
FORM A

**STATEMENT REGARDING THE ACQUISITION
OF CONTROL OF OR MERGER WITH DOMESTIC INSURERS:**

GEISINGER HEALTH PLAN,
a Pennsylvania nonprofit corporation and licensed health maintenance organization

GEISINGER QUALITY OPTIONS, INC.,
a Pennsylvania business corporation and licensed risk-assuming PPO

GEISINGER INDEMNITY INSURANCE COMPANY
a Pennsylvania business corporation and licensed to provide indemnity health insurance

BY

RISANT HEALTH, INC.
a Delaware nonprofit corporation

and

KAISER FOUNDATION HOSPITALS
a California nonprofit public benefit corporation

Filed with the

**INSURANCE DEPARTMENT
OF THE COMMONWEALTH OF PENNSYLVANIA**

June 26, 2023

Correspondence concerning this form can be addressed to:

Steven Burgess Davis
Stradley Ronon Stevens & Young, LLP
2005 Market Street, Suite 2600
Philadelphia, PA 19103-7018
(215) 564-8714
SDavis@Stradley.com

Sarah K. Browning
Baker Hostetler, LLP
1170 Peachtree St., Suite 2400
Atlanta, GA 30309-7676
(404) 946-9840
SBrowning@bakerlaw.com

INTRODUCTION

This Form A Statement Regarding the Acquisition of Control of or Merger with Domestic Insurers (“Application”) seeks the prior approval of the Insurance Commissioner of the Commonwealth of Pennsylvania pursuant to 40 P.S. § 991.1402(a)(1) for the acquisition of control of Geisinger Health Plan (“GHP”), Geisinger Quality Options, Inc. (“GQOI”), and Geisinger Indemnity Insurance Company (“GIIC,” and together with GHP and GQOI, the “Domestic Insurers”), each of which is a Pennsylvania domiciled entity licensed by the Pennsylvania Insurance Department. The Domestic Insurers are wholly owned subsidiaries of Geisinger Health (“Geisinger Health”). Geisinger Health is a Pennsylvania nonprofit corporation exempt from federal income tax as an entity described under Internal Revenue Code (“IRC”) Section 501(c)(3), and operates an integrated health system.

The applicant and acquiring party is Risant Health, Inc., which is a Delaware nonprofit non-stock corporation that has applied to be exempt from federal income tax as an entity described under IRC Section 501(c)(3) (“Risant Health” or “Applicant”). Kaiser Foundation Hospitals, a California nonprofit public benefit corporation that is similarly exempt under IRC Section 501(c)(3) is also an applicant (“KFH”), though only party to the transaction for limited purposes.

As set forth in this Application, the proposed change of control of the Domestic Insurers is a result of a proposed member substitution, whereby Risant Health would become the sole corporate member of Geisinger Health, and therefore assume control of the Domestic Insurers. Risant Health is a newly formed entity that does not have (and has never had) a market or market share in the Commonwealth of Pennsylvania. The proposed transaction involves no other insurers or any changes to the insurance market or market shares in the Commonwealth of Pennsylvania. As a result, the Applicants have confirmed that no separate preacquisition notification is required. *See, e.g.*, 40 P.S. § 991.1403(b)(2)(v)(B).

Certain exhibits to this Application contain confidential and/or proprietary information that, if disclosed, would cause personal harm to the affected individuals or competitive harm to the Applicants or the Domestic Insurers. Specifically, **Exhibit K** (Risant Health Biographical Affidavits) contains confidential personal information about individuals associated with the Applicants, while **Exhibit B** (Health System Agreement) and **Exhibit L** (DOI-135 Business Operating Plan for the Domestic Insurers, including five-year financial projections of the Domestic Insurers) (collectively, the “Confidential Materials”) contain confidential and proprietary, and/or trade secret information, the disclosure of which would be materially adverse to the Applicants and the Domestic Insurers. Accordingly, the Applicants respectfully request that the Confidential Materials be afforded confidential treatment and be excepted from disclosure and that the Applicants be informed of any public request for such information. The Applicants respectfully request that (i) the Applicants be notified in advance of any proposed disclosure of the Confidential Materials by the Pennsylvania Insurance Department (the “Department”) and (ii) the Applicants be given a reasonable opportunity to seek a protective order or take other action to prevent or limit any such disclosure.

Item 1. Insurers and Method of Acquisition

A. Domestic Insurers:

The domestic insurers to which this Application relates are as follows:

Geisinger Health Plan (“GHP”)

Principal address: 100 North Academy Avenue, Danville, PA 17822-3020

Type of entity: Pennsylvania nonprofit corporation

Ownership/Members: Geisinger Health has membership control of GHP.

NAIC Company Code: 95923

GHP is a Pennsylvania nonprofit corporation exempt from federal income tax as an entity described under IRC Section 501(c)(4), and licensed as a health maintenance organization pursuant to the Health Maintenance Organization Act, 40 P.S. §§ 1551-1567.

Geisinger Quality Options, Inc. (“GQOI”)

Principal address: 100 North Academy Avenue, Danville, PA 17822-3020

Type of entity: Pennsylvania business corporation

Ownership/Members: GQOI is wholly owned by Geisinger Health.

NAIC Company Code: 12743

GQOI is a Pennsylvania for-profit business corporation licensed as a risk-assuming PPO pursuant to the Pennsylvania Insurance Department’s PPO Statute, 40 P.S. § 764a.

Geisinger Indemnity Insurance Company (“GIIC”)

Principal address: 100 North Academy Avenue, Danville, PA 17822-3020

Type of entity: Pennsylvania business corporation

Ownership/Members: GIIC is wholly owned by Geisinger Health.

NAIC Company Code: 10244

GIIC is a Pennsylvania for-profit business corporation licensed to provide indemnity health insurance pursuant to the Insurance Department Act of 1921 (40 P.S. § 323.1 *et seq.*).

Cumulatively and as of the end of 2022, the Domestic Insurers served over five hundred fifty-one thousand (551,000) members in Pennsylvania, including approximately ninety-five thousand (95,000) Medicare Advantage and nearly two hundred seventy-five thousand (275,000) Medicaid and Children’s Health Insurance Program beneficiaries. The remainder of the Domestic Insurers’ members are served by fully insured commercial HMO products offered by GHP, PPO products through GQOI, and self-funded employer group plans administered by GIIC.

GQOI and GIIC are directly and wholly owned by Geisinger Health. Geisinger Health has membership control of GHP. Geisinger Health is a Pennsylvania nonprofit corporation exempt from federal income tax as an entity described under IRC Section 501(c)(3), and operates a nationally recognized integrated health system based out of Danville, Pennsylvania. Geisinger’s

integrated health system includes multiple acute care facilities, a large physician practice, a medical school, and several other ancillary lines of business or providers.

The Domestic Insurers comprise the insurance operations of Geisinger Health's integrated health system. Geisinger Health is the controlling person within the Geisinger holding company system. As used herein, the term "*Geisinger*" shall refer collectively to Geisinger Health and each of its subsidiaries. Please see the Geisinger organizational chart attached to this Application as **Exhibit A**.

B. Method of Acquisition

Effective April 26th, 2023, Geisinger Health, Risant Health and KFH signed a Health System Agreement ("*Health System Agreement*") pursuant to which Risant Health proposes, subject to certain conditions (including approval of the Department) to acquire control of Geisinger (the "*Transaction*"). The Transaction is a member substitution, whereby Risant Health becomes the sole corporate member of Geisinger Health, and assumes its balance sheet. The Health System Agreement is attached to this Application as **Exhibit B**.

Once all of the conditions to Closing (as defined in the Health System Agreement and as set forth therein) are satisfied, Geisinger Health will file amended and restated articles of incorporation with the Pennsylvania Department of State and adopt amended and restated bylaws, and in so doing will cause a sole corporate membership interest of Geisinger Health to be issued to Risant Health.

The current and proposed (post-transaction) amended and restated articles of incorporation and governing bylaws of Geisinger Health are attached to this Application as **Exhibit C**. The current bylaws of Risant Health are attached to this Application as **Exhibit D**.

Item 2. Identity and Background of the Applicant

A. Applicant

The Applicants for this Application are as follows:

Risant Health, Inc. ("*Risant Health*")

Principal address: One Kaiser Plaza, Oakland, CA 94612¹

Ownership/Members: Risant Health's sole member at any time is the Chairperson of its Board then-serving.

Type of entity: Delaware nonprofit, nonstock corporation

Risant Health, Inc., is a Delaware nonprofit nonstock corporation that has applied to be exempt from federal income tax as an entity described under IRC Section 501(c)(3).

¹ Note that the parties intend for Risant Health to obtain offices and operate primarily from the Washington, D.C. Metro area, but that at the time of this Application, such offices have not yet been obtained.

Kaiser Foundation Hospitals (“KFH”)

Principal address: One Kaiser Plaza, Oakland, CA 94612

Ownership/Members: KFH does not have any corporate members.

Type of entity: California nonprofit public benefit corporation

Kaiser Foundation Hospitals is a California nonprofit public benefit corporation that is exempt from federal income tax as an entity described under IRC Section 501(c)(3). KFH is also an applicant, though only party to the transaction for limited purposes.

B. Nature of Applicants’ Business Operations and Organizational Structure

i. Risant Health’s Mission and Vision

Risant Health is a new nonprofit organization created by KFH, which is a component of Kaiser Permanente (defined and discussed below). Risant Health’s vision is to improve the health of millions of people by increasing access to value-based care and raising the bar for value-based approaches that prioritize patient quality outcomes. Value-based care refers to a healthcare delivery and financing model that improves health outcomes and increases access to affordable care in the community through evidence-based care, a commitment to equity and simplicity, and aligned incentives across the system.

Risant Health has been founded with the understanding that Kaiser Permanente’s traditional, fully integrated care and coverage model with exclusively contracted medical groups is not practical in all communities. Risant Health aims to help like-minded, mission-driven health systems improve the health of their communities, achieve better health outcomes, and improve healthcare affordability in multi-payer, multi-provider environments. Risant Health will operate separately and distinctly from Kaiser Permanente’s core integrated care and coverage model, while building upon Kaiser Permanente’s eighty (80) years of expertise in value-based care.

ii. Organization Structure

a. Risant Health and Geisinger – before and after the Transaction

Risant Health is a new nonprofit entity created to expand and accelerate the adoption of value-based care in diverse, multi-payer, multi-provider, community-based health system environments. Because Risant Health is a newly formed entity it has a limited operational history; however, Risant Health is supported by the significant knowledge, expertise, and resources of KFH.

Through the Transaction, Risant Health intends for Geisinger to be the inaugural health system to join Risant Health. Please see the organizational chart attached to this Application as **Exhibit E**, which depicts the organizational structure of Risant Health and the proposed organizational structure as a result of the Transaction.

b. Risant Health's affiliation with KFH

Risant Health is a new nonprofit entity which is separate from, but affiliated with KFH, which is a component of Kaiser Permanente. Under the Health System Agreement, KFH makes financial commitments to ensure Risant Health's financial stability and ability to meet its vision.

KFH, together with Kaiser Foundation Health Plan, Inc., and its subsidiary health plan entities (collectively, "KFHP"), and independent and exclusively contracted medical groups, operate what is known as the "Kaiser Permanente Medical Care Program" (or together, "Kaiser Permanente"). Kaiser Permanente is recognized as one of the nation's leading fully-integrated healthcare delivery systems.

KFH is organized under California law as a nonprofit public benefit corporation, and it owns and operates hospitals and other healthcare facilities that are dedicated primarily to serving KFHP enrollees. KFH operates thirty-nine (39) hospitals, each with an emergency department open to the community, and six hundred twenty-three (623) other medical facilities. KFH is exempt from federal income tax as an entity described under IRC Section 501(c)(3). In total, Kaiser Permanente comprises approximately twenty-four thousand (24,000) physicians, sixty-eight thousand (68,000) nurses and two hundred twenty-six thousand (226,000) employees, serving over twelve million seven hundred thousand (12,700,000) health plan members in eight (8) states and the District of Columbia. KFHP offers commercial HMO coverage, PPO coverage, Medicare Advantage Plans, Managed Medicaid Plans, and coverage and services to FEHB Program and TRICARE Members.

KFHP and each of its subsidiaries are organized under state laws as nonprofit corporations and are primarily licensed or registered under applicable state law as health maintenance organizations, healthcare service plans, or healthcare service contractors. All are exempt from federal income taxes as entities described under IRC Section 501(c)(3). Please see the organizational chart attached to this Application as **Exhibit F**, which depicts the organizational structure of Kaiser Permanente. Please see a map showing the current Kaiser Permanente regions and enrollment by region as of the first quarter of 2023, attached to this Application as **Exhibit G**.

iii. Governance and Management

a. Risant Health's Governance

Upon Closing, Risant Health will be governed by a board of directors comprised of seven (7) voting directors, including *ex officio* the Chief Executive Officer of KFH (who will serve as the Risant Health board chairperson), three (3) KFH directors appointed by KFH, two (2) Geisinger Health directors nominated by Geisinger and approved by KFH (the "Geisinger Appointees"), and one (1) independent director appointed by KFH and acceptable to Geisinger.

Risant Health's organizational documents may not be amended in a manner as to reduce Geisinger's rights related to the Geisinger Appointees. The Geisinger Appointees must be members of Geisinger's board of directors, and individuals who live or work in Geisinger's

service area, or who, by virtue of their personal or professional experience, have a demonstrated commitment to Geisinger's service area.

b. Geisinger Health Governance

Geisinger Health's board of directors serving immediately prior to Closing will continue as directors immediately after the Closing. Geisinger Health's board of directors' recruitment process and cycle for the selection of Geisinger Health board members will not change. After Closing, Risant Health will directly appoint two (2) new members to Geisinger Health's board of directors, and Geisinger Health board members and successors will have the right to nominate Geisinger Health directors (other than the two (2) direct Risant Health appointees), subject to Risant Health's final approval.

Geisinger Health's board of directors will maintain influence over care and services provided to their community and through a specified set of Geisinger Health board responsibilities. These responsibilities include oversight of credentialing, quality assurance, community relations, community benefit, philanthropy, and governance oversight of medical staff and related matters as mandated by law or regulation. Geisinger Health's board, Jaewon Ryu, M.D., J.D., as Risant Health's new President, and Geisinger Health's board members that will serve on the Risant Health board (as the Geisinger Appointees) will also participate in development of the Risant Health strategy and operating model.

Geisinger's board will have the right to make recommendations to Risant Health's board for Geisinger strategic and capital plans, budgets, and forecasts, and the right to participate in recruitment and selection of the Geisinger CEO.

Risant Health has granted Geisinger's board with approval rights over any transactions that would cause Geisinger to become controlled by a faith-based organization, cease operating as a tax-exempt entity, or dissolve. These approval rights exist in perpetuity, and Risant Health may not amend Geisinger's organizational documents to reduce these approval rights.

The Health System Agreement also grants certain rights to Geisinger's board of directors over any change in control of Geisinger for the first ten to fifteen (10-15) years after the Closing.

c. Domestic Insurer Governance

Risant Health and Geisinger Health do not anticipate any changes to the governing bodies or executive officers for the Domestic Insurers as a result of the Transaction.

d. Risant Health's Platform - Innovating Together

Through its affiliation with KFH, Risant Health will benefit from knowledge, expertise and resources that have supported Kaiser Permanente's success as one of the nation's leading

integrated healthcare delivery systems.² Risant Health will lead the development of a new value-based care platform that incorporates Kaiser Permanente's knowledge and expertise³ and will offer a suite of new and enhanced value-based care capabilities and solutions that will include the best evidence-based care guidelines, a focus on individualized care plans, and next-generation analytics.

At the same time, Risant Health will work with experts from community-based health systems to adapt Risant Health's new platform to successfully deliver value-based care in multi-payer, multi-provider environments. As the first health system to become part of Risant Health, Geisinger would participate in the development of Risant Health's strategy and operational model. The result of this joint innovation will be a platform that provides care teams, consumers, and caregivers guidance to support accurate and timely diagnoses and treatment decisions, leading Risant Health and Geisinger Health to become an even more stable, more equitable, value-based care solution for Pennsylvania communities.

iv. Risant Health's Commitment to Community Benefit

Risant Health has been established with the intent to expand access to high quality, value-based care in diverse, multi-payer, multi-provider, community-based health system environments. Risant Health's commitment to community benefit is a critical part of its mission and central to its charitable purpose. Risant Health's platform will bring to bear experience that has supported Kaiser Permanente's industry-leading national programs, to advance and improve community health programs (such as initiatives in food security, environmental stewardship, economic opportunity, and affordable housing).

v. Risant Health's Financial Stability

Risant Health is a newly established nonprofit entity and has limited operational history. However, through commitments made by KFH to Risant Health under the Health System Agreement, Risant Health has the financial backing of a large, experienced, and stable organization.

² Kaiser Permanente is widely known as a national and international leader in healthcare excellence, with exceptional clinical effectiveness scores, outstanding patient safety ratings and high-performing hospitals. Kaiser Permanente's health plans are ranked as among the best in the nation for prevention, overall treatment, and patient experience by the National Committee for Quality Assurance. Five (5) of Kaiser Permanente's seven (7) health plans have 5-Star ratings from the Centers for Medicare & Medicaid Services (the highest rating possible). For the thirteenth consecutive year, all Kaiser Permanente Medicare health plans have been rated 4.0 stars or higher. Kaiser Permanente was also ranked highest in satisfaction in the J.D. Power and Associates 2022 Member Health Plan Study for all geographic areas where Kaiser Permanente was eligible.

³ Kaiser Permanente is recognized as an industry leader in deploying technology tools to allow convenient access to high-quality care via secure messaging, telehealth (phone and video), retail and employer-based clinics and mobile health vehicles. For example, Kaiser Permanente has operated mobile health vehicles in underserved rural and urban communities for more than fifty (50) years, including nearly twenty-five (25) years on the Big Island of Hawaii, and also partners with community organizations and government agencies to deliver health care where it is needed.

In 2022, Kaiser Permanente generated ninety-five billion dollars (\$95,000,000,000) in operating revenue. Attached to this Application as **Exhibit H** are KFH and KFHP combined audited financial statements for the past five years. Kaiser Permanente's 2021 Annual Report is attached to this Application as **Exhibit I**, and a copy of Kaiser Permanente's 2022 Annual Report will be provided to the Department as soon as it is published in July 2023.

Specifically, under the Health System Agreement, KFH commits to invest between four hundred million dollars (\$400,000,000) and one billion one hundred million dollars (\$1,100,000,000) in the core Risant Health capabilities, technologies, and tools, inclusive of the cost of integrating Geisinger into Risant Health's platform as necessary to allow Geisinger to take advantage of Risant Health's capabilities, technologies, and tools.

With the support of KFH through its commitments under the Health System Agreement, Risant Health will be a sustainable, financially stable entity.

Item 3. Identity and Background of Individuals Associated with the Applicants

A list of the directors and executive officers of Risant Health is attached to this Application as **Exhibit J**. The biographical affidavits of directors and executive officers of Risant Health are attached to this Application as **Exhibit K**.

The list of directors and executive officers of Geisinger and their respective biographical affidavits are on file with the Department and are incorporated into this Application by reference.

Item 4. Nature, Source and Amount of Consideration

The Transaction is a member substitution, whereby Risant Health becomes the sole corporate member of Geisinger Health. The Transaction does not have a purchase price. Risant Health and KFH agree in the Health System Agreement to make funds available to Geisinger for capital, certain services, and expansion opportunities, detailed further below. The Transaction will separately result in consolidated reporting of Geisinger's, Risant Health's and KFH's financial results.

Funding for Risant Health may take multiple forms. Consistent with the commitments described below, KFH will provide an initial pool of available capital to Risant Health for operations and growth. KFH will provide further capital to Risant Health as determined by KFH's board, and such capital will be deployed in accordance with Risant Health's capital approval policy.

In the long term, the capital needs of Risant Health are intended to be largely or entirely self-funding, and over time Risant Health is expected to be a self-sustaining enterprise that can operate at a positive margin and fund its own operations and growth.

A. Commitments to Ensure Capital and Support Service Area Expansion

Risant Health and KFH anticipate that KFH's strong balance sheet, related credit rating and access to capital will be beneficial to Geisinger. More explicitly, following Closing, Risant

Health has committed to support necessary hospital, ambulatory facility, technology and other strategic and routine capital needs for Geisinger through an initial Capital Commitment Period that commences on January 1, 2024 and runs to December 31, 2028 (“Capital Commitment Period”). During the Capital Commitment Period, Risant Health will ensure that Geisinger has available capital of no less than two billion dollars (\$2,000,000,000), and up to two billion six hundred million dollars (\$2,600,000,000), subject to Geisinger meeting certain cash flow expectations and inclusive of Geisinger funds derived locally.

As part of this commitment, Risant Health has already approved funding for the existing Geisinger-approved capital projects, including a primary care expansion across Geisinger’s service area to establish nineteen (19) traditional primary care clinics, thirteen (13) 65 Forward senior care clinics, and eight (8) convenient care clinics across Central, Northeast, Western, and North Central Pennsylvania. All approved capital projects are located on Exhibit C of the Health System Agreement.

For the five (5) year period after the Capital Commitment Period, Risant Health will make available additional amounts for capital spending, anticipated to be up to two billion three hundred million dollars (\$2,300,000,000) and inclusive of Geisinger funds derived locally. Risant Health’s board has the discretion to increase these capital commitments at any time based upon community need, business plans, achieving an effective and sustainable forecast, and approval of individual projects.

Following Closing, Risant Health will support Geisinger to bring its value-based care to more communities, through the expansion of its health plan and care delivery services in neighboring communities. Risant Health and Geisinger will collaborate to develop business plans for such expansion, which will be supported by no less than one hundred million dollars (\$100,000,000) and inclusive of Geisinger funds derived locally, all to be expended within the Capital Commitment Period.

B. Commitments to Support Community Benefit

Risant Health and Geisinger are committed to providing ongoing support of community health programs that will provide resources to Central and Northeastern Pennsylvania communities. Risant Health will have the ability to bring to bear experience from the national programs that KFH has supported and in which KFH has participated as part of Kaiser Permanente, to advance and improve Geisinger’s community health programs.

Following Closing, Risant Health has committed to support, through further investments, skills and services, the continued access to the range of high-quality, affordable, value-based care for those who live in Geisinger’s thirteen (13) county primary service area (Centre, Clinton, Columbia, Lackawanna, Luzerne, Lycoming, Juniata, Mifflin, Montour, Northumberland, Snyder, Union, and Wyoming), as well as in the seven (7) adjacent counties (Carbon, Huntingdon, Monroe, Schuylkill, Sullivan, Tioga, and Wayne). Such support will be provided through Geisinger and other high-quality provider partners of Geisinger.

More specifically, within twenty-four (24) months of Closing, Risant Health will develop and implement a robust community health program that builds upon existing Geisinger community health programs, uses knowledge and expertise that have supported Kaiser Permanente's substantial community health programs, and is aligned with the resources available within Risant Health and the needs of the communities served. Risant Health will implement all aspects of such community health programs in Central and Northeastern Pennsylvania that are aligned with the needs of such communities.

Notable examples of Geisinger's current community benefit programs that will be continued and supported include, but are not limited to, the following:

Rural Health Support and Accessibility

- **Food as Medicine:** The Mobile Food Distribution Program is designed to improve access to healthy foods for individuals living in rural communities with food deserts. Geisinger partners with a community-based organization to distribute food.
- **Transportation:** 4Ride provides transportation to clinical appointments and for social needs (pharmacy, food pick up, etc.) for Geisinger Health Plan members who are medically complex with a transportation barrier. The program operates in partnership with a mobility management service vendor.
- **Connections to Community Services through Neighborly:** Neighborly is an online platform that connects individuals with local social services. It provides information to individuals and providers and enables a quick and secure referral to local services such as food banks, housing, childcare, transportation, and utility assistance.

Maternity Care:

- Free2BMom is designed to support moms in recovery by providing social services to increase the probability of maintaining recovery through pregnancy and post-partum.
- The Plain Community maternity partnership program engages with the Plain Community to drive down mother and baby morbidity and mortality.

Workforce Development

- **Abigail Geisinger Scholars Program:** Geisinger Commonwealth School of Medicine ("GCSOM") will continue the Abigail Geisinger Scholars Program, which annually grants a forgivable loan to forty (40) medical students who commit to practicing as a Geisinger Primary Care Physician or Psychiatrist post-residency. The loan covers all tuition costs and provides students with a monthly stipend for additional expenses.
- **Geisinger Nursing Scholars Program:** Geisinger will continue the Nursing Scholars Program, which supports Geisinger employees who want to pursue a career in nursing. The program offers a forty thousand dollar (\$40,000) forgivable loan to support training

and recruitment with a five (5) year work commitment as a Geisinger inpatient registered nurse. Each year, the goal is to support one hundred seventy-five (175) scholars.

- **Regional Education Academy for Careers in Health – Higher Education Initiative:** GCSOM will continue the Regional Education Academy for Careers in Health – Higher Education Initiative, which provides academic enrichment opportunities, including mentoring by medical and graduate students, for low-income and/or first-generation-to-college students in Northeast and Central Pennsylvania.

In addition, Geisinger will continue to participate in health fairs, evidence-based education programs, mass immunization clinics in communities across the Geisinger service area.

C. Potential Job Growth in Geisinger Service Area

Risant Health intends to support and fortify Geisinger’s long-term commitment to providing the people of the Commonwealth of Pennsylvania with the best possible healthcare and healthcare coverage. As part of this, Risant Health plans to invest in the necessary facilities, technology, equipment, and people to ensure access to excellent member service and high-quality, affordable care for Geisinger’s members. Given this focus, the expertise of Geisinger’s physicians and employees will be integral to the continued delivery of excellent care.

Following the Closing, Risant Health shall maintain Geisinger’s corporate headquarters in Geisinger’s service area. Additionally, within twenty-four (24) months after closing, Risant Health and KFH will create a joint working group to meaningfully explore Central and Northeastern Pennsylvania as a potential location from which to provide services for Risant Health’s and KFH’s broader operations, which could create new job opportunities for those who live in the region.

D. Commitments to Support Research and Education

Within twenty-four (24) months after closing, Risant Health will identify opportunities for coordination and collaboration and shared infrastructure amongst the KFH and Geisinger research and education enterprises such as trainee rotations, multi-site research projects, dual faculty appointments, and joint events.

For a minimum of ten (10) years after closing, Risant Health will ensure that funds are available to Geisinger to the extent necessary to fund Geisinger’s research and education enterprises at an annual level not less than one hundred fifteen million dollars (\$115,000,000) and inclusive of Geisinger funds derived locally.

For a minimum of ten (10) years after closing, GCSOM will operate as a distinct and separate accredited institution for higher education, and will not be merged or operated as part of any other institutions of higher education directly or indirectly owned or controlled in whole or in part by KFH or Risant Health. Any changes to GCSOM’s governance structure shall comply with all applicable education laws, including all applicable accrediting body standards and all applicable educational laws requiring the approval of the changes by an education agency.

Item 5. Future Plans of Insurer

A DOI-135 form of Business Operating Plan for the Domestic Insurers is attached hereto as **Exhibit L**. Five-year financial projections of the Domestic Insurers are included as an attachment to the Business and Operating Plan. These financial projections reflect the continuation of the current business of the Domestic Insurers. Other than as noted in this Application (including the Business and Operating Plan attached as **Exhibit L**), Risant Health, KFH, and Geisinger Health have no present plans to: (i) cause any of the Domestic Insurers to declare a dividend (whether or not extraordinary), (ii) liquidate any of the Domestic Insurers, (iii) sell any of the Domestic Insurers’ assets, (iv) merge any of the Domestic Insurers with any person or persons, or (v) make any other material change to any of the Domestic Insurers’ business operations, corporate structure, or management. Any future change in the business operations of any of the Domestic Insurers would be undertaken in a manner consistent with sound business practices and the growth and stability of their respective businesses, and in accordance with applicable law, including any required regulatory approvals.

The Applicants do not anticipate any changes to the directors or executive officers of the Domestic Insurers following the Closing. Accordingly, the following individuals, each of whom currently serves in the position(s) described below, are expected to remain the directors and executive officers of the Domestic Insurers following the Closing:

Domestic Insurers’ Directors

Individual	Date Bio. Affid. Filed with the Department	Affiliated Entity
Heather Acker, Vice Chair	03/31/2023	Geisinger Health, GHP, GIIC, GQOI
John C. Bravman, PhD, Chair	06/08/2022	Geisinger Health, GHP, GIIC, GQOI
Joseph John Bridy	03/31/2023	Geisinger Health
Benjamin Chu, MD, MPH, MACP	08/13/2020	Geisinger Health, GHP, GIIC, GQOI
Sherry Glied, PhD	08/13/2020	Geisinger Health, GHP, GIIC, GQOI
Jeff Jacobson	02/25/2021	Geisinger Health
Thomas H. Lee, Jr., MD	03/31/2023	Geisinger Health, GHP, GIIC, GQOI
Virginia McGregor	04/06/2023	Geisinger Health
Robert E. Poole	05/05/2022	Geisinger Health
Jaewon Ryu, MD, JD,	04/05/2023	Geisinger Health, GHP, GIIC, GQOI

Individual	Date Bio. Affid. Filed with the Department	Affiliated Entity
President & CEO		
Donald Rosini	02/25/2021	Geisinger Health, GHP, GIIC and GQOI
Gail Roggin Wilensky, PhD	Pending	Geisinger Health

Domestic Insurers' Officers

Individual	Date Bio. Affid. Filed with the Department	Affiliated Entity
Julie Byerly, MD, MPH, Executive Vice President, Chief Academic Officer and Dean, GCSOM	02/14/2022	Geisinger Health
Amy Brayford, Executive Vice President, Chief of Staff and Chief Human Resources Officer	04/08/2021	Geisinger Health
Steven Bender, Executive Vice President, Chief Legal Officer and Secretary	07/08/2020	Geisinger Health, GHP, GIIC, GQOI
Lori R. Gramley, Assistant Secretary	03/17/2023	Geisinger Health
Edward J. Hartle, MD	03/17/2023	Geisinger Health
Dominic Moffa, Executive Vice President, Chief Strategy Officer	03/31/2021	Geisinger Health
Karen Murphy, RN, PhD Executive Vice President, Chief Innovations Officer	05/18/2022	Geisinger Health
Kevin V. Roberts, MBA, CPA, Executive Vice President, Chief Financial Officer and Treasurer	05/18/2022	Geisinger Health, GHP, GIIC, GQOI

Individual	Date Bio. Affid. Filed with the Department	Affiliated Entity
Janet Tomcavage, RN, MSN, Chief Nursing Executive	03/31/2023	Geisinger Health
Matthew Walsh, Executive Vice President, Chief Operating Officer	03/31/2023	Geisinger Health
Kurt Wrobel, Executive Vice President, Insurance Operations	07/16/2020	Geisinger Health, GHP, GIIC, GQOI

Item 6. Voting Securities to be Acquired

No voting securities will be acquired in the Transaction. Geisinger Health is a non-stock non-profit corporation. As reflected on **Exhibit A**, Geisinger Health holds all the stock or membership interests in its subsidiaries (collectively, the “*Interests*”). Following the Closing, the ownership of the Interests will remain intact with Geisinger Health as they existed immediately prior to closing.

Item 7. Ownership of Voting Securities

Risant Health does not own any voting securities of Geisinger.

Item 8. Contracts, Arrangements, or Understandings with Respect to Voting Securities of the Insurer

Risant Health has no contract, arrangement, or understanding with respect to any voting securities of Geisinger.

Item 9. Recent Purchases of Voting Securities

Neither Risant Health nor its affiliates have purchased any voting security of or interest in Geisinger during the twelve (12) calendar months preceding the filing of this Application.

Item 10. Recent Recommendations to Purchase

Neither Risant Health nor its affiliates have made any recommendations to purchase any voting security of or interest in Geisinger during the twelve (12) calendar months preceding the filing of this Application.

Item 11. Agreements with Broker-Dealers

Risant Health has not entered into any agreement with any broker-dealer regarding the solicitation of voting securities of or interest in Geisinger.

Item 12. Financial Statements and Exhibits

Exhibit	Description	Confidential Treatment Requested
A.	Geisinger Organizational Chart	No
B.	Health System Agreement	In part
C.	Geisinger Articles of Incorporation and Bylaws	No
D.	Risant Health Bylaws	No
E.	Risant-Geisinger Organizational Chart	No
F.	Kaiser Permanente Organizational Chart	No
G.	Map of Kaiser Regions	No
H.	KFH/KFHP Audited Financial Statements for 2018-2022	No
I.	Kaiser Permanente 2021 Annual Report	No
J.	Risant Health List of Directors and Executive Officers	No
K.	Risant Health Biographical Affidavits	Yes
L.	DOI-135 Business Operating Plan for the Domestic Insurers, including Five-Year Financial Projections	Yes
M.	Annual Statements for each of GHP, GIIC, and GQOI for 2021 and 2022	No

Item 13. Agreement Requirements for Enterprise Risk Management

Risant Health agrees to provide, to the best of its knowledge and belief, the information required by Form F within thirty (30) days after the end of the month in which the acquisition of control occurs and annually thereafter as long as control exists or upon request as necessary for the Department to evaluate enterprise risk of the insurer unless otherwise ordered by the Department.

Item 14. Signature and Certification

SIGNATURE

Pursuant to the requirements of 40 P.S. § 991.1402, Risant Health, Inc., has caused this application to be duly signed on its behalf in the City of San Francisco and State of California on the 21 day of June, 2023.

RISANT HEALTH, INC.



Vanessa Benavides
Secretary

Attest:

By: 

Print: Hong-Sze Yip

Title: Assistant Secretary, Risant Health, Inc.

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached application dated June 26, 2023 for and on behalf of Risant Health, Inc.; that she is the Secretary of such company and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.



Vanessa Benavides

Secretary, Risant Health, Inc.

Item 14. Signature and Certification (continued)

SIGNATURE

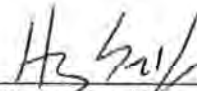
Pursuant to the requirements of 40 P.S. § 991.1402, Kaiser Foundation Hospitals has caused this application to be duly signed on its behalf in the City of San Francisco and State of California on the 21 day of June, 2023.

KAISER FOUNDATION HOSPITALS



Vanessa Benavides
Senior Vice President, Chief Legal Officer
and Secretary

Attest:

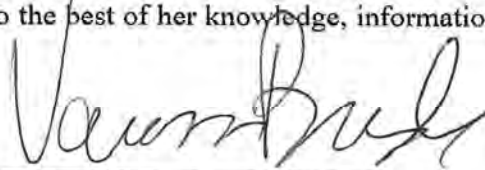
By: 

Name: Hong-Sze Yu

Title: Vice President, Board and Corporate Governance & Assistant Secretary, Kaiser Foundation Hospitals

CERTIFICATION

The undersigned deposes and says that she has duly executed the attached application dated June 26, 2023 for and on behalf of Kaiser Foundation Hospitals; that she is the Senior Vice President, Chief Legal Officer and Secretary of such company and that she is authorized to execute and file such instrument. Deponent further says that she is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of her knowledge, information and belief.



Vanessa Benavides
Senior Vice President, Chief Legal Officer
and Secretary, Kaiser Foundation Hospitals