Closing.

Directors

- Mark Margiotta, Director
- Jennifer Amara, Director
- Mark Meador, Director

Executive Officers

- Mark Meador, President
- Joshua Miller, Chief Financial Officer and Treasurer
- Jeff Barlow, Secretary

Biographical affidavits on the form adopted by the National Association of Insurance Commissioners for each of the proposed directors and executive officers of the Domestic Insurers (the “Domestic Insurer NAIC Biographical Affidavits”), with personal information redacted, are attached at Exhibit N hereto. Unredacted versions of the Domestic Insurer NAIC Biographical Affidavits have been submitted separately to the Department on a confidential basis.³ Copies of the unredacted NAIC Biographical Affidavits have been provided to a third-party verification service for verification of the information therein. Such verification service has reported or will report its findings directly to the Department upon completion of the verification process required by Connecticut law.

The Applicant intends to utilize the Applicant’s audit committee to satisfy audit committee requirements with respect to the Domestic Insurers as permitted by Connecticut insurance law. The Applicant’s audit committee consists of the following directors of Molina: Steve Orlando (chair), Barbara Brasier, Richard Schapiro and Richard Zoretic. These individuals have submitted NAIC biographical affidavits to the Department in connection with this Form A. The charter of Molina’s Audit Committee is also attached as Exhibit E-1 to the amended plan of operations.

The Applicant anticipates an ongoing review of the composition of the Domestic Insurers’ management, including each of their respective directors and executive officers. If the Applicant proposes to make additional changes as a result of such review, they would be

³ All unredacted Domestic Insurer NAIC Biographical Affidavits are provided to the Department with the express understanding that the confidentiality of the personal information contained therein will be safeguarded, and such individuals submitting Domestic Insurer NAIC biographical affidavits will be protected from unwarranted invasions of personal privacy, pursuant to all applicable provisions of law, including but not limited to Conn. Gen. Stat. §1-210, which prohibits the release of certain personal information, and any other applicable statutory or regulatory authority available to the Commissioner.

communicated to the Department as appropriate and as required by law and would be effected in compliance with all applicable statutory and regulatory requirements.

The Applicant is in the process of reviewing and analyzing each of the Domestic Insurer's businesses, assets, lines of insurance, corporate structure, dividend policy, capitalization, operations, properties, business policies, articles of incorporation, by-laws, management and personnel and will continue to do so following the Closing of the Proposed Acquisition. Subject to all applicable insurance regulatory requirements or approvals, the Applicant may make changes to or deviate from this Item 5 or the plan of operations attached hereto as Exhibit E to the extent that the Applicant deems appropriate in light of such review or future developments.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED

CCI currently has 20,000 shares of common stock, no par value, authorized, 10,000 shares of common stock issued and outstanding and no shares of preferred stock outstanding. All such shares of common stock are directly held by ConnectiCare Capital and indirectly held by ConnectiCare.

CICI currently has 20,000 shares of common stock, no par value, authorized, 100 shares of common stock issued and outstanding and no shares of preferred stock outstanding. All such shares of common stock are directly held by ConnectiCare Capital and indirectly held by ConnectiCare.

CBI currently has 20,000 shares of common stock, no par value, authorized, 100 shares of common stock issued and outstanding and no shares of preferred stock outstanding. All such shares of common stock are directly held by CICI and indirectly held by ConnectiCare.

As a result of the consummation of the Proposed Acquisition, the Applicant will become the controlling person of the Domestic Insurers. Other than as disclosed in this Form A, neither the Applicant, its affiliates or, to the Applicant's knowledge, any of the Individuals has any plans or proposals to acquire any voting securities issued by the Domestic Insurers or any of their controlling persons, including ConnectiCare.

The terms and conditions of the Proposed Acquisition were determined by arm's-length negotiation among the parties.

ITEM 7. OWNERSHIP OF VOTING SECURITIES

Other than as disclosed in this Form A, neither the Applicant, its affiliates or, to the Applicant's knowledge, any of the Individuals holds of record or beneficially owns any voting securities of the Domestic Insurers. Other than as disclosed in this Form A, neither the Applicant, its affiliates or, to the Applicant's knowledge, any of the Individuals have any right to acquire any voting securities issued by the Domestic Insurers.

ITEM 8. CONTRACTS, ARRANGEMENTS OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE DOMESTIC INSURERS

Other than as disclosed in this Form A, there are no contracts, arrangements or understandings with respect to any voting security of the Domestic Insurers in which the Applicant, its affiliates or the Individuals are involved, including but not limited to transfer of any of the securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or guarantees of profits, division of losses or profits, or the giving or withholding of proxies.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES

During the last twelve calendar months preceding the filing of this Form A, neither the Applicant, its affiliates or, to the knowledge of the Applicant, any of the Individuals has purchased any voting securities of the Domestic Insurers.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE

Neither the Applicant, its affiliates or, to the knowledge of the Applicant, any of the Individuals, nor anyone based upon interviews or at the suggestion of the foregoing persons has made any recommendations to purchase any voting securities of the Domestic Insurers during the twelve calendar months preceding the filing of this Form A.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS

Except as disclosed in the Purchase Agreement, there are no agreements, contracts or understandings made with any broker-dealer as to solicitation of voting securities of the Domestic Insurers or any of their respective controlling persons for tender with regard to the Proposed Acquisition.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS

(a) – (b)

The following is a list of the exhibits and financial statements to this Form A which are attached hereto:

<u>Exhibit</u>	<u>Description</u>
A	Stock Purchase Agreement (including redacted Exhibits, Schedules and Annexes thereto)
B-1	Organizational Chart of the Applicant Before the Proposed Acquisition
B-2	Organizational Chart of the Applicant After the Proposed Acquisition

B-3	Abbreviated Organizational Chart of the Domestic Insurers Before the Proposed Acquisition
B-4	Abbreviated Organizational Chart of the Domestic Insurers After the Proposed Acquisition
C	Current Directors and Executive Officers of the Applicant
D	Redacted Applicant NAIC Biographical Affidavits <i>The Applicant is requesting confidential treatment with respect to the personal information in the biographical affidavits with the complete unredacted confidential biographical affidavits filed under separate cover.</i>
E	Narrative Plan of Operations for Domestic Insurers
F	Three-Year Financial Projections of each of the Domestic Insurers
G-1	Annual Report of the Applicant for 2023
G-2	Annual Report of the Applicant for 2022
H-1	Audited Financial Statement of the Applicant for the Year ended December 31, 2023
H-2	Audited Financial Statement of the Applicant for the Year ended December 31, 2022
H-3	Audited Financial Statement of the Applicant for the Year ended December 31, 2021
H-4	Audited Financial Statement of the Applicant for the Year ended December 31, 2020
H-5	Audited Financial Statement of the Applicant for the Year ended December 31, 2019
H-6	Unaudited Financial Statement of the Applicant for the Quarter ended March 31, 2024
H-7	Unaudited Financial Statement of the Applicant for the Quarter ended June 30, 2024
H-8	Unaudited Financial Statement of the Applicant for the Quarter ended September 30, 2024
I-1	Statutory Annual Statement of CBI for the Year ended December 31, 2023
I-2	Statutory Annual Statement of CBI for the Year ended December 31, 2022
I-3	Statutory Annual Statement of CBI for the Year ended December 31, 2021
J-1	Statutory Annual Statement of CCI for the Year ended December 31, 2023
J-2	Statutory Annual Statement of CCI for the Year ended December 31, 2022
J-3	Statutory Annual Statement of CCI for the Year ended December 31, 2021
K-1	Statutory Annual Statement of CICI for the Year ended December 31, 2023
K-2	Statutory Annual Statement of CICI for the Year ended December 31, 2022

K-3	Statutory Annual Statement of CICI for the Year ended December 31, 2021
L-1	Audited Financial Statement of EmblemHealth for the Year ended December 31, 2023
L-2	Audited Financial Statement of EmblemHealth for the Year ended December 31, 2022
L-3	Audited Financial Statement of EmblemHealth for the Year ended December 31, 2021
M	Quarterly Report on Form 10-Q of the Applicant for the Period ended September 30, 2024
N	Redacted Domestic Insurer NAIC Biographical Affidavits <i>The Applicant is requesting confidential treatment with respect to the personal information in the biographical affidavits with the complete unredacted confidential biographical affidavits filed under separate cover.</i>

(c) Tender Offer Documents and Certain Proposed Agreements

Other than as disclosed in this Form A, there have been no tender offers for, requests or invitations for, tenders of, exchange offers for, or agreements to acquire or exchange any voting securities of the Domestic Insurers, and there are no soliciting materials relating thereto.

The Applicant has evaluated proposed employment, consultation, advisory, and management contracts concerning the Domestic Insurers. The evaluation process has not resulted in any proposed employment, consultation, advisory, or management contracts concerning the Domestic Insurers and none are anticipated. The Applicant is pleased that Mark Meador has accepted its offer to continue to serve as a director and the President of each of the Domestic Insurers.⁴

Attached as Exhibit G-1 and Exhibit G-2, respectively, are the annual reports issued to the stockholders of the Applicant for the last two fiscal years for which such reports are currently available, 2023 and 2022. ConnectiCare and the Domestic Insurers do not prepare annual reports to their respective stockholders.

ITEM 13. AGREEMENT REQUIREMENTS FOR ENTERPRISE RISK MANAGEMENT

The Applicant agrees to provide, to the best of its knowledge and belief, the information required by Form F within fifteen (15) days after the end of the month in which the acquisition of control occurs.

⁴ No employment agreement with Mr. Meador is anticipated.

ITEM 14. OTHER INFORMATION

(a) List of Regulatory Filings and Notices

As discussed in Item 1(b) above, the parties' respective obligations under the Purchase Agreement to consummate the Proposed Acquisition are subject to the prior satisfaction of certain conditions, including expiration or termination of the applicable waiting periods under the HSR Act and receipt of all specified regulatory approvals (including the approval sought in this Form A).

Each of Molina and ConnectiCare filed a notice under the HSR Act on August 16, 2024 and August 15, 2024, respectively. The initial 30-day waiting period expired on September 16, 2024, thereby providing clearance for the Closing from a federal antitrust perspective.

In accordance with the Purchase Agreement, on October 29, 2024, ConnectiCare, on behalf of the Domestic Insurers, submitted a draft Form D-1 (Prior Notice of Dividends on Common Stock and Other Distributions) to the Department in respect of proposed dividends to be paid to their respective direct parents (and subsequently to HIP Holdings) immediately prior to or concurrently with the Closing. Following discussions with the Department, a final Form D-1 (the "Form D-1") was filed by ConnectiCare, on behalf of the Domestic Insurers, with the Department on December 13, 2024. Based on the Form D-1, the amount of dividends to be distributed out of the Domestic Insurers in the aggregate will be up to \$65,000,000, provided such aggregate amount results in an authorized control level risk based capital ratio of at least 300% for each of the Domestic Insurers.⁵ Approval of the Form D-1 by the Department is not a condition to the Closing of the Proposed Acquisition.

The insurance regulatory approvals that are required for Closing of the Proposed Acquisition include this Form A and approval of a Form A exemption request by the Massachusetts Division of Insurance (related to the restructuring with respect to CCMA). A Form E pre-acquisition notification exemption request must also be filed with the Department. A Form A exemption request, dated August 19, 2024, was submitted to the Massachusetts Division of Insurance and, on December 2, 2024, the Massachusetts Division of Insurance granted the exemption request.

Since the signing date of the Stock Purchase Agreement, Molina and EmblemHealth have been working together to provide notice to third parties where such notice is necessary, proper and advisable in connection with the consummation of the transactions contemplated by the Purchase Agreement. The receipt of such required third-party consents as set forth on Exhibit E to the Stock Purchase Agreement is a condition to the obligation of the Applicant to close the Proposed Acquisition, which the Applicant may waive in whole or in part. As of the date of this Form A, requests for consent have been sent in respect of two provider contracts, one of which has provided consent. The parties are working to determine whether consent is needed from one additional provider.

⁵ The three-year statutory financial projections of each of the Domestic Insurers attached as Exhibit F reflect these anticipated dividends.

Notices have also been provided in respect of certain key government contracts. Importantly, ConnectiCare provided notice of the Proposed Acquisition to the Connecticut Health Insurance Exchange d/b/a Access Health CT (“Access Health CT”) by letter dated August 6, 2024. Access Health CT confirmed by letter dated August 20, 2024, that the agreement between Access Health CT and CBI will continue in full force and effect following the Closing of the Proposed Acquisition. ConnectiCare notified the Connecticut Department of Social Services (“DSS”) of the Proposed Acquisition by letter dated August 8, 2024. In its August 30, 2024 response, DSS confirmed that it does not anticipate any issues with continuing the agreements with CICI and CBI following the Closing of the Proposed Acquisition, provided that all the regulatory approvals and closing conditions occur. The parties to the Stock Purchase Agreement have further determined that no additional consent is needed for government contracts identified on Exhibit E

Notice has also been provided to a substantial majority of the vendor contracts identified on Exhibit E to the Stock Purchase Agreement. The parties have determined that no consent is otherwise required for many of these contracts. There are three remaining vendor contracts on Exhibit E to the Stock Purchase Agreement for which notice or request for consent has not been sent, which are the subject of ongoing discussions between the parties in conjunction with transition planning.

As of the date of this Form A, no third parties whose consent is required as a condition to the Applicant’s obligation to close have imposed any conditions on such consent.

In addition to these approvals and filings, Molina, ConnectiCare and the Seller Parties will provide written notifications or other submissions regarding the Proposed Acquisition, on a pre-Closing basis, to various state and federal health care regulators, as set forth in the Purchase Agreement.

(b) Competitive Impact Analysis

The Proposed Acquisition will not substantially lessen competition in any line of insurance in Connecticut or tend to create a monopoly therein. In all lines of business, the Proposed Acquisition meets the exemption standard set forth in Conn. Gen. Stat. § 38a-131(b)(4)(B) because the Proposed Acquisition would not result immediately in any increase in market share in any line of insurance in Connecticut held by ConnectiCare or Molina because Molina does not write business in Connecticut and has no premium in any line of business in Connecticut.

(c) Financial Statements of the Applicant and the Domestic Insurers

Attached as Exhibit H-1 through Exhibit H-5 are the Applicant’s audited consolidated financial statements for the years ended December 31, 2023 through December 31, 2019, respectively. Attached as Exhibit H-6, Exhibit H-7 and Exhibit H-8 are the Applicant’s unaudited consolidated financial statements for the quarters ended March 31, 2024, June 30, 2024 and September 30, 2024, respectively. Attached as Exhibit I-1 through Exhibit I-3, Exhibit J-1 through Exhibit J-3 and Exhibit K-1 through Exhibit K-3 are annual statutory financial statements for CBI, CCI and CICI for the years ended December 31, 2023 through December 31,

2021, respectively. Attached as Exhibit L-1 through Exhibit L-3 are EmblemHealth's audited consolidated financial statements for the years ended December 31, 2023 through December 31, 2021, respectively.

(d) Financial Strength and Debt Ratings

As of the date of this Form A, the Applicant has senior debt ratings of BB with a stable outlook from S&P Global Ratings and Ba2 with a stable outlook from Moody's Investors Service. The Applicant has long-term issuer credit ratings of BB with a stable outlook from S&P Global Ratings and Ba2 with a stable outlook from Moody's Investors Service

As of the date of this Form A, ConnectiCare, ConnectiCare Capital, CICI and CBI have not been assigned financial strength or debt ratings. CCI has been assigned a financial strength rating of "C" (with outlook developing) by A.M. Best.

(e) Material Litigation or Government Investigations

Please see the Applicant's Quarterly Report on Form 10-Q for the period ended September 30, 2024 (the "Quarterly Report"), filed with the SEC on October 24, 2024, attached as Exhibit M. A description of the material legal proceedings to which the Applicant and its subsidiaries are a party is contained in Note 10 to the consolidated financial statements included in Part I of the Quarterly Report. There is no material government investigation to which the Applicant is a party that would reasonably be expected to create any liabilities for any of the Domestic Insurers.

(f) Integration Plans

Please see Item 5 of this Form A and the plan of operations for the Domestic Insurers attached hereto as Exhibit E.

(g) Additional Information

The Applicant will address as needed such applicable additional information as the Commissioner may prescribe as necessary or appropriate for the protection of policyholders of the Domestic Insurers or in the public interest.

ITEM 15. SIGNATURE AND CERTIFICATION

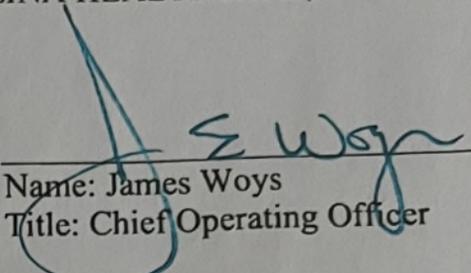
The signature and certification of the Applicant is set forth on the immediately following page.

SIGNATURE

Pursuant to the requirements of Section 38a-130 of the Connecticut General Statutes, Molina Healthcare, Inc. has caused this Amended and Restated Application to be duly signed on its behalf in the City of Fair Oaks and State of California on the 15th day of December, 2024.

(SEAL)

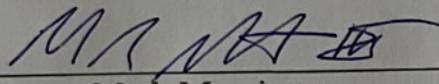
MOLINA HEALTHCARE, INC.

By: 

Name: James Woys

Title: Chief Operating Officer

Attest:

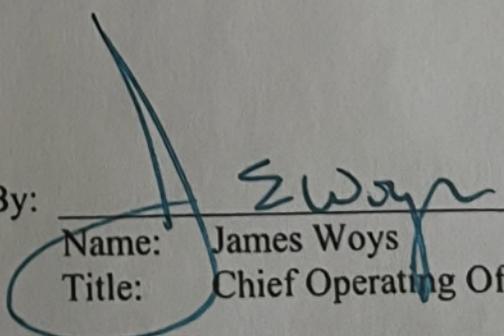
By: 

Name: Mark Margiotta

Title: Vice President, Marketplace

CERTIFICATION

The undersigned deposes and says that he has duly executed the attached Amended and Restated Application dated December 15, 2024, for and on behalf of Molina Healthcare, Inc.; that he is the Chief Operating Officer of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: 

Name: James Woys

Title: Chief Operating Officer