

October 28, 2016

Stephen A. Purves
President & CEO
Maricopa Integrated Health System
2601 East Roosevelt Street
Phoenix, Arizona 85008

RE: Approval of Transition of MIHS/MHP Members to UnitedHealthcare Community Plan

Dear Mr. Purves:

The Arizona Health Care Cost Containment System (AHCCCS) has reviewed Maricopa Integrated Health System (MIHS) proposed transaction to transition its Maricopa Health Plan (MHP) members to UnitedHealthcare Community Plan (UHCCP).

On June 3, 2016, MIHS submitted a Notice and draft Transition Action Plan for guiding the proposed transition and on September 23, 2016, provided an executed Membership Transfer Agreement dated August 24, 2016 with Attachments A through G. AHCCCS has conducted its due diligence process of the proposed transaction in accordance with the requirements of AHCCCS Contractor Operations Manual (ACOM) Policies 317 and 440 and has obtained additional clarifications from representatives of MIHS, MHP, UHCCP, and The University of Arizona Health Plans (UAHP).

AHCCCS strives to be a transparent public program and accordingly has provided an opportunity for the public to express any thoughts or concerns related to this proposed acquisition. AHCCCS received no feedback during the public comment period.

Based upon the submitted transaction and Transition Plan, additional clarifications and the results of the public comment period, AHCCCS approves this transaction to transition MHP's membership to UHCCP with an effective date of February 1, 2017 with the following stipulations:

- AHCCCS will conduct an open enrollment period from November 1, 2016 through December 31, 2016 to allow MHP members the option to elect and transition to another available health plan other than UHCCP, if they so choose.
- UHCCP and MHP/UAHP shall track member grievances specific to this transition, monthly through June 2017. These findings shall be reported to AHCCCS upon request.
- UHCCP must honor open prior authorizations for members transitioning on February 1, 2017 for the time period of the authorization or 90 days, whichever is less.
- UHCCP must waive prior authorization requirements for MHP members transitioning on February 1, 2017 for 90 days.
AHCCCS is also requiring that the following additional information related to the Transition Plan be provided:
- The title and contact information of the Transition Coordinator identified for MHP/UAHP.

Stephen A. Purves

October 28, 2016

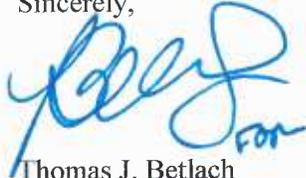
Page 2

- Identification of a Care Coordinator for MHP/UAHP, along with his/her title and contact information. A Care Coordinator was identified for UHCCP and included name, telephone number, email address and fax number.

In addition, please plan to attend a follow up meeting to include MIHS/MHP/UAHP and UHCCP leadership with AHCCCS leadership on November 4, 2016. Additional information related to this meeting will be forthcoming.

AHCCCS appreciates the commitments made throughout this process by MIHS, MHP, UAHP and UHCCP in response to the issues and concerns raised during the due diligence process and your patience and continued cooperation as we conducted our review of this requested change. Should you have any questions or concerns regarding this letter, please contact Virginia Rountree at 602-417-4122 or Virginia.Rountree@azahcccs.gov.

Sincerely,



Thomas J. Betlach
Director

cc: Michael Zenobi, MIHS, MHP
Kathleen Benaquista, MIHS, MHP
Jean Ellen Schulik, MIHS, MHP
James V. Stover, UAHP
Mary Consie, UAHP
Sarah Spiekermeier, UAHP
Joseph Gaudio, UHCCP
Karen Saelens, UHCCP
Jeffrey Greenspan, UHCCP
Virginia Rountree, AHCCCS
Shelli Silver, AHCCCS
Christina Quast, AHCCCS
Brenda Gobeli, AHCCCS
Ryan Shirley, AHCCCS