



**COMMONWEALTH OF MASSACHUSETTS**  
**OFFICE OF CONSUMER AFFAIRS AND BUSINESS REGULATION**  
**DIVISION OF INSURANCE**

**ALLWAYS HEALTH PARTNERS SELECT, LLC**

**Somerville, Massachusetts**

**As of December 31, 2021**

**NAIC GROUP CODE 4934**

**NAIC COMPANY CODE 16703**

**EMPLOYER ID NUMBER 84-4317115**

# ALLWAYS HEALTH PARTNERS SELECT, LLC

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**COMMONWEALTH OF MASSACHUSETTS**  
**Office of Consumer Affairs and Business Regulation**  
**DIVISION OF INSURANCE**

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**MAURA HEALEY**  
GOVERNOR

**GARY D. ANDERSON**  
COMMISSIONER OF INSURANCE

**KIM DRISCOLL**  
LIEUTENANT GOVERNOR

May 15, 2023

The Honorable Gary D. Anderson  
Commissioner of Insurance  
Commonwealth of Massachusetts  
Division of Insurance  
1000 Washington Street, Suite 810  
Boston, MA 02118-6200

Honorable Commissioner:

Pursuant to your instructions and in accordance with Massachusetts General Laws, Chapter 176G, Section 10, and other applicable statutes, an examination has been made of the financial condition and affairs of the

**ALLWAYS HEALTH PARTNERS SELECT, LLC**

The Company's home office is located at 399 Revolution Drive, Suite 810, Somerville, Massachusetts 02145. The examination was conducted remotely. The following report thereon is respectfully submitted.

## **SCOPE OF EXAMINATION**

This is the first examination of AllWays Health Partners Select, LLC (“AHP” or the “Company”) by the Massachusetts Division of Insurance (“Division”). The examination was conducted by the Division and covers the period from April 9, 2020 through December 31, 2021, including any material transactions and/or events occurring subsequent to the examination date and noted during the course of this examination.

Concurrent with this examination, the following insurance affiliates were also examined and separate Reports of Examination have been issued:

AllWays Health Partners Insurance Company (“AHPIC”)  
AllWays Health Partners, Inc. (“AHP, Inc”)

The examination was conducted in accordance with standards and procedures established by the National Association of Insurance Commissioners (“NAIC”) Financial Condition (E) Committee and prescribed by the current NAIC Financial Condition Examiners Handbook (“Handbook”), the examination standards of the Division and with Massachusetts General Laws. The Handbook requires that we plan and perform the examination to evaluate the financial condition and identify current and prospective risks of the Company by obtaining information about the Company, including corporate governance, identifying and assessing inherent risks within the Company, and evaluating system controls and procedures used to mitigate those risks.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. This may include assessing significant estimates made by management and evaluating management’s compliance with Statutory Accounting Principles. The examination does not attest to the fair presentation of the financial statements included herein. If, during the course of the examination an adjustment is identified, the impact of such adjustment will be documented separately following the Company’s financial statements.

This examination report includes significant findings of fact, as mentioned in the Massachusetts General Laws, Chapter 176G, Section 10, and general information about the insurer and its financial condition. There may be other items identified during the examination that, due to their nature (e.g., subjective conclusions, proprietary information, etc.), are not included within the examination report but separately communicated to other regulators and/or the Company.

The Company is audited annually by PriceWaterhouseCoopers LLP (“PwC”), an independent certified public accounting firm. The firm expressed unqualified opinions on the Company’s financial statements for the calendar years 2020 through 2021. Use of the Certified Public Accountants’ work papers were made to the extent deemed appropriate and effective.

Representatives from the firm Examination Resources, LLC (“Examination Resources”) were engaged by the Division to assist in the examination by performing certain examination procedures at the direction of and under the overall management of the Division’s examination staff. The assistance included a review of accounting records, information systems, investment and

actuarially determined loss and loss adjustment expense reserves, as well as other significant actuarial estimates.

### **SUMMARY OF SIGNIFICANT FINDINGS OF FACT**

There are no significant findings related to the current examination.

### **COMPANY HISTORY**

#### **General**

AHP was incorporated as a Massachusetts domestic health maintenance organization (“HMO”) on April 9, 2020. As of year-end 2021, the Company had not commenced writing insurance business.

AHP is an affiliate and indirect subsidiary of Mass General Brigham Incorporated (“MGBI”). MGBI is a Massachusetts not-for-profit corporation which operates two tertiary care and seven acute care hospitals in Massachusetts. MGBI also operates community health centers, physician practice organizations and graduate level programs for health professionals. MGBI initially capitalized the Company with \$1.1 million in gross paid in and contributed surplus.

### **MANAGEMENT AND CONTROL**

#### **Board of Directors Minutes**

The minutes of meetings of the Board of Directors (“Board”) and its Committees for the period under examination were reviewed and they indicated that all meetings were held in accordance with the Company’s bylaws and the Laws of the Commonwealth of Massachusetts. Activities of the Committees were ratified at meetings of the Board.

#### **Articles of Incorporation and Bylaws**

The articles of incorporation and bylaws of the Company were reviewed. The articles state that the purpose of the Company is to partner with community health centers and other community responsive providers to improve the health and welfare of all persons. The bylaws provide guidance related to corporate governance, including the roles and responsibilities of the Board and officers of the Company.

#### **Board of Directors**

According to the bylaws, the Company shall be managed by the Board who shall manage the business and affairs of the Company. The Board shall consist of not less than seven nor more than thirteen Directors, with the President serving ex officio. Six (6) to twelve (12) members are nominated by the Joint Nominating and Governance Committee of the Board and elected by

## AllWays Health Partners Select, LLC

AllWays Health Partners Holding Company, Inc. The term of office of each Director shall be up to three years, or until a successor has been appointed and qualified, but no Director should be elected to serve more than three consecutive three-year terms. Any Director may be removed from the Board with cause only after reasonable notice of the grounds for the removal and an opportunity to be heard before the Board of the Member. The Annual Meeting of the Board shall be held on such date each year as is determined by the Board.

The Company's Board consisted of the following individuals as of December 31, 2021:

<u>Name of Directors</u>	<u>Title</u>
Richard Holbrook	Retired Chairman and Chief Executive Officer, Eastern Bank
Steven J. Tringale	President, AllWays Health Partners
Anne Wilkins	Managing Director, Wilkins Advisors, LLC
Matthew Fishman	Vice President of Community Health, Partners Healthcare
James W. Hunt, Jr.	President Emeritus, Massachusetts League of Community Health Centers
A. Anthony James	Senior Vice President of Network Development & Integration, The Massachusetts General Hospital
Antonia G. McGuire	Retired, Edward Kennedy Community Health

### Officers

According to the Company's bylaws, the Board shall elect the officers of the Company. The officers of the Company shall be the Chairman of the Board, President, Treasurer, Secretary, and such other officers as the Board or the President may from time to time elect or appoint.

Officers of the Company as of December 31, 2021, were as follows:

<u>Name of Officers</u>	<u>Title</u>
Richard Holbrook	Chair and Director
Steven J. Tringale	President and Chief Executive Officer
Niyum Gandhi	Treasurer
Lucia F. Silva	Chief Financial Officer
John R. Higham, Esq.	Secretary

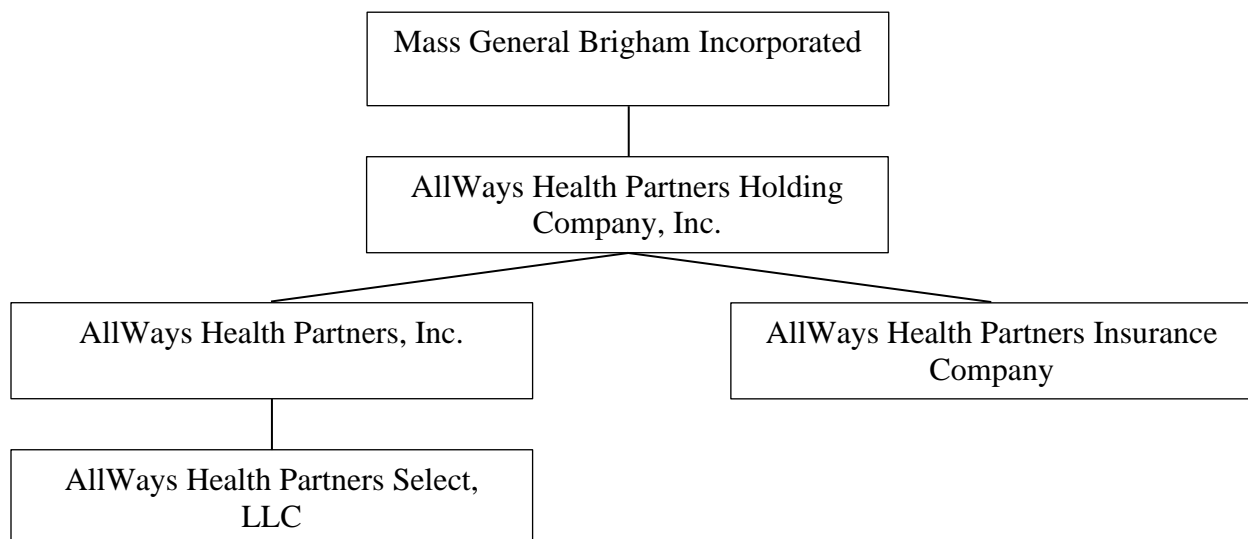
## AllWays Health Partners Select, LLC

### Affiliated Companies

As stated in the Insurance Holding Company System Form B, Form C and Form F as filed with the Division, the Company is a member of a holding company system and is subject to the registration requirements of Massachusetts General Laws, Chapter 176G, Section 28 and Regulation 211 CMR 7.00.

The sole corporate member of the Company is AHP, Inc. The sole corporate member of AHP, Inc. is AllWays Health Partners Holding Company, Inc. which in turn is 100% owned by MGBI. MGBI is also the sole corporate member of The Massachusetts General Hospital, Brigham, Inc. and other nonprofit healthcare organizations that comprise the Mass General Brigham integrated healthcare system.

### Organizational Chart



### Transactions and Agreements with Subsidiaries and Affiliates

As part of the Guaranty Agreement, MGBI has executed a Risk Based Capital Guaranty with the Company pursuant to which MGBI will guarantee that AHP shall have and maintain capital and surplus in the minimum amount equivalent to 300% of the Authorized Control Level Risk Based Capital, as defined by the Division in 211 CMR 25.10.

In accordance with the Notice of Non-Disapproval issued by the Division dated March 30, 2020, the Company became a party to the existing Restated Shared Services and Expense Agreement (“Services Agreement”) with MGBI. Under the Services Agreement MGBI and AllWays Health Partners Holding Company, Inc. provides services which include central administration, finance, human resources, information systems, legal, clinical affairs, real estate and compliance. Effective

April 1, 2020, the agreement was amended to delete references to AHP and reallocate the Holding Company's costs between the AHP, Inc. and AHPIC.

All cash and investments of AHP are managed by MGBI's Treasury Office under a Statement of Investment Policy.

### **TERRITORY AND PLAN OF OPERATION**

The Company is licensed to transact business in Massachusetts only but has not yet begun writing insurance business.

#### **Treatment of Policyholders – Market Conduct**

During the course of the examination, a general review was made of the manner in which the Company conducts its business practices and fulfills its contractual obligations to members and claimants. This review was limited in nature and was substantially narrower than a full scope market conduct examination.

### **REINSURANCE**

The Company has no reinsurance contracts.



**FINANCIAL STATEMENTS**

The following financial exhibits are based on the statutory financial statements prepared by management and filed by the Company with the Division and present the financial condition of the Company for the period ending December 31, 2021. The financial statements are the responsibility of Company management.

Statement of Assets, Liabilities, Surplus and Other Funds as of December 31, 2021

Statement of Income for the Year Ended December 31, 2021

Reconciliation of Capital and Surplus for Each Year in the Two-Year Period Ended December 31, 2021

# AllWays Health Partners Select, LLC

## Statement of Assets, Liabilities, Surplus and Other Funds As of December 31, 2021

	Per Annual Statement
<b>ASSETS</b>	
Bonds	\$ 1,100,418
Cash, cash equivalents and short-term investments	29,450
Subtotals, cash and invested assets	1,129,868
Investment income due and accrued	6,329
Total Assets	\$ 1,136,197
<b>LIABILITIES</b>	
General expenses due or accrued	\$ 60
Total Liabilities	60
<b>SURPLUS</b>	
Gross paid in and contributed surplus	1,101,027
Unassigned funds (surplus)	35,110
Total capital and surplus	1,136,137
Total Liabilities, Surplus and Other Funds	\$ 1,136,197

AllWays Health Partners Select, LLC

Statement of Income  
For the Year Ended December 31, 2021

	Per Annual Statement
Net investment income earned	<u>\$ 29,235</u>
Net investment gains	<u>29,235</u>
Net income after capital gains tax and before all other	<u>29,235</u>
Federal income taxes	<u>-</u>
Federal and foreign income taxes incurred	<u>-</u>
Net income	<u><u>\$ 29,235</u></u>

# AllWays Health Partners Select, LLC

## Reconciliation of Capital and Surplus For Each Year in the Two-Year Period Ended December 31, 2021

	2021	2020
Capital and surplus prior year	\$ 1,106,902	\$ -
Net income	29,235	5,875
Surplus adjustments: Paid in	-	1,101,027
Change in capital and surplus	29,235	1,106,902
December 31, current year	<u>\$ 1,136,137</u>	<u>\$ 1,106,902</u>

**ANALYSIS OF CHANGE IN FINANCIAL STATEMENTS RESULTING FROM THE  
EXAMINATION**

There are no changes in the financial statements as a result of this examination.

**COMMENTS ON FINANCIAL STATEMENT ITEMS**

As a result of the examination, no issues with non-compliance, adverse findings, or material changes to the financial statements were identified.

The Company wrote no premiums, has no reserves, and was granted a filing exemption for their actuarial opinion by the Division. As such, no actuarial work was performed.

**SUBSEQUENT EVENTS**

As of January 1, 2023, the Company changed its name to Mass General Brigham Health Plan Select, LLC.

**SUMMARY OF RECOMMENDATIONS**

There are no examination recommendations as a result of this examination.

**SIGNATURE PAGE**

Acknowledgement is made of the cooperation and courtesies extended by the officers and employees of the Company during the examination.

The assistance rendered by Examination Resources and the following examiner participating in this examination is acknowledged:

Michael Lewandowski, CFE, Examiner II

*R. J. Ciaramella, Jr.*

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Raffaele J. Ciaramella, Jr., CFE  
Supervising Examiner & Examiner-In-Charge  
Commonwealth of Massachusetts  
Division of Insurance