

DEPARTMENT OF COMMERCE & INSURANCE

P.O. Box 690, Jefferson City, Mo. 65102-0690

ORDER

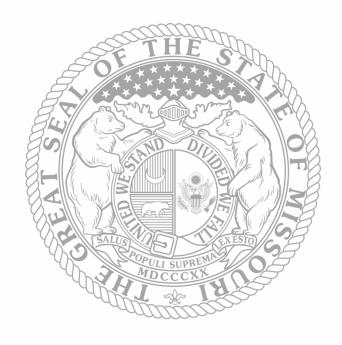
After full consideration and review of the report of the financial examination of Missouri Care, Inc. for the period ended December 31, 2022, together with any written submissions or rebuttals and any relevant portions of the examiner's workpapers, I, Chlora Lindley-Myers, Director of the Missouri Department of Commerce and Insurance pursuant to section 374.205.3(3)(a), RSMo, adopt such examination report. After my consideration and review of such report, workpapers, and written submissions or rebuttals, I hereby incorporate by reference and deem the following parts of such report to be my findings and conclusions to accompany this order pursuant to section 374.205.3(4), RSMo: summary of significant finding, company history, management and control, territory and plan of operation, growth of company and loss experience, reinsurance, accounts and records, financial statements, comments on financial statement items, financial statement changes resulting from examination, and summary of recommendations.

Based on such findings and conclusions, I hereby ORDER that the report of the financial examination of Missouri Care, Inc. as of December 31, 2022, be and is hereby ADOPTED as filed and for Missouri Care, Inc. to take the following action or actions, which I consider necessary to cure any violation of law, regulation or prior order of the Director revealed by such report: (1) account for its financial condition and affairs in a manner consistent with the Director's findings and conclusions.

So ordered, signed and official seal affixed this O6 day of June, 2024.

Chlora Lindley-Myers, Director

Department of Commerce and Insurance



REPORT OF FINANCIAL EXAMINATION OF

MISSOURI CARE, INC.

AS OF DECEMBER 31, 2022

STATE OF MISSOURI
DEPARTMENT OF COMMERCE & INSURANCE

JEFFERSON CITY, MISSOURI

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Honorable Chlora Lindley-Myers, Director Missouri Department of Commerce and Insurance 301 West High Street, Room 530 Jefferson City, Missouri 65101

Director Lindley-Myers:

In accordance with your financial examination warrant, a full-scope financial examination has been made of the records, affairs, and financial condition of

Missouri Care, Inc. (NAIC #12913)

hereinafter referred to as such, as Missouri Care, or as the Company. Its administrative office is located at 1831 Chestnut Street, St. Louis, MO 63103, telephone number (314)444-7512. The fieldwork for this examination began on April 11, 2023, and concluded on the above date.

SCOPE OF EXAMINATION

Period Covered

The Missouri Department of Commerce and Insurance (Department) has performed a single-state financial examination of Missouri Care. The last examination of the Company by the Department covered the period of January 1, 2016 through December 31, 2017. The current examination covers the period of January 1, 2018 through December 31, 2022, as well as a review of any material transactions and events occurring subsequent to the examination period through the date of this report.

Procedures

We conducted our examination in accordance with the National Association of Insurance Commissioners (NAIC) *Financial Condition Examiners Handbook* (*Handbook*), except where practices, procedures, and applicable regulations of the Department or statutes of the state of Missouri prevailed. The *Handbook* 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 the identification and evaluation of significant risks that could cause the Company's surplus to be materially misstated, both on a current and prospective basis.

This examination also included a review of significant estimates made by management and evaluation of 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.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. Those activities considered in the examination as key to Missouri Care included Premiums & Underwriting, Claims & Reserves, Investments, Capital & Surplus, Related Party, and Reinsurance. The examination also included a review and evaluation of information technology general controls.

This examination was conducted as part of a coordinated examination of Elevance Health, Inc., which consists of forty-four insurance companies domiciled in numerous states. The Indiana Insurance Department is the lead state regulator for the group. Along with Missouri, twenty-three other states participated in the coordinated examination. The examination was also conducted concurrently with the examinations of the Company's Missouri domiciled affiliates, Healthy Alliance Life Insurance Company (HALIC), HMO Missouri, Inc. (HMO-MO) and HealthLink HMO, Inc. (HL-HMO).

This examination report includes significant findings of fact, as mentioned in Section 374.205 RSMo (Examination, director may conduct, when...) and general information about the Company 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 other regulators and/or the Company.

SUMMARY OF SIGNIFICANT FINDINGS

There were no material adverse findings.

COMPANY HISTORY

General

Missouri Care L.C. was organized as a not-for-profit, limited liability company on September 2, 1997. The Department issued a Certificate of Authority on November 4, 1997, licensing the Company as a health maintenance organization (HMO).

In February 2007, certain assets and liabilities of Missouri Care L.C., including the right to use the name Missouri Care, were acquired by Schaller Anderson, Inc. Aetna, Inc. subsequently purchased Schaller Anderson, Inc. in July 2007.

On March 31, 2013, Missouri Care was acquired by a subsidiary of WellCare Health Plans, Inc. In 2019, WellCare Health Plans, Inc. (WellCare) entered into a merger agreement with Centene Corporation (Centene). As a condition of the merger, WellCare divested itself of Medicaid and Medicare Advantage plans in Missouri and its Medicaid plan in Nebraska; Centene divested itself of Medicaid and Medicare Advantage plans in Illinois.

Mergers, Acquisitions, and Major Corporate Events

In January 2020, Anthem, Inc. acquired Missouri Care, Inc. On June 27, 2022, Anthem, Inc. changed its name to Elevance Health, Inc.

Dividends and Capital Contributions

Missouri Care paid the following distributions to its sole shareholder:

Year	Amount
2018	\$ 0
2019	8,250,000
2020	0
2021	0
2022	30,000,000
Total	\$ 38,250,000

For 2019, \$6,291,224 of the \$8,250,000 in distributions was an extraordinary dividend. The remaining balance of \$1,958,776 was an ordinary dividend. These distributions were received by the Company's sole shareholder at this time, The Wellcare Management Group, Inc.

For 2022, \$28,126,781 of the \$30,000,000 in distributions was an extraordinary dividend. The remaining balance of \$1,873,219 was an ordinary dividend. These distributions were received by the Company's sole shareholder, ATH Holding Company, LLC.

Surplus Notes

There were no surplus notes issued or outstanding during the examination period.

MANAGEMENT AND CONTROL

Board of Directors

The management of the Company is vested in a Board of Directors that are elected by the shareholders. The Company's Bylaws specify that there shall be no fewer than four directors. The Board of Directors elected and serving as of December 31, 2022, were as follows:

Jeffrey Davis Plan President

Hartsburg, Missouri Elevance Health, Inc.

Ronald Penczek Senior Vice President, Chief Accounting Officer & Controller

Zionsville, Indiana Elevance Health, Inc.

Vincent Scher Staff Vice President- Investment Programs

Indianapolis, Indiana Elevance Health, Inc.

Jay Wagner Vice President, Counsel Carmel, Indiana Elevance Health, Inc.

Senior Officers

The officers elected and serving, as of December 31, 2022, were as follows:

NameOfficePresidentJeffrey DavisSecretaryKathleen KieferTreasurerVincent Scher

Principal Committees

There are no committees of the Company's Board of Directors. However, the parent, Elevance Health, Inc., has committees that review and approve transactions that are applicable to the Elevance Health, Inc. group, including Missouri Care. The following committees of the Elevance Health, Inc. Board of Directors were active, as of December 31, 2022: Audit Committee, Compensation Committee, Governance Committee, and Finance Committee.

Corporate Records

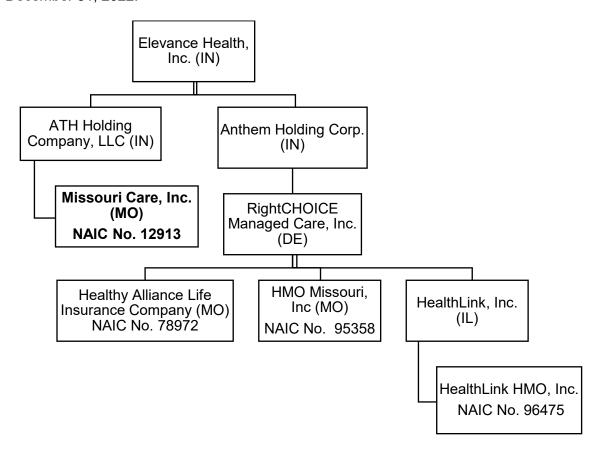
The Company's Articles of Incorporation and Bylaws were reviewed. There were no revisions to either document during the examination period. The minutes of the Board and shareholders were reviewed for the period under examination.

Holding Company, Subsidiaries, and Affiliates

Missouri Care is a member of an Insurance Holding Company System, as defined by Section 382.010 RSMo (Definitions). The ultimate controlling entity in the insurance holding company is Elevance Health, Inc., a publicly held corporation headquartered in Indianapolis, Indiana. Elevance Health, Inc's common stock trades on the New York Stock Exchange.

Organizational Chart

The following organizational chart depicts the applicable portion of the holding company group as of December 31, 2022.



Intercompany Transactions

The following agreements represent significant contracts executed with affiliated entities that were in effect as of December 31, 2022. A brief description of these agreements are as follows:

Master Administrative Service Agreement (Elevance Health, Inc.): This is an agreement between Elevance Health, Inc. and its subsidiaries, that includes the Company, which originally became effective on January 1, 2003. The Company became a party to this agreement on January 23, 2020. The subsidiaries receive and provide specified administrative services to each other and Elevance Health, Inc. in accordance with the agreement terms. The most recent amendment to the agreement became effective on January 1, 2014.

Master Service Agreement (Beacon Health): This is an agreement between Beacon Health Strategies, LLC (BHS), Beacon Health Options, Inc. (BMO), and the Company, among other insurance companies, that originally became effective on February 28th, 2020. The Company was added to the agreement through a joinder addendum that became effective on January 1, 2021. In accordance with this agreement, BHS and BMO provide certain administrative, management, utilization review, and/or other behavioral health related services to the Company in exchange for compensation of the costs and expenses incurred.

Consolidated Federal Income Tax Agreement: This is an agreement between Elevance Health, Inc. and its subsidiaries, that include the Company, which originally became effective on December 31, 2005. The Company became a party to this agreement on September 1, 2020. The agreement establishes a method for allocating the consolidated tax liability of the affiliated group among its members.

TERRITORY AND PLAN OF OPERATION

The Company is licensed only in the State of Missouri.

GROWTH OF COMPANY AND LOSS EXPERIENCE

The table below summarizes the Company's growth for the period under examination:

(\$000s omitted)

(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Net		Net	Capital	Ratio of Net
	Total	Premium	Underwriting	Income	and	Premiums
Year	Assets	Income	Gain (Loss)	(Loss)	Surplus	to Surplus
2018 \$	218,638	\$ 767,344	\$ 10,614	\$ 7,759	\$ 100,321	7.65
2019	201,270	705,211	(11,430)	(6,986)	87,954	8.02
2020	290,816	810,377	10,198	12,780	107,027	7.57
2021	388,976	1,001,672	138,061	108,553	217,022	4.62
2022	673,598	1,540,574	152,847	134,037	321,705	4.79

The table below summarizes the Company's total revenues, incurred hospital and medical expenses, and medical loss ratios for the period under examination:

(\$000s omitted)

		Total Hospital and Medical	Medical Loss
Year	Total Revenues	Benefits	Ratio
2018	\$ 767,344	\$ 659,456	0.86
2019	705,211	633,856	0.90
2020	810,320	697,795	0.86
2021	995,722	750,647	0.75
2022	1,516,619	1,252,206	0.83

REINSURANCE

General

The Company's premium activity on a direct written, assumed, and ceded basis for the period under examination is detailed below:

(\$000s omitted)

Premium Type	2018	2019	2020	2021	2022
Direct Business	\$ 767,508 \$	705,322 \$	810,496	\$ 1,001,932	\$ 1,540,888
Reinsurance Ceded:					
Affiliates	0	0	0	(261)	(314)
Non-Affiliates	(164)	(111)	(119)	0	0
Net Premium Income	\$ 767,344 \$	705,211 \$	810,377	\$ 1,001,672	\$ 1,540,574

Assumed Reinsurance

The Company did not assume any premiums during the period under examination.

Ceded Reinsurance

Missouri Care and Anthem Insurance Companies, Inc. (AIC), an affiliate, are parties to an agreement that became effective January 1, 2021. AIC provides excess-of-loss coverage under that agreement.

The Company is contingently liable for all reinsurance losses ceded to others. This contingent liability would become an actual liability in the event that an assuming reinsurer fails to perform its obligations under the reinsurance contract.

ACCOUNTS AND RECORDS

Independent Auditor

The certified public accounting (CPA) firm, Ernst & Young LLP, in Indianapolis, Indiana, performed the statutory audit of the Company for the years 2020 through 2022. Reliance was placed upon the CPA workpapers as deemed appropriate.

The certified public accounting (CPA) firm, Deloitte & Touche LLP, in Detroit, Michigan, performed the statutory audit of the Company for 2019. Reliance was placed upon the CPA workpapers as deemed appropriate.

The certified public accounting (CPA) firm, Deloitte & Touche LLP, in Tampa, Florida, performed the statutory audit of the Company for 2018. Reliance was placed upon the CPA workpapers as deemed appropriate.

Actuarial Opinion

The Company's actuarial opinion regarding reserves and other actuarial items was issued by Christopher Gorton, ASA, MAAA, for 2022. Christopher Gorton is employed by Elevance Health, Inc. in New Milford, Connecticut.

The Company's actuarial opinion regarding reserves and other actuarial items was issued by Kecia Rockoff, FSA, MAAA, for 2021. Kecia Rockoff was employed by Anthem, Inc. in Atlanta, Georgia.

The Company's actuarial opinion regarding reserves and other actuarial items was issued by Evan Hagenaars, FSA, MAAA, CERA, for 2020. Evan Hagenaars was employed by Anthem, Inc. in Fishers, Indiana.

The Company's actuarial opinion regarding reserves and other actuarial items was issued by Larry Smart, FSA, MAAA, for the years 2018 and 2019. Larry Smart was employed by WellCare Health Plans, Inc. in Tampa, Florida.

Consulting Actuary

As part of the coordinated examination, the state of Indiana contracted Noble Consulting Services, Inc. (Noble) to review the underlying actuarial assumptions and methodologies used by the Elevance Health, Inc. companies under examination to determine the adequacy of reserves and other actuarial items. Noble determined that the Company made a reasonable provision for the reserves and other actuarial items that were reported in the statutory financial statements, as of December 31, 2022.

Information Systems

As part of the coordinated examination, the state of Indiana contracted Noble to review the Company's information systems. Missouri DCI IT Examiner-In-Charge, Kim Dobbs, MBA, CFE, AES, CISA, reviewed the work of Noble.

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 Missouri Care for the period ending December 31, 2022. The accompanying comments on financial statements reflect any examination adjustments to the amounts reported in the financial statements and should be considered an integral part of the financial statements. The failure of any column of numbers to add to its respective total is due to rounding or truncation.

There may have been additional differences found in the course of this examination, which are not shown in the "Comments on Financial Statement Items." These differences were determined to be immaterial concerning their effect on the financial statements, and therefore were only communicated to the Company and noted in the workpapers for each individual key activity.

ASSETS
As of December 31, 2022

	A = = = 4 =	Nonadmitted	Net Admitted
	 Assets	 Assets	Assets
Bonds	\$ 338,184,127	\$	\$ 338,184,127
Cash, Cash Equivalents, and Short-			
Term Investments	104,594,008		104,594,008
Securities Lending Reinvested			, ,
Collateral Assets	1,699,822		1,699,822
Investment Income Due and Accrued	1,628,218		1,628,218
Premiums and Considerations:	.,0=0,= .0		.,020,2.0
Uncollected Premiums and			
Agents' Balances in the Course			
of Collection	213,537,806	442	213,537,364
	83,928	772	83,928
Accrued Retrospective Premiums	03,920		03,920
Amounts Receivable Relating to	405.005		405.005
Uninsured Plans	105,895		105,895
Current Federal and Foreign Income			
Tax Recoverable and Interest			
Thereon	1,762,688		1,762,688
Net Deferred Tax Asset	39,570,550	27,588,357	11,982,193
Furniture and Equipment, Including			
Health Care Delivery Assets	148,347	148,347	0
Health Care and Other Amounts			
Receivable	2,862,172	2,841,923	20,249
Aggregate Write-Ins for Other-Than-	•	• •	•
Invested Assets	425,680	425,680	0
TOTAL ASSETS	\$ 704,603,243	\$ •	\$ 673,598,494

LIABILITIES, CAPITAL AND SURPLUS As of December 31, 2022

Claims Unpaid	\$	230,742,346
Accrued Medical Incentive Pool and Bonus Amounts		45,942,689
Unpaid Claims Adjustment Expenses		5,446,774
Aggregate Health Policy Reserves		30,039,532
General Expenses Due or Accrued		8,933,370
Amounts Withheld or Retained for the Account of Others		672
Remittances and Items Not Allocated		1,976,145
Amounts Due to Parent, Subsidiaries, and Affiliates		19,640,846
Derivatives		66,422
Payable for Securities		3,814,492
Payable for Securities Lending		1,699,822
Liability for Amounts Held Under Uninsured Plans		2,244,281
Aggregate Write-Ins for Other Liabilities		1,346,472
TOTAL LIABILITIES	\$	351,893,862
Common Capital Stock		1,000
Gross Paid-In and Contributed Surplus		76,347,027
Unassigned Funds (Surplus)		245,356,605
TOTAL CAPITAL AND SURPLUS	\$	321,704,632
TOTAL LIABILITIES AND SURPLUS	<u>\$</u>	673,598,494

STATEMENT OF REVENUE AND EXPENSES

For the Year Ended December 31, 2022

Net Premium Income	\$	1,540,573,571
Change in Unearned Premium Reserves and Reserve for Rate Credits		(23,954,222)
Total Revenue	\$	1,516,619,350
Llandital/Madical Danafita	Φ.	755 000 040
Hospital/Medical Benefits	\$	755,268,619
Other Professional Services		239,913,610
Emergency Room and Out-of-Area		194,055,227
Prescription Drugs		109,113
Incentive Pool, Withhold Adjustments, and Bonus Amounts		62,859,915
Claims Adjustment Expenses		57,766,560 53,730,050
General Administrative Expenses Increase in Reserves for Life and Accident and Health Contracts		53,720,959 78,635
	<u></u>	1,363,772,637
Total Underwriting Deductions	Ф	1,363,772,637
Net Underwriting Gain (Loss)	\$	152,846,713
Net Investment Income Earned	\$	7,525,374
Net Realized Capital Gains		4,811,056
Net Investment Gain (Loss)	\$	12,336,430
Net Gain (Loss) from Agents' or Premium Balances Charged Off		(866)
Aggregate Write-Ins for Other Income or Expenses		301,103
Net Income (Loss) After Capital Gains Tax and Before All Other		
Federal Income Taxes	\$	165,483,379
Federal and Foreign Income Taxes Incurred		31,446,210
NET INCOME (LOSS)	\$	134,037,169

RECONCILIATION OF CAPITAL AND SURPLUSChanges from January 1, 2018 to December 31, 2022

(\$000's omitted)

2018	2019	2020	2021	2022
\$ 94,101 \$	100,321 \$	87,954 \$	107,027 \$	217,022
7,759	(6,986)	12,780	108,553	134,037
	(37)	197	(58)	(25)
204	2,302	40,671	(2,585)	(2,094)
(1,744)	605	(35,923)	4,084	2,764
		1,348		
 	(8,250)			(30,000)
 6,219	(12,367)	19,073	109,995	104,682
\$ 100,321 \$	87,954 \$	107,027 \$	217,022 \$	321,705
	\$ 94,101 \$ 7,759 204 (1,744) 6,219	\$ 94,101 \$ 100,321 \$ 7,759 (6,986) (37) 204 2,302 (1,744) 605 (8,250) 6,219 (12,367)	\$ 94,101 \$ 100,321 \$ 87,954 \$ 7,759 (6,986) 12,780 (37) 197 204 2,302 40,671 (1,744) 605 (35,923) 1,348 (8,250) 6,219 (12,367) 19,073	\$ 94,101 \$ 100,321 \$ 87,954 \$ 107,027 \$ 7,759 (6,986) 12,780 108,553 (58) 204 2,302 40,671 (2,585) (1,744) 605 (35,923) 4,084 1,348 (8,250) 6,219 (12,367) 19,073 109,995

COMMENTS ON FINANCIAL STATEMENT ITEMS

None.

FINANCIAL STATEMENT CHANGES RESULTING FROM EXAMINATION

None.

SUMMARY OF RECOMMENDATIONS

None.

SUBSEQUENT EVENTS

None.

ACKNOWLEDGMENT

The assistance and cooperation extended by the officers and the employees of Missouri Care, Inc. during the course of this examination is hereby acknowledged and appreciated. In addition to the undersigned, Thomas Cunningham, CPA, CFE, Examiner-in-Charge, and Conner Nilges, CFE, Examiner for the Missouri Department of Commerce and Insurance, also participated in this examination.

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State of Missouri)	
)	SS
County of Cole)	

I, Joshua R. Nash, CPA, CFE, on my oath swear that to the best of my knowledge and belief the above examination report is true and accurate and is comprised of only facts appearing upon the books, records, or other documents of Missouri Care, Inc., its agents or other persons examined, or as ascertained from the testimony of its officers or agents or other persons examined concerning its affairs, and such conclusions and recommendations as the examiners find reasonably warranted from the facts.

Joshua R. Nash, CPA, CFE

Examiner-In-Charge

Missouri Department of Commerce and

Insurance

Sworn to and subscribed before me this

day of

2024.

My commission expires:

Notary Public

HALEY LUCEBERT

NOTARY PUBLIC - NOTARY SEAL

STATE OF MISSOURI
MY COMMISSION EXPIRES MARCH 30, 2027

OSAGE COUNTY

COMMISSION #19634366

SUPERVISION

The examination process has been monitored and supervised by the undersigned. The examination report and supporting workpapers have been reviewed and approved. Compliance with NAIC procedures and guidelines as contained in the *Financial Condition Examiners Handbook* has been confirmed, except where practices, procedures, and applicable regulations of the Missouri Department of Commerce and Insurance and statutes of the state of Missouri prevailed.

Michael Shadowens, CFE

Assistant Chief Financial Examiner
Missouri Department of Commerce and
Insurance