



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

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 COMMISSIONER OF INSURANCE

**In the Matter of the Proposed Acquisition of Control of
 Harvard Pilgrim Health Care, Inc. by Health Plan Holdings, Inc.,
 Docket No. F2020-01**

NOTICE OF HEARING

Pursuant to M.G.L. c. 176G, §27 and M.G.L. c. 175, §206B, an application has been made to the Massachusetts Commissioner of Insurance (the “Commissioner”) by Health Plan Holdings, Inc., a Massachusetts not-for-profit corporation formerly known as Tufts Health Plan, Inc. (the “Applicant”), for approval of a proposal to acquire control of Harvard Pilgrim Health Care, Inc., a Massachusetts not-for-profit corporation operating as a health maintenance organization (“HMO”) and its subsidiaries, Harvard Pilgrim Health Care of New England, Inc. and HPHC Insurance Company, Inc. (collectively, “Harvard Pilgrim”). The Applicant proposes to acquire control of Harvard Pilgrim in accordance with the terms of a Combination Agreement by and among Tufts Health Plan, Inc. and Harvard Pilgrim dated August 9, 2019.

Pursuant to M.G.L. c. 176G, §27 and M.G.L. c. 175, §206B the Commissioner will hold a public hearing to determine whether to approve the proposed acquisition of control. The virtual public hearing will be held using TEAMS, a digital meeting program, on **December 3, 2020, at 1:00 p.m.** Public documents filed electronically in connection with this proposed acquisition of control are available for inspection upon request to the Division of Insurance at doidocket.mailbox@mass.gov.

The purpose of the public hearing is to afford those persons identified in M.G.L. c. 176G, §27(d)(2) and M.G.L. c. 175, §206B(d)(2) the opportunity to present evidence, to examine and cross-examine witnesses, to offer oral and written arguments, and to conduct discovery proceedings in the same manner as in the Superior Court Department of the Trial Court. Any discovery proceedings shall be concluded not later than November 30, 2020.


Any person identified in M.G.L. c. 176G, §27(d)(2) and M.G.L. c. 175, §206B(d)(2) who wishes to participate in the December 3, 2020 hearing must submit, on or before November 25, 2020, a Notice of Intent to Participate, setting forth the statutory basis for participation. The Notice must be submitted through doidocket.mailbox@mass.gov, and must specify the basis for the asserted interest in the proposed acquisition of control, if applicable, as well as whether the person

intends to make an oral statement, present evidence, cross-examine witnesses, or engage in discovery.

If the Commissioner determines that a person's interest may be affected by the proposed acquisition of control, that person may participate at the hearing following presentations by the Applicant and/or Harvard Pilgrim and before any other persons the Commissioner may recognize at the hearing. The length of any oral statements, presentations of evidence or examination of witnesses, may be limited at the discretion of the Commissioner. Written argument may be submitted at any time prior to the conclusion of the hearing. Persons whom the Commissioner determines have an interest in the proposed acquisition of control will be advised by email of the procedures for participating in the virtual hearing. Persons who do not seek to participate but who wish to attend the public hearing must notify the Division by sending an email to doidocket.mailbox@mass.gov at least three days before the scheduled hearing date. Persons making such requests will be sent instructions by email to the sender's address.

All submissions, including the written Notice of Intent to Participate, must be sent electronically to the Docket Clerk, Division of Insurance, doidocket.mailbox@mass.gov, and must refer to Docket No. F2020-01.

Date: November 17, 2020


Gary D. Anderson
Commissioner of Insurance