



I, Mike Causey, Commissioner of Insurance in and for the State of North Carolina do hereby certify that: I have caused AmeriHealth Caritas North Carolina, Inc. as of December 31, 2021 with the original on file at this Department and find the same to be a correct copy of the whole said original.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this the 19th day of June, 2023.



Mike Causey
Commissioner of Insurance

Monique D. Smith, CPA, CFE
Deputy Commissioner
Financial Examination Division

AmeriHealth Caritas North Carolina, Inc.

Raleigh, North Carolina

Report on Examination

As of December 31, 2021

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May 17, 2023

Honorable Mike Causey
Commissioner of Insurance
State of North Carolina
Raleigh, North Carolina

Sir:

Pursuant to your instructions and in accordance with Section (“§”) 58-93-60 and 58-2-131 of the General Statutes of North Carolina (“GS”), the North Carolina Department of Insurance (“Department”) conducted an examination of the records, business affairs and financial condition of

AmeriHealth Caritas North Carolina, Inc.

(hereinafter referred to as the “Company”), at its main administrative office located at 200 Stevens Drive Philadelphia, Pennsylvania. The Company’s statutory home office is located at 8041 Arco Corporate Drive Raleigh, North Carolina. The following report on examination is respectfully submitted.

SCOPE OF THE EXAMINATION

We performed a full-scope statutory examination of the Company. This examination covers the period from July 30, 2018, to December 31, 2021, including any material transactions and events occurring subsequent to the examination date and noted during the course of this examination. This is the Department’s first examination of the Company.

The purpose of this examination is to assess the financial condition and controls of the Company and set forth findings of fact (together with citations of pertinent laws, regulations, and rules) with regard to any material adverse findings disclosed by the examination.

This was a multi-state coordinated financial examination of the Independence Health Group comprised of two operating units: Independence Blue Cross (11 insurers) and AmeriHealth Caritas (12 insurers). Pennsylvania served as the Lead State, and Participating States included Delaware, Florida, Louisiana, Michigan, New Hampshire, New Jersey, North Carolina, Ohio, Texas, and the District of Columbia.

We conducted our examination in accordance with auditing standards established by the North Carolina Department of Insurance and the National Association of Insurance Commissioners (“NAIC”) Financial Condition Examiners Handbook. Examination guidance requires that we plan and perform the examination to evaluate the financial condition, assess corporate governance, identify current and prospective risks of the Company, and evaluate system controls and procedures used to mitigate those risks. An examination

also includes identifying and evaluating significant risks that could cause an insurer's surplus to be materially misstated both currently and prospectively.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process and the following key functional activities were identified:

Actuarial Reserving/Pricing
Claims
Related Parties
Investments
Other Operations
Reinsurance
Premium/Underwriting

This may include assessing significant estimates made by management, as well as evaluating the overall financial statement presentation, management's compliance with General Statutes of North Carolina Chapter 58 and evaluating management's compliance with statutory accounting principles. This examination does not attest to the fair presentation of the financial statements included herein.

This examination report includes significant findings of fact 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 are separately communicated to the Company.

The Company's Annual Statements, work papers, and the independent audit work papers were reviewed and relied upon whenever possible. A trial balance reconciliation of the Annual Statement was performed, as were a verification of ownership and valuation of assets, determination of liabilities and reserves, and an analysis and review of such accounts and records as deemed necessary by the examination team. A management representation letter attesting to the Company's ownership of assets, the nonexistence of unrecorded liabilities and contingent liabilities was received from Company management.

The books and records of the Company are audited annually by independent certified public accountants in accordance with 58-10-185(a) pursuant to GS § 58-93-120(41). Deloitte & Touche LLP of Philadelphia, Pennsylvania, the designated independent public accountant of the Company, issued an unmodified opinion for the year ended December 31, 2021. The Department granted the Company an exemption from filing an audit report for the years 2019 through 2020.

REPORT ACRONYMS

AmeriHealth Caritas North Carolina, Inc.	“Company”
Board of Directors	“Board”
North Carolina Department of Health and Human Services	“NCDHHS”
North Carolina Department of Insurance	“Department”
General Statutes of North Carolina	“GS”
Health Maintenance Organization	“HMO”
NAIC Annual Statement Filing Instructions	“Instructions”
Management and Services Agreement	“MSA”
National Association of Insurance Commissioners	“NAIC”
Pharmacy Benefits Management Services Agreement	“PBM Agreement”
PerformRx, LLC	“PerformRx”
PerformSpecialty, LLC	“PerformSpecialty”
Prepaid Health Plan	“PHP”
Section	“§”

ORGANIZATIONAL STRUCTURE

The Company is part of an insurance holding company system as defined in GS § 58-19 and is ultimately owned by Independence Health Group, Inc. (61.3%) and by Blue Cross Blue Shield of Michigan Mutual Insurance Company (38.7%).

ORGANIZATIONAL CHART

The Company’s 2021 Annual Statement Schedule Y contains a complete organizational chart. The organizational chart in Appendix A depicts the direct and indirect ownership of companies within IHG’s holding company system as of December 31, 2021. The organizational chart does not depict all entities contained within the holding company system due to the size and complexity of the business operations within the holding company system. The holding company system consists of various insurance and non-insurance entities.

COMPANY HISTORY

The Company is a Prepaid Health Plan (“PHP”), which was incorporated in the State of North Carolina on July 30, 2018. The Company became licensed effective April 1, 2019, and was granted statewide PHP authority, which allows the Company to participate in North Carolina’s Medicaid managed care program through a contract with the North Carolina Department of Health and Human Services (“NCDHHS”). The Company began Medicaid operations effective July 1, 2021.

Effective August 27, 2021, the Department approved the Company’s request to add Health Maintenance Organization (“HMO”) business to its certificate of authority.

The Company received \$155 million in capital from AMHP Holdings, Corp. in 2021, of which \$85 million was required for the HMO authority to be granted and \$70 million supported the Company after net losses.

At December 31, 2021, the Company reported \$256,000,000 in gross paid-in and contributed surplus and (\$118,986,883) in unassigned funds.

DIVIDENDS TO STOCKHOLDERS

Dividends are paid as declared by the Board of the Company. Under the insurance regulations of North Carolina, the maximum amount of ordinary dividends which the Company may pay to stockholders is limited to the greater of 10% of the most recent year-end policyholders' surplus or net income (excluding realized capital gains) earned for that same year-end. Any amounts in excess of this are considered extraordinary. The Company paid no dividends during the years under examination.

MANAGEMENT AND CONTROL

CORPORATE GOVERNANCE

Shareholders

The bylaws of the Company provide that an annual meeting of the shareholders be held at such time and place as the Board may appoint. Special meetings of the shareholders may be called at any time by the president or the Board.

Board of Directors

The business of the Company is conducted by its management team and subject to review by the Board. The bylaws specify that the number of directors shall be not less than one nor more than ten.

The following individuals served as directors at December 31, 2021:

Name	Location	Principal Occupation
Steven Harvey Bohner	Philadelphia, PA	Executive Vice President, Health Markets, AmeriHealth Caritas
Michel John Burgoyne	Philadelphia, PA	Senior Vice President, Chief Financial Officer, Subsidiary Operations, AmeriHealth Caritas
Marilyn Lee Eckley	Philadelphia, PA	Executive Vice President of Health Services, AmeriHealth Caritas

The Board designated the Audit Committee of BMH, LLC as the Audit Committee to act on behalf of the Company. The following individuals served on the Audit Committee as of December 31, 2021:

Name	Title
Gregory E. Deavens	President, and Chief Executive Officer, Independence Health Group (Chair)
Tricia A. Keith	Executive Vice President and President of Emerging Markets, Blue Cross Blue Shield of Michigan

No other Committees of the Board were appointed or served the Company as of December 31, 2021.

Officers

The bylaws provide that the Board will elect the officers of the Company. The officers of the Company may consist of a chairman of the board, a vice chairman of the board, a president, a chief executive officer, a secretary, a treasurer, one or more vice presidents, an assistant secretary, and an assistant treasurer. All officers shall hold office, subject to removal at any time by the Board, until their successors are elected or appointed and qualified. Any two or more offices may be held by the same person.

The following individuals served as officers of the Company at December 31, 2021:

Name	Title
Rebecca Jane Engelman	President
Michael John Burgoyne	Treasurer
Robert Edward Tootle, Esq.	Secretary

CODE OF CONDUCT AND CONFLICT OF INTEREST

The Company has an established policy and procedure to identify existing or potential conflicts of interest and to report the same to the Board. Annually, the Company requires a signed statement from each director and officer disclosing any conflict of interest. A review of the signed conflict of interest statements for the examination period revealed the Company acted in accordance with its policy and procedures for disclosure of conflicts of interest.

CORPORATE RECORDS

We reviewed the minutes of the meetings of the Board and its committees for the period under examination. Based on our review, it appears that the minutes documented the Company's significant transactions and events, and that the directors approved all transactions and events.

The Company's articles of incorporation and bylaws were reviewed for any changes during the period under examination. Effective September 24, 2021, the articles of incorporation were amended to change the business purpose of the Company to operate as an HMO pursuant to Chapter 58, Article 67 and as a PHP pursuant to Chapter 58 Article 93 of the North Carolina Statutes. There were no changes made to the bylaws during the period under examination.

STATUTORY DEPOSITS

Statutory deposits are maintained as required by insurance regulatory agencies for doing business in such jurisdictions. The Company's 2021 Annual Statement Schedule E, Part 3 contains a complete description and listing of the Company's statutory deposits by state. The Company only maintains a statutory deposit in North Carolina.

FIDELITY BONDS AND OTHER INSURANCE

The Company is an additional named insured on the crime coverage issued to BMH, LLC; AmeriHealth Caritas Services, LLC; AmeriHealth Caritas Health Plan and Keystone Family Health Plan in the amount of \$10 million single liability loss and in the aggregate with a \$100,000 single loss deductible, which exceeds the minimum amount of fidelity bond coverage recommended by the Handbook.

In addition, the Company is a named insured on the package policy issued to AmeriHealth Caritas Health Plan. The package policy includes property portfolio protection, general liability, and automobile liability. Coverage appears to be adequate to cover risks in the normal course of business.

RELATED PARTY AGREEMENTS

As of December 31, 2021, the Company is a party to the following agreements with related parties:

The Company has a Capital Maintenance Agreement with AmeriHealth Caritas Health Plan, effective October 7, 2020, whereby AmeriHealth Caritas Health Plan agrees to provide funding to the Company in order to maintain a Risk-Based Capital ratio of 300% or above as required by the North Carolina Department of Insurance. Under this agreement, the Company received \$155 million in capital in 2021.

The Company has a Management and Administrative Services Agreement ("MSA") with an affiliate, AmeriHealth Caritas Services, LLC ("ACS") effective August 1, 2019, whereby ACS provides certain corporate and operational administrative and support services in connection with the Company's operations. Services provided are charged to the Company based on the fully allocated costs of services, and settlements are to be made monthly. Under this agreement, the Company incurred management fees totaling \$64,085,917 in 2021.

The Company has a Pharmacy Benefit Management Services Agreement ("PBM Agreement") with an affiliate, PerformRx, LLC ("PerformRx"), effective August 8, 2019, whereby PerformRx arranges or provides certain pharmacy benefit management services for and on behalf of the health plan administered by the Company, and settlements are to be made monthly. The Company incurred fees totaling \$5,590,688 under this agreement in 2021.

The Company is provided pharmaceutical services under a pharmacy provider contract between PerformRx and PerformSpecialty, LLC ("PerformSpecialty") effective July 31, 2014. PerformSpecialty, a wholly owned subsidiary of PerformRx, supplies specialty pharmacy drugs to enrollees of the Company and of other health plan customers for which PerformRx provides PBM services. Services provided by PerformSpecialty are paid based on claims submitted to PerformRx pursuant to the pharmacy provider contract. Under this agreement, the Company funded claims totaling approximately \$862,000 in 2021.

The Company has a tax allocation agreement with BMH, effective December 24, 2019, whereby BMH delegates certain functions under this agreement to ACS, including the administration of federal and state income tax payments on behalf of the downstream consolidated group. Under this agreement, the Company pays to or receives from BMH the amount, if any, by which the federal income tax liability was affected as a result of including the Company in the consolidated group. The Company reported federal income tax recoverable totaling \$1,005,000 at December 31, 2021

TERRITORY AND PLAN OF OPERATION

The Company was licensed in North Carolina as a PHP as defined by GS § 58-93-5(8) effective April 1, 2019. The Company’s PHP certificate of authority was issued on a statewide basis. A PHP is a commercial plan or provider-led entity holding a license for the purposes of operating a capitated contract for the delivery of services under the North Carolina Medicaid and NC Health Choice programs. The Company’s business is primarily generated from its contract with the NCDHHS.

As of December 31, 2021, the Company held HMO authority in the following 25 counties in North Carolina:

Alexander	Alleghany	Buncombe	Catawba	Clay
Davidson	Davie	Forsyth	Guilford	Haywood
Iredell	Jackson	Macon	Madison	McDowell
Mitchell	Randolph	Rutherford	Stokes	Surry
Swain	Transylvania	Wilkes	Yadkin	Yancey

TRENDS OF THE COMPANY

The following data, obtained from annual statements filed with the Department, illustrates the trends of the Company for the three-year period ended December 31, 2021:

Year	Net Admitted Assets	Capital and Surplus	Gross Premiums Written	Net Earned Premiums	Net Loss
2021	\$319,323,200	\$137,013,117	\$657,755,635	\$657,755,635	(\$58,413,355)
2020	\$45,024,140	\$42,699,429	\$0	\$0	(\$25,392,023)
2019	\$76,718,620	\$71,060,376	\$0	\$0	(\$25,903,562)

ACTUARIAL OPINION

Every PHP doing business in this State, unless otherwise exempted by the Commissioner, shall annually submit the opinion of an appointed actuary in accordance with GS § 58-93-50 and GS § 58-2-165(c). The Department granted the Company an exemption from filing an actuarial opinion for periods ending December 31, 2020, and December 31, 2019.

The statutory reserves and related items for 2021 were reviewed and certified by the Company's Appointed Actuary, Rejean Boivin, FSA, MAAA, Vice President and Chief Actuary, AmeriHealth Caritas Family of Companies. The appointed actuary evaluated the data provided by the Company for reasonableness and consistency of the actuarial reserves:

	As of December 31, 2021
Claims Unpaid (Page 3, Ln 1)	\$132,210,873
Unpaid claims adjustment expenses (Page 3, Ln 3)	\$1,718,967
Aggregate health policy reserves (Page 3, Ln 3)	\$12,911,152
Uncollected premium and agents' balances in the course of collection (Page 2, Ln 15.1, Col. 1)	\$24,895,925

According to the actuarial opinion, the Company's reserve on the claims unpaid, unpaid claims adjustment expenses and aggregate health policy reserves met the requirements of the insurance laws of North Carolina; were consistent with reserves computed in accordance with accepted actuarial standards and principles; and made a reasonable provision for all actuarial reserve obligations of the Company.

FINANCIAL STATEMENTS

The following financial statements are based on the statutory financial statements filed by the Company with the Department and present the financial condition of the Company for the period ending December 31, 2021. The supporting exhibits present the information required to be included, in conformity with reporting practices prescribed by the Department. The financial statements and supporting schedules as of December 31, 2020, are unexamined and are presented for comparative purposes only.

AmeriHealth Caritas North Carolina, Inc.
Statutory Statement of Admitted Assets
December 31,

	2021	2020 <i>(unexamined)</i>
Cash	\$293,422,387	\$43,329,374
Total cash	293,422,387	43,329,374
Uncollected premiums and agents balances	24,895,925	-
Federal income tax recoverable	1,004,833	1,694,763
Total Admitted Assets	\$319,323,200	\$45,024,140

AmeriHealth Caritas North Carolina, Inc.
Statutory Statement of Liabilities and Surplus
December 31,

	2021	2020 <i>(unexamined)</i>
Claims unpaid	\$132,210,873	\$ -
Unpaid claim adjustment expenses	1,718,967	-
Aggregate health policy reserves	12,911,152	-
Premiums received in advance	12,063	-
General expenses due or accrued	12,101,866	823,385
Amount due to parent, subsidiaries, and affiliates	10,279,657	1,501,326
Premium assessment	13,075,505	-
Total Liabilities	182,310,083	2,324,711
Gross paid in and contributed surplus	256,000,000	101,000,000
Unassigned (surplus)	(118,896,883)	(58,300,571)
Total Surplus	137,013,117	42,699,429
Total Liabilities and Surplus	\$319,323,200	\$45,024,140

AmeriHealth Caritas North Carolina, Inc.
Statutory Statement of Revenue and Expenses
December 31,

	2021	2020 <i>(unexamined)</i>
Underwriting Income:		
Net premium income	\$657,755,635	\$ -
Administrative service revenue	188,101	464,836
Total revenues	657,943,736	464,836
Hospital and Medical		
Hospital/medical benefits	365,202,555	-
Other professional services	77,466,892	-
Emergency room and out-of-area	19,815,229	-
Prescription drugs	122,097,585	-
Durable medical equipment	7,809,589	-
Consumer incentives	150,180	
Alternative medical cost	1,027,385	
Total hospital and medical	593,569,415	-
Less		
Claims adjustment expenses	29,949,179	-
General administrative expenses	89,445,943	41,167,892
Increase in reserves for health contracts	12,911,152	-
Total underwriting deductions	725,875,689	41,167,892
Net underwriting loss	(67,931,953)	(40,703,056)
Net investment gains	49,748	564,690
Federal income taxes incurred	(9,468,850)	(14,746,343)
Net Loss	(\$58,413,355)	(\$25,392,023)

AmeriHealth Caritas North Carolina, Inc.
Statutory Statement of Surplus
December 31,

	2021	2020 <i>(unexamined)</i>
Surplus, beginning of year	\$42,699,429	\$71,060,376
Net loss	(58,413,355)	(25,392,023)
Change in nonadmitted assets	(2,272,957)	(2,968,924)
Surplus adjustments:		
Paid-in	155,000,000	-
Net change in surplus	94,313,688	(28,360,947)
Surplus, end of year	\$137,013,117	\$42,699,429

AmeriHealth Caritas North Carolina, Inc.
Statutory Statement of Cash Flow
December 31,

	2021	2020 <i>(unexamined)</i>
Cash From Operations		
Premiums collected net of reinsurance	\$632,871,773	\$-
Net investment income	49,746	564,687
Miscellaneous income	188,101	464,836
Total	633,109,620	1,029,523
Benefit and loss related payments	461,432,177	-
Commissions, expenses paid and aggregate write-ins	86,743,160	47,469,313
Federal income taxes recovered	(10,158,730)	(13,050,544)
Total	538,106,607	34,418,769
Net cash from (used by) operations	95,093,013	(33,389,246)
Cash From Financing and Miscellaneous Sources		
Paid-in-surplus	155,000,000	-
Net cash from financing and miscellaneous sources	155,000,000	-
Reconciliation of Cash and Cash Equivalents		
Net change in cash and cash equivalents	250,093,013	(33,389,246)
Cash and cash equivalents, beginning of year	43,329,374	76,718,620
Cash and cash equivalents, end of year	\$293,422,387	\$43,329,374

COMMENTS ON FINANCIAL STATEMENTS

There were no changes to the Company's financial statements, and there were no proposed adjustments to surplus as a result of this examination.

Basis of Presentation and Summary of Significant Accounting Policies:

The accompanying financial statements have been prepared on the basis of the accounting practices prescribed or permitted by the Department.

The more significant accounting policies followed by the Company are as follows:

Premiums: Insurance premiums are earned in the period to which healthcare coverage relates.

Nonadmitted assets: Certain assets, such as prepaid expenses and furniture, are "nonadmitted" and are charges against surplus.

Claims unpaid & claims unpaid adjustment expense: Includes amounts determined from individual case estimates and loss reports and amounts, based on experience, for losses incurred but not reported.

Analysis of Assets:

The following represents an analysis of the Company's net admitted assets at December 31, 2021:

	Assets	Assets not Admitted	Net Admitted Assets
Cash	\$293,422,387	-	\$293,422,387
Total cash	293,422,387	-	293,422,387
Premiums and agents' balances in course of collection	24,895,925	-	24,895,925
Current federal income tax recoverable	1,004,883	-	1,004,883
Furniture and equipment	2,215,715	2,215,715	-
Health care and other receivable	73,635	73,635	-
Prepaid expenses	139,171	139,171	-
Leasehold improvement	5,576,106	5,576,106	-
Deposits	1,273,316	1,273,316	-
Total admitted assets	\$328,601,143	\$9,277,943	\$319,323,200

Summary of Reserves:

The following provides a reconciliation of the Company's reserves for claims unpaid and unpaid claims adjustment expenses:

	2021
Reserve for claims unpaid and unpaid claims adjustment expenses beginning of year	\$ -
Add:	
Provision for claims unpaid and unpaid claims adjustment expenses, current year	\$623,518,594
Change in estimated claims unpaid and unpaid claims adjustment expenses, prior years	-
Total incurred	\$623,518,594
Deduct:	
Claims unpaid and unpaid claims adjustment expenses paid, current year	\$489,588,754
Claims unpaid and unpaid claims adjustment expenses paid, prior year	-
Total paid	\$489,588,754
Reserve for claims unpaid and unpaid claims adjustment expenses, end of year	\$133,929,840
Increase in reserve for claims unpaid and unpaid claims adjustment expenses	\$133,929,840

Surplus:

The following, in conjunction with the Statutory Statement of Surplus, represents the changes in surplus since the Company's inception:

	2019
Surplus, at beginning of period	\$ -
Surplus increases (decreases):	
Net loss	(25,903,562)
Change in nonadmitted assets	(4,036,062)
Surplus adjustments to paid-in capital	101,000,000
Change in surplus as regards policyholders for the year	\$71,060,376
Surplus, end of year	\$ 71,060,376

SUBSEQUENT EVENTS

Effective January 1, 2022, Kathy Combs Warner was elected President replacing Rebecca Jane Engelman.

Effective January 1, 2022, Rebecca J. Engelman, Robert J. Kolodgy and David A. Finkel were elected to the Board of Directors replacing Steven H. Bohner, Michael J. Burgoyne and Marilyn L. Eckley.

The Company received \$15 million in capital contributions in June 2022 from AMHP Holdings, Corp., to support both the Medicaid business and the individual HMO business.

In November 2021, the Company commenced participation in the Affordable Care Act Health Insurance Marketplace to expand its mission in providing health care services for low-income individuals and families effective January 2022.

On September 8, 2022, the Department approved a service area expansion to add 23 counties to the Company's HMO service area. This approval was contingent on the Company satisfying all of the filing requirements of the Department. The Company reported \$1.16 million in HMO premium at December 31, 2022.

AmeriHealth Caritas North Carolina, Inc.
DISTRIBUTION OF REPORT ON EXAMINATION
December 31, 2021

Cheryl A. Monkman, CIA, CRMA
Vice President Corporate Audit
200 Stevens Drive
Philadelphia, Pennsylvania 19113

CONCLUSION

The examination procedures, described, herein, revealed no material adverse findings or adjustments to surplus.

We conclude that the Company complies with the minimum capital and surplus requirements of GS § 58-67-110(b) and GS § 58-93-70(b) for the kinds of insurance that the Company has been authorized to write, which is \$2,000,000.

The courteous cooperation and assistance extended by the officers and employees of the Company during the examination is hereby acknowledged.

Respectfully submitted,



Monique D. Smith, CPA, CFE
Deputy Commissioner
North Carolina Department of Insurance

May 17, 2023

STATE OF NORTH CAROLINA

COUNTY OF WAKE

Bill Keely, Supervising Examiner, North Carolina Department of Insurance, being first, duly sworn, deposes and says that this report on examination, subscribed by him, is true and correct to the best of his knowledge and belief.

Signature: Bill Keely Date: 5/17/23

Sworn and subscribed before me this 17 day of May, 2023.

Notary Public Signature: Christene M. Wilkams Notary Public Seal:



AmeriHealth Caritas North Carolina, Inc.

APPENDIX A December 31, 2021

ORGANIZATIONAL CHART



