

STATE OF NORTH CAROLINA
DURHAM COUNTY

IN THE OFFICE OF
ADMINISTRATIVE HEARINGS
23 INS 738

BLUE CROSS AND BLUE)
SHIELD OF NORTH CAROLINA,)
)
Petitioner,)
)
v.)
)
NORTH CAROLINA STATE)
HEALTH PLAN FOR)
TEACHERS AND STATE)
EMPLOYEES,)
)
Respondent,)
)
and)
)
AETNA LIFE INSURANCE)
COMPANY,)
)
Respondent-Intervenor.)

PREHEARING ORDER

Pursuant to the provisions of 26 NCAC 03 .0101, 26 NCAC 03 .0108, Rule 16 of the North Carolina Rules of Civil Procedure, and Rule 7 of the General Rules of Practice, counsel for Petitioner Blue Cross and Blue Shield of North Carolina (“Blue Cross NC”), counsel for Respondent North Carolina State Health Plan for Teachers and State Employees (the “Plan”), and counsel for Respondent-Intervenor Aetna Life Insurance Company (“Aetna”) participated in a final prehearing conference and submit this joint prehearing order.

1. It is stipulated that all parties are properly before the Office of Administrative Hearings (OAH) and that OAH has jurisdiction of the parties and of the subject matter.

2. It is stipulated that all parties have been correctly designated, and there is no question as to misjoinder or nonjoinder.

3. It is stipulated that the costs incurred in having the hearing recorded by a court reporter will be shared equally among all parties.

4. In addition to the other stipulations set forth in this Order, the parties stipulate and agree with respect to the undisputed facts that are specified in **Exhibit A**.

5. Attached as **Exhibit B** is a list of the Joint Exhibits which any party may offer at the hearing.

6. Attached as **Exhibit C** is a list of all known exhibits Blue Cross NC may offer at the hearing.

7. Attached as **Exhibit D** is a list of all known exhibits the Plan may offer at the hearing.

8. Attached as **Exhibit E** is a list of all known exhibits Aetna may offer at the hearing.

9. It is stipulated and agreed that counsel have been furnished a copy of each exhibit identified by the parties in Exhibits B, C, D, and E.

10. The parties have stipulated and agreed that demonstrative and/or illustrative exhibits will be furnished to counsel for all parties as soon as they are

available, but in any event no later than the start of the hearing on the day in which the exhibit will be proffered (unless the illustrative exhibit is to be created during a witness examination).

11. It is stipulated and agreed that all the exhibits identified by each party in this Prehearing Order are authentic, and if relevant and otherwise admissible, may be offered into evidence in the contested case hearing. All exhibits that were used in depositions are identified herein as joint trial exhibits (the “Joint Exhibits”) using the same numbering convention used during the depositions. Each party reserves the right to object at the contested case hearing to the admission of any exhibit offered by any other party, including the Joint Exhibits, on grounds other than authenticity, including but not limited to relevancy, hearsay, materiality, and unfair prejudice.

12. It is stipulated that copies of any exhibits may be introduced into evidence in lieu of originals.

13. It is further stipulated and agreed that, in the interests of judicial economy and to prevent requiring witnesses to testify multiple times unnecessarily, a party who authenticates exhibits and uses them in examining a witness in another party’s case in chief may move those exhibits into evidence at the start of its case in chief subject to resolution of any objections any other party may have to their admissibility.

14. Attached as **Exhibit F** is a list of the witnesses that Blue Cross NC may offer at the hearing.

15. Attached as **Exhibit G** is a list of the witnesses that the Plan may offer at the hearing.

16. Attached as **Exhibit H** is a list of the witnesses that Aetna may offer at the hearing.

17. It is stipulated and agreed that, to the extent Blue Cross NC calls Plan witnesses to give live testimony during its case-in-chief, those witnesses need only be called once, the cases-in-chief of all parties will be presented concurrently with respect to those witnesses. The parties will try to avoid re-calling witnesses for purposes of judicial economy but reserve the right to recall a witness in the event a party deems it necessary.

18. Counsel for the parties confirmed that all witnesses whose live testimony may be proffered are available (with certain limitations as agreed to by the parties) and the case is in all respects ready for the hearing.

19. Blue Cross NC contends that the contested issues to be decided are those specified in **Exhibit I**.

20. The Plan contends that the contested issues to be decided are those specified in **Exhibit J**.

21. Aetna contends that the contested issues to be decided are those specified in **Exhibit K**.

22. There are no pending motions except for Blue Cross NC's Motion to Unseal, Aetna's Motion *In Limine* to Exclude Exhibit 242 and 277, and the Plan's Motion *In Limine* regarding deposition designations and expert reports.

23. The Parties will be presenting certain witness testimony by deposition, and the parties are working cooperatively on an exchange of deposition designations and counter-designations.

24. Counsel for the parties represent that there has been a full and frank discussion of settlement possibilities. Counsel for Blue Cross NC will immediately notify the clerk in the event of a material change in settlement prospects.

Approved, Ordered and filed this ____ day of February, 2024.

Administrative Law Judge Presiding

This the 7th day of February, 2024.

ROBINSON, BRADSHAW & HINSON, P.A.

FOX ROTHSCHILD LLP

/s/ Matthew W. Sawchak
Matthew W. Sawchak
N.C. State Bar No. 17059
msawchak@robinsonbradshaw.com

/s/ Marcus C. Hewitt (by permission)
Robert H. Edmunds, Jr.
N.C. State Bar No. 6602
bedmunds@foxrothschild.com

Stephen D. Feldman
N.C. State Bar No. 34940
sfeldman@robinsonbradshaw.com

230 N. Elm Street, Suite 1200
Greensboro, NC 27401
Telephone: (336) 378-5446
Facsimile: (336) 378-5400

434 Fayetteville Street, Suite 1600
Raleigh, North Carolina 27601
Telephone: (919) 239-2600
Facsimile: (919) 328-8790

Marcus C. Hewitt
N.C. State Bar No. 23170
mhewitt@foxrothschild.com

Nathan C. Chase, Jr.
N.C. State Bar No. 39314
nchase@robinsonbradshaw.com

Elizabeth Sims Hedrick
N.C. State Bar No. 38513
ehedrick@foxrothschild.com

Benjamin C. DeCelle
N.C. State Bar No. 52102
bdecelle@robinsonbradshaw.com

434 Fayetteville Street, Suite 2800
Raleigh, NC 27601
Telephone: (919) 755-8700
Facsimile: (919) 755-8800

101 N. Tryon Street, Suite 1900
Charlotte, North Carolina 28246
Telephone: (704) 377-2536
Facsimile: (704) 378-4000

*Counsel for Respondent North Carolina
State Health Plan for Teachers and
State Employees*

Erik R. Zimmerman
N.C. State Bar No. 50247
ezimmerman@robinsonbradshaw.com

WYRICK ROBBINS YATES &
PONTON LLP

Emily J. Schultz
N.C. State Bar No. 58747
eschultz@robinsonbradshaw.com

/s/ Lee M. Whitman (by permission)
Lee M. Whitman
N.C. State Bar No. 20193
lwhitman@wyrick.com

1450 Raleigh Road, Suite 100
Chapel Hill, North Carolina 27517
Telephone: (919) 328-8800
Facsimile: (919) 328-8791

Benjamin N. Thompson
N.C. State Bar No. 9005
bthompson@wyrick.com

MORNINGSTAR LAW GROUP

Shannon R. Joseph
N.C. State Bar No. 22144
sjoseph@morningstarlawgroup.com

421 Fayetteville Street, Suite 530
Raleigh, North Carolina 27601
Telephone: (919) 590-0360
Facsimile: (919) 882-8890

*Counsel for Petitioner Blue Cross and Blue
Shield of North Carolina*

Sophia V. Blair
N.C. State Bar No. 53753
sblair@wyrick.com

4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607
Telephone: (919) 781-4000
Facsimile: (919) 781-4865

*Counsel for Respondent-Intervenor
Aetna Life Insurance Company*

EXHIBIT A

STATE OF NORTH CAROLINA
DURHAM COUNTY

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BLUE CROSS AND BLUE)
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JOINT STIPULATION OF
UNCONTESTED FACTS

Petitioner Blue Cross and Blue Shield of North Carolina (“Blue Cross NC”), Respondent North Carolina State Health Plan for Teachers and State Employees (the “Plan”), and Respondent-Intervenor Aetna Life Insurance Company (“Aetna”), by and through their respective counsel, stipulate to the following uncontested facts:

Background

1. The purpose of the Plan is to make available a health benefits plan for eligible teachers, state employees, retired employees, and certain of their eligible dependents.

2. The Plan currently has approximately 742,000 total members, including retirees and dependents.
3. The Plan contracts with certain vendors through bidding processes via requests for proposals.
4. Among the Plan's vendors is a third-party administrator ("TPA") that provides administrative services for the Plan.
5. Services provided by the Plan's TPA include, among other things, providing a network of healthcare providers, negotiating discounts with those providers, and processing claims from providers who care for Plan members.
6. The TPA's services focus on the Plan's self-funded members (rather than Plan members who use Medicare Advantage coverage, which is currently provided through Humana). The Plan currently has over 500,000 self-funded members.
7. Blue Cross NC serves as the Plan's current TPA, having been awarded the TPA contract after a request for proposal that was issued by the Plan on October 1, 2019 (the "2019 RFP").
8. Aetna was one of the unsuccessful bidders for the 2019 RFP.
9. The Plan later issued another request for proposal (#270-20220830TPAS) for the TPA contract on August 30, 2022 (the "RFP").

Relevant Individuals

10. Dorothy (Dee) Jones was the Plan's Executive Administrator from June 2017 until December 16, 2022.

11. Caroline Smart is currently employed as the Senior Director of Plan Integration for the Plan and has served in that role or its equivalent since 2010.

12. Matthew (Matt) Rish is currently employed as the Senior Director for Finance, Planning, and Analytics for the Plan, and has served in that role since 2018.

13. Kendall Bourdon was employed as the Director of Contracting and Compliance for the Plan from December 2021 through May 2023. She was previously Assistant General Counsel or Deputy General Counsel for the Plan from June 2018 until December 2021.

14. Ms. Jones, Ms. Smart, Mr. Rish, and Ms. Bourdon were part of the Plan's leadership team that participated in the design and drafting of the RFP.

15. Charles Sceiford is currently employed as the Health and Benefits Actuary for the Plan and has served in that role since 2018. Mr. Sceiford reports to Mr. Rish.

16. Vanessa Davison was employed as a Contracting Agent for the Plan from April 2021 through April 2023.

17. Mr. Sceiford and Ms. Davison also worked on the RFP under the direction of the Plan's leadership team.

18. The Segal Company, as well as related entities (collectively "Segal"), is the Plan's actuarial services contractor.

19. Stephen (Steve) Kuhn is currently employed by Segal as a vice president and health benefits consultant, and has worked for Segal since 1999.

20. Kenneth (Ken) Vieira is currently employed by Segal as a Senior Vice President and the East Region Public Sector Market Leader.

21. Mr. Vieira currently serves as the Lead Actuary for the Plan, and has worked with the Plan for over 25 years.

22. Stuart (Stu) Wohl is currently employed by Segal as a Senior Vice President and East Region Leader.

23. Mr. Kuhn, Mr. Vieira, and Mr. Wohl all worked on the RFP on behalf of Segal.

24. Aimee Forehand is currently employed by Blue Cross NC as the Associate Vice President, State Health Plan Segment, and has worked for Blue Cross NC for approximately 15 years.

25. Roy Watson, Jr. is currently employed by Blue Cross NC as the Vice President of the Group and State Segment, and has worked for Blue Cross NC for nearly 30 years.

26. Ms. Forehand and Mr. Watson both worked on Blue Cross NC's response to the RFP.

27. Catherine (Cathy) Aguirre has been employed by Aetna for nearly 30 years and currently serves as the Head of the Public and Labor for the Southeast Market. Prior to her current role, Ms. Aguirre served as Aetna's Head of Public and Labor for the Florida Division.

28. Ms. Aguirre supervised and worked on Aetna's response to the RFP.

29. James (Jim) Bostian has worked for Aetna for almost 18 years and currently serves as the President for the MidSouth and Capitol Markets. Prior to his current role, Mr. Bostian was Aetna's Market President for North Carolina, South Carolina, Tennessee and Arkansas.

30. Daniel Baum is currently a Managing Member of Navigator LLC. Mr. Baum is a registered lobbyist who has worked on Aetna's behalf since 2013.

The RFP: Timeline and Relevant Provisions

31. The RFP contemplated a contract to provide TPA services from January 1, 2025, through December 31, 2027.

32. The RFP stated that the Plan would have the option to extend the contract for two additional one-year terms for calendar years 2028 and 2029.

33. Responses to the RFP were divided into two phases: (1) a minimum requirements submission; and (2) a technical proposal and cost proposal submission.

34. Only bidders that met the minimum requirements of the RFP were eligible to submit proposals for the technical and cost sections of the RFP.

35. The deadline to submit responses to the minimum requirements section was September 26, 2022.

36. Blue Cross NC, Aetna, and UMR, Inc. ("UMR") submitted responses to the minimum requirements section of the RFP.

37. Blue Cross NC, Aetna, and UMR met the minimum requirements established by the RFP and were therefore eligible to submit proposals for the technical and cost sections of the RFP.

38. The deadline to submit responses to the technical and cost sections of the RFP was November 7, 2022.

39. Blue Cross NC, Aetna, and UMR submitted responses to the technical and cost sections of the RFP.

40. Section 3.4(a) describes the overall scoring for the RFP as follows:

Each Vendor's proposal will be evaluated and scored on several factors. The Technical Proposal includes the written proposal and oral presentation, if applicable. The Technical Proposal and the Cost Proposal will be scored separately based on the overall point scale described below.

The total points scale will reflect the following weights:

Technical Proposal	50%
Cost Proposal	<u>50%</u>
Total:	100%

41. Section 3.4(b) describes the scoring of the technical section of the RFP as follows:

b) Technical Requirements & Specifications:

Scoring points for the Technical Proposal will be allocated as follows:

TECHNICAL AREAS	MAXIMUM POINTS
Section 5.2.1 Account Management	20
Section 5.2.2 Finance and Banking	19
Section 5.2.3 Network Management	28
Section 5.2.4 Product and Plan Design Management	4
Section 5.2.5 Medical Management	18
Section 5.2.6 Enrollment, EDI, and Data Management	40
Section 5.2.7 Customer Experience	52
Section 5.2.8 Claims Processing and Appeals Management	16
Section 5.2.9 Claims Audit, Recovery, and Investigation	25
Section 5.2.10 Initial Implementation and Ongoing Testing	3
Section 5.2.11 Reporting	48
Total	310

The Vendors will be ranked in descending order based on the total points earned. The Vendor earning the least points out of the total 310 will receive the rank of one (1). The bids will fall in line according to total scored points, with the Vendor earning the most points out of the total 310 receiving the highest rank. Should two (2) Vendors earn the same score in the technical points, they will be given equal rank.

42. Section 3.4(c) describes the scoring of the cost section of the RFP as follows:

c) Cost Proposal:

Cost Proposals will be scored based upon the Vendor's response to ATTACHMENT A. The maximum number of total points will be awarded to Vendor offering the most competitive cost proposal with others receiving points proportionately.

Vendor responses to the cost specifications in ATTACHMENT A will be evaluated in three (3) categories representing 10 total points.

- 1) Network Pricing – six (6) points

- a) Projected claim costs will be calculated for each Vendor based on their response to the cost specifications.
 - b) The highest ranked (or lowest network pricing) proposal will receive the full six (6) points allocated to this section.
 - c) All other proposals will be ranked and will receive points based on the following criteria: within 0.5% of the first ranked proposal = 6 points; within 1.0% = 5 points; within 1.5% = 4 points, within 2.0% = 3 points, within 2.5% = 2 points, within 3.0% = 1 point, greater than 3.0% = 0 points.
- 2) Administrative Fees – two (2) points
- a) Projected administrative fees will be calculated for each Vendor based on their response to the cost specifications.
 - b) The highest ranked (or lowest administrative fees) proposal will receive the full two (2) points allocated to this section.
 - c) All other proposals will be ranked and may receive one (1) or zero (0) points based on their administrative fees in comparison to the lowest administrative fee proposal and the other proposals.
- 3) Network Pricing Guarantees – two (2) points
- a) Proposals will be evaluated and ranked based on their proposed network pricing guarantees. The value of the pricing guarantees will be based on the combination of the competitiveness of the guaranteed targets and the amount placed at risk.
 - b) The proposal that offers the network pricing guarantees with the greatest value will be ranked the highest and will receive the full two (2) points allocated to this section.
 - c) All other proposals will be ranked and may receive one (1) or zero (0) points based on the value of their proposed pricing guarantees in comparison to the highest ranked proposal and the other proposals.

The Vendors will be ranked in descending order based on the total cost proposal points earned. The Vendor earning the least cost proposal points out of the total 10 will receive the rank of one (1). The bids will fall in line according to total cost proposal points, with the Vendor earning the most points out of the total 10 receiving the highest rank. Should two Vendors earn the same score in the cost proposals, they will be given equal rank.

Scoring Results – Technical Section

43. The Evaluation Committee met on November 8, 2022, to review the technical proposals.

44. The technical proposal section consisted of 310 technical requirements with bidders selecting “Confirm” or “Does Not Confirm” for each.

45. Bidders were not allowed to submit any additional information with their responses to the technical requirements.

46. Bidders were awarded one point for each confirmed technical requirement and zero points for each unconfirmed technical requirement.
47. Aetna and UMR each confirmed all 310 technical requirements.
48. Blue Cross NC confirmed 303 out of the 310 technical requirements.

Scoring Results – Cost Section

49. The cost proposal consisted of three components that were worth a total of 10 possible points:
 - a. The network pricing component was worth 6 points. On this component, Aetna and Blue Cross NC each received 6 points; UMR received 5 points.
 - b. The administrative fees component was worth 2 points. On this component, Blue Cross NC received 2 points; Aetna received 1 point; and UMR received 0 points.
 - c. The pricing guarantees component was worth 2 points. On this component, UMR received 2 points; Aetna received 1 point; and Blue Cross NC received 0 points.

50. On the cost proposal, Blue Cross NC and Aetna both received 8 total points, while UMR received 7 total points.

Final Scoring Results and Award to Aetna

51. Aetna received a final score of 6. Blue Cross NC and UMR received final scores of 4.

52. The Plan's Board of Trustees met on December 14, 2022, and unanimously voted to award the TPA contract to Aetna.

53. After the Plan's decision to award the TPA contract to Aetna, Blue Cross NC timely requested a protest meeting with the Plan via letter dated January 12, 2023.

54. The Plan timely denied Blue Cross NC's request for a protest meeting via letter dated January 20, 2023.

55. Blue Cross NC timely filed its Petition for a Contested Case Hearing in this matter on February 16, 2023.

Respectfully submitted, this 7th day of February, 2024.

ROBINSON, BRADSHAW & HINSON, P.A. FOX ROTHSCHILD LLP

/s/ Matthew W. Sawchak
Matthew W. Sawchak
N.C. State Bar No. 17059
msawchak@robinsonbradshaw.com

Stephen D. Feldman
N.C. State Bar No. 34940
sfeldman@robinsonbradshaw.com

434 Fayetteville Street, Suite 1600
Raleigh, North Carolina 27601
Telephone: (919) 239-2600
Facsimile: (919) 328-8790

Nathan C. Chase, Jr.
N.C. State Bar No. 39314
nchase@robinsonbradshaw.com

Benjamin C. DeCelle
N.C. State Bar No. 52102

/s/ Marcus C. Hewitt (by permission)
Robert H. Edmunds, Jr.
N.C. State Bar No. 6602
bedmunds@foxrothschild.com

230 N. Elm Street, Suite 1200
Greensboro, NC 27401
Telephone: (336) 378-5446
Facsimile: (336) 378-5400

Marcus C. Hewitt
N.C. State Bar No. 23170
mhewitt@foxrothschild.com

Elizabeth Sims Hedrick
N.C. State Bar No. 38513
ehedrick@foxrothschild.com

434 Fayetteville Street, Suite 2800
Raleigh, NC 27601

bdecelle@robinsonbradshaw.com

101 N. Tryon Street, Suite 1900
Charlotte, North Carolina 28246
Telephone: (704) 377-2536
Facsimile: (704) 378-4000

Erik R. Zimmerman
N.C. State Bar No. 50247
ezimmerman@robinsonbradshaw.com

Emily J. Schultz
N.C. State Bar No. 58747
eschultz@robinsonbradshaw.com

1450 Raleigh Road, Suite 100
Chapel Hill, North Carolina 27517
Telephone: (919) 328-8800
Facsimile: (919) 328-8791

MORNINGSTAR LAW GROUP

Shannon R. Joseph
N.C. State Bar No. 22144
sjoseph@morningstarlawgroup.com

421 Fayetteville Street, Suite 530
Raleigh, North Carolina 27601
Telephone: (919) 590-0360
Facsimile: (919) 882-8890

*Counsel for Petitioner Blue Cross and Blue
Shield of North Carolina*

Telephone: (919) 755-8700
Facsimile: (919) 755-8800

*Counsel for Respondent North Carolina
State Health Plan for Teachers and
State Employees*

WYRICK ROBBINS YATES & PONTON LLP

/s/ Lee M. Whitman (by permission)

Lee M. Whitman
N.C. State Bar No. 20193
lwhitman@wyrick.com

Benjamin N. Thompson
N.C. State Bar No. 9005
bthompson@wyrick.com

Sophia V. Blair
N.C. State Bar No. 53753
sblair@wyrick.com

4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607
Telephone: (919) 781-4000
Facsimile: (919) 781-4865

*Counsel for Respondent-Intervenor
Aetna Life Insurance Company*

EXHIBIT B

Exhibit B: Joint Exhibit List¹

- Exhibit 1 – Resume of Vanessa Davison
- Exhibit 2 – Claims Administration Options (SHP 0039483)
- Exhibit 3 – Agenda for Evaluation Committee Kickoff Meeting (RFPs #270-20220830TPAS) 9/27/22 (SHP 0024322-0024325)
- Exhibit 4 – DST Policies and Procedures, DST Reference: SHP-POL-2001-SHP (SHP 0092221-0092231)
- Exhibit 5 – North Carolina State Health Plan for Teachers and State Employees RFP No.: 270-20220830TPAS (SHP 0072588-0072796)
- Exhibit 6 – Appointment Invite sent on 8/19/22 Re TPA Minimum Requirements Evaluations Set for 9/29/22 (SHP 0081033)
- Exhibit 7 – Draft of Account Management Overview & Expectations, et al. (SHP 0025036-0025083)
- Exhibit 8 – 5/11/22 Meeting Email Invite from Caroline Smart to Dee Jones, et al. Re: Aetna-State Health Plan-Meeting Hold Scheduled for 6/1/22 at 9:00 a.m. (AETNA0000035)
- Exhibit 9 – 6/13/22 Email from Daniel Baum to Caroline Smart, et al. Re: Thank you! (SHP 0092254-0092255)
- Exhibit 10 – Department of State Treasurer Requisition to Contract (RTC) (SHP 0070552-0070562)
- Exhibit 11 – 6/16/22 Letter to Stuart Wohl from State Health Plan Re: Letter of Agreement for Engagement of Health Benefits Consulting Services for 2022 Third Party Administration RFP (SHP 0000001-0000004)
- Exhibit 12 – DST Policies and Procedures Re: SHP-POL-2001-SHP (SHP 0092232-0092242)
- Exhibit 13 – Affidavit of Dorothy C. Jones dated June 16, 2023
- Exhibit 14 – Presentation of Third Party Administrative Services RFP (SHP 0024050-0024063)

¹ Exhibits in red are ATTORNEYS' EYES ONLY as of February 7, 2024 and must be kept under seal.

- Exhibit 15 – Memorandum from SHP Evaluation Committee for Third Party Administration Services RFP to Dee Jones Re: Recommendation to Award Third Party Administration Services RFP #270-20220830TPAS (SHP 0025420-0025425)
- Exhibit 16 – Third Party Administration Services RFP #270-20220830TPAS Evaluation Committee Attendance Sheet (11/17/22) (SHP 0009943)
- Exhibit 17 – NC SHP Cost Proposal Analysis for RFP #270-20220830TPAS (SHP 0025014-0025027)
- Exhibit 18 – Outline of discussion of 3 topics for Dee, Kendall, ST, Ted, Sam, Frank (SHP 0024064-0024065)
- Exhibit 19 – Respondent’s Response to Blue Cross NC’s First Set of Interrogatories, dated April 25, 2023
- Exhibit 20 – 4/5/22 Email from Dee Jones to Dale Folwell, et al. Re: BCNC Notification (SHP 0075507)
- Exhibit 21 – 4/20/22 Email from Roy Watson to Dee Jones, et al. Re: FACETS Implementation _4.20.2022 (SHP 0075508-0075510)
- Exhibit 22 –Board of Trustees Webinar Minutes (June 8, 2022/June 28, 2022)
- Exhibit 23 – SHP Leadership Team Strategy and Updated Meeting (SHP 0083558-0083561)
- Exhibit 24 – 8/19/22 Email from Catherine Aguirre to Dee Jones, et al. Re: SHP Follow-up with Aetna (AETNA0000034)
- Exhibit 25 – Third Party Services RFP #270-20220830TPAS (Redlined Version) (SHP 0075787-0075882)
- Exhibit 26 – 10/19/22 Email from R. Montero-Michaels to Danica Turner plus attachment (Blue Cross NC_0002799-0002800)
- Exhibit 27 – 11/20/22 Email from A. Forehand to R. Montero-Michaels (Blue Cross NC_0002875-0002878)
- Exhibit 28 – Blue Cross Response to BAFO #1, A-7 (SHP 0004436)
- Exhibit 29 – Notice of 30(b)(6) Deposition of BCBS
- Exhibit 30 – Blue Cross Response to Request to Clarification #2 (SHP 0074489-0074490)

- Exhibit 31 – Blue Cross Response to Request to Clarification #3 (SHP 0074493)
- Exhibit 32 – Blue Cross Response to Request to Clarification #4 (SHP 0074494-0074496)
- Exhibit 33 – Blue Cross Response to Request to Clarification #5 (SHP 0074501-0074503)
- Exhibit 34 – Blue Cross Response to Request to Clarification #6 (SHP 0074504-0074505)
- Exhibit 35 – Blue Cross Response to Request to Clarification #7 (SHP 0074506-0074507)
- Exhibit 36 – Blue Cross Response to BAFO #1, A-8 (SHP 0004437)
- Exhibit 37 – Blue Cross Response to Technical Requirements (Blue Cross NC_0000670-0000716)
- Exhibit 38 – 10/3/22 Email between Roy Watson and Gerald Petkau (Blue Cross NC 0002774)
- Exhibit 39 – Attachment to 10/3/22 Email between Roy Watson and Gerald Petkau (Attachment to Blue Cross NC 0002774)
- Exhibit 40 – SHP RFP Bid, ELT update 10/17/22 (Blue Cross NC-002792)
- Exhibit 41 – Blue Cross Minimum Requirements Questions (SHP 0009429-0009431)
- Exhibit 42 – Blue Cross Technical Requirements (Blue Cross NC 0000348-0000349)
- Exhibit 43 – Addendum No. 1 signed by Blue Cross
- Exhibit 44 – Addendum No. 2 signed by Blue Cross (Blue Cross NC 0000633-0000644)
- Exhibit 45 – SHP RFP Bid, ELT update 10/31/22
- Exhibit 46 – Redacted Excerpt of Blue Cross NC Response to 2017 RFP
- Exhibit 47 – Excerpt from Blue Cross NC Response to 2019 RFP
- Exhibit 48 – 3/18/22 Email Between C. Smart and A. Forehand (Blue Cross NC 0000618-0000619)

Joint Exhibit List, Page 4

- Exhibit 49 – 9/29/22 Email Between A. Forehand and M. Werner (Blue Cross NC 0002763-0002764)
- Exhibit 50 – 10/31/22 Email Between Mark Werner and Stephanie Friedholt (Blue Cross NC 002858)
- Exhibit 51 – 11/1/22 Email from C. Spell to Lori Gebe (Blue Cross NC 0002859-0002863)
- Exhibit 52 – 11/2/22 Roy Watson Email to C. Spell (Blue Cross NC 0002869-0002870)
- Exhibit 53 – Petition for Contested Case Hearing
- Exhibit 54 – Aimee Forehand's Notes from June 2022 (Blue Cross NC 0001990)
- Exhibit 55 – 5/3/22 Email from Stuart Wohl to Matthew Rish Re Biweekly Call (SHP 0075406-0075408)
- Exhibit 56 – 6/1/22 Email from Matthew Rish to Stephen Kuhn, et al. Re: TPA RFP Cost Proposal (SHP 0082100-0082101)
- Exhibit 57 – 8/3/22 Email from Dee Jones to Daniel Baum Re: Follow-up Meeting for TPA Questions (SHP 0085212)
- Exhibit 58 – 5/1/22 Email from Carolina Smart to Matthew Rish Re: 2022 TPA Sections (SHP 0076646-0076647)
- Exhibit 59 – 8/25/22 Email from Caroline Smart to Matthew Rish, et al. Re: TPA RFP Cost Scoring (SHP 0092477-0092480)
- Exhibit 60 – Att. A-2: Network access for non-Medicare membership, Network access by county-urban and out of state
- Exhibit 61 – 11/9/22 Email from Charles Sceiford to Matthew Rish Re: TPA RFP Cost Proposal (SHP 0070449-0070452)
- Exhibit 62 – 2019 TPA RFP Page 1 and 21/170 table Technical Requirements & Specifications
- Exhibit 63 – 8/23/22 Email from Matthew Rish to Stephen Kuhn, et al. Re: TPA RFP Cost Scoring (SHP 0086268)
- Exhibit 64 – 10/28/22 Email from Charles Sceiford to Matthew Rish Re: Medical TPA RFP-Cost Proposal Templates-Draft (SHP 0070486-0070490)

- Exhibit 65 – 8/25/22 Email from Charles Sceiford to Matthew Rish Re: TPA RFP Cost Scoring (SHP 0082411-0082417)
- Exhibit 66 – 8/18/22 Email from Matthew Rish to Dee Jones, et al. Re: Segal TPA Cost Scoring Input (SHP 0092246)
- Exhibit 67 – Handwritten calculation for A at 50%, 5% Admin-5M; for B at 49%, 6% Admin-6M
- Exhibit 68 – 11/15/22 Email from Matthew Kersting to Stephen Kuhn Re: TPA Performance Guarantees Concerns (SHP 0093117-0093119)
- Exhibit 69 – Attachment A-7 to A-8 Comparison Spreadsheet (SHP 0070343)
- Exhibit 70 – Attachment A-6: Contract improvements (BCBS)
- Exhibit 71 – 12/13/22 Email from Charles Sceiford to Dee Jones, et al. Re: TPA RFP Cost Analysis (SHP 0085202-0085205)
- Exhibit 72 – 5/1/22 Email from Caroline Smart to Matthew Rish Re: 2022 TPA Sections (SHP 0076646-0076647)
- Exhibit 73 – 5/3/22 SHP Leadership Team Strategy and Updated Meeting Agenda (SHP 0039549-0039553)
- Exhibit 74 – Network Management Overview & Expectations (SHP 0038813-0038814)
- Exhibit 75 – Network Management Overview & Expectations (SHP 0076655-0076659)
- Exhibit 76 – Response to Vendors (SHP 0004848-0004859)
- Exhibit 77 – 4/25/23 Email from Caroline Smart to Beth Horner, et al. Re: Draft Recruitment Letter (AETNA0008034-0008036)
- Exhibit 78 – 12/29/22 Email from Caroline Smart to Catherine Aguirre, et al. Re: Network Discussion (AETNA0001672-0001674)
- Exhibit 79 – 1/6/23 Email from Angela Ramsammy to Caroline Smart, et al. Re: Follow-up (AETNA0003907-0003911)
- Exhibit 80 – 1/27/23 Email from Caroline Smart to Angela Ramsammy Re: Touch Base (AETNA0003854-0003858)
- Exhibit 81 – 1/30/23 Email from Caroline Smart to Michael Driscoll Re: Meeting (AETNA0008423-0008427)

- Exhibit 82 – 1/30/23 Email invite from Caroline Smart to James Bostian, et al. Re: Touch Base on 2/1/23 @ 4:00 p.m. (AETNA0002072-0002072)
- Exhibit 83 – 6/1/23 Email from Angela Ramsammy to Caroline Smart Re: Customer Experience Workstream Follow-up (AETNA0035405-0035407)
- Exhibit 84 – 4/28/23 Email to Caroline Smart Re: Claim Workstreams – Aetna Questions (AETNA0037847-0037853)
- Exhibit 85 – 4/28/23 Email from Caroline Smart to Angela Ramsammy re: Claim Workstreams-Aetna Questions (AETNA0037466-0037472)
- Exhibit 86 – State Health Plan Third Party Administrative Services RFP Transparency Documents Review – Media Briefing Presentation PowerPoint (SHP 0070504-0070522)
- Exhibit 87 – 8/22/22 Email from Dee Jones to Caroline Smart, et al. Re: Segal TPA Cost Scoring Input (SHP 0092243-0092245)
- Exhibit 88 – 8/25/22 Email from Stephen Kuhn to Matthew Rish Re: TPA RFP Cost Scoring (SHP 0086923-0086925)
- Exhibit 89 – Minutes of NC State Health Plan Board of Trustees Webinar Dated 6/8/22 (Initial Session) Reconvened 6/28/22 (SHP 0093963)
- Exhibit 90 – 10/24/22 Email from Lauren Antonian to Aimee Forehand Re: Further Breakdown of State Health Plan RFP Requirement on Member Portal (Blue Cross NC 0002840-0002844)
- Exhibit 91 – 10/16/22 Email from Roy Watson to Aimee Forehand, et al. Re: ELT Deck (Blue Cross NC 0002789-0002791)
- Exhibit 92 – State Health Plan Third Party Administrative Services RFP Transparency Documents Review Media Briefing Presentation
- Exhibit 93 – NC State Health Plan RFP #270-20191001TPAS Dated 10/1/2019
- Exhibit 94 – 2021 Annual Audit Summary Report (SHP 0093927-0093943)
- Exhibit 200 – Bio of Stuart Wohl, Segal, Sr. VP, East
- Exhibit 201 – Actuarial/Analytical & Health Benefits Consulting Services Technical and Cost Proposal for RFP 270-20180312SS (SHP 0002415-0002422; 0002715-0002732)
- Exhibit 202 – 11/30/22 Email from Stuart Wohl to Stephen Kuhn, et al. Re: SHPNC-Kersting, Matthew

- Exhibit 203 – 9/28/22 Email from Stuart Wohl to Stephen Kuhn, et al. Re: TPA 2022 RFP Cost Analysis Presentation (SEGAL-COL-00002669)
- Exhibit 204 – 6/16/23 Email from Stuart Wohl to Anne Koski Re: Clarification #5 Third Party Administrative Services, RFP #270-20220830TPAS
- Exhibit 205 – 2/1/22 Email from Stuart Wohl to Matthew Rish Re: Meeting to Discuss Contracting Processes (SHP 0085980-0085983)
- Exhibit 206 – 4/14/22 Email from Matthew Rish to Stuart Wohl, et al. Re: April 6th Meeting (SHP 086478-00896480)
- Exhibit 207 – 5/3/22 Email from Matthew Rish to Stuart Wohl, et al. Re: April 6th Meeting (SHP 0086483-0086485)
- Exhibit 208 – 5/5/22 Email from Stuart Wohl to Matthew Rish, et al. Re: TPA Proposal (SHP 0086551-0086554)
- Exhibit 209 – 5/16/22 Email from Matthew Rish to Stephen Kuhn, et al. Re: Medical TPA RFP Proposal (SHP 0086102-0086111)
- Exhibit 210 – 6/7/22 Email Invite from Stephen Kuhn to Stephen Kuhn, et al. for Meeting on 6/7/22 Re: TPA RFP Cost Proposal (SHP 0087634-0087640)
- Exhibit 211 – Aetna's Completed Attachment A-2 (SHP 0001779)
- Exhibit 212 – Aetna's Completed Attachment A-5 (SHP 0092423-0092426)
- Exhibit 213 – 7/1/22 Email to Matthew Rish, et al. from Steve Re: Medical TPA RFP – Cost Proposal Draft (SHP 0086619-0086627)
- Exhibit 214 – 8/25/22 Email from Stephen Kuhn to Stuart Wohl, et al. Re: TPA RFP Cost Scoring (SHP 0092423-0092426)
- Exhibit 215 – 8/25/22 Email from Caroline Smart to Matthew Rish, et al. Re: TPA RFP Cost Scoring (SHP 0086294-0086297)
- Exhibit 216 – 8/25/22 Email from Stephen Kuhn to Matthew Kersting, et al. Re: TPA RFP Cost Scoring (SHP 0092427-0092432)
- Exhibit 217 – 2019 RFP
- Exhibit 218 – 10/25/22 Email from Stephen Kuhn to Matthew Rish, et al. Re: Medical TPA RFP – Cost Proposal Scoring Template (SHP 0070462-0070468)

- Exhibit 219 – State Health Plan Third Party Administrative Services RFP Transparency Documents Review – Media Briefing Presentation PowerPoint (SHP 0084963-0084981)
- Exhibit 220 – Subpoena to the Segal Company (Eastern States) Inc.
- Exhibit 221 – Cost Proposal Analysis (SHP 0069464)
- Exhibit 222 – Pricing Guarantee Analysis (SHP 0069503)
- Exhibit 223 – Cost Proposal Analysis (SHP 0040105)
- Exhibit 224 – Attachment A-8: Network Pricing Guarantees-BAFO #1 (AETNA0000165)
- Exhibit 225 – Attachment A-8: Network Pricing Guarantees – BAFO #1 (SHP 0069727)
- Exhibit 226 – 11/16/22 Email from Stuart Wohl to Kenneth Viera, et al. Re: Clarification #3, Third Party Administrative Services, RFP #270-20220830TPAS
- Exhibit 227 – Request for Clarification #4 (SHP 0070378-0070379)
- Exhibit 228 – Attachment A-4 Repricing summary service category
- **Exhibit 229 – Segal UDS Analysis (SHP 0084996)**
- Exhibit 230 – 11/14/22 Email from Kenneth Schlapp to Jessie White, et al. Re: UDS Analysis – North Carolina – Documentation Review (SHP 0085097-0085098)
- **Exhibit 231 – NC Discount Analysis – Basic Information (SHP 0085038-0085049)**
- Exhibit 232 – Amended Notice of Rule 30(b)(6) Deposition of Aetna Life Insurance Company
- Exhibit 233 – 5/31/22 Email from Catherine Aguirre to James Bostian, et al. Re: Post Mortem Summary _ Scott Bolenbaugh (NAVIGATOR_002207-002210)
- Exhibit 234 – 9/6/22 Email from Susan Murray to Catherine Aguirre, et al. Re: Minimum Requirements Comments (NAVIGATOR_002827-002831)
- Exhibit 235 – 1/19/22 Email from Peter Sanderson to Catherine Aguirre, et al. Re: State of North Carolina Debrief on Repricing (NAVIGATOR_002270-002273)

- Exhibit 236 – Text messages between Daniel Baum and Jim Bostian (NAVIGATOR_005400-005401)
- Exhibit 237 – 4/29/22 Email from Daniel Baum to Catherine Aguirre, et al. Re: NC SHP (NAVIGATOR_003999)
- Exhibit 238 – 5/9/22 Email from Courtney Herring to Daniel Baum Re: Update on North Carolina TPA Services RFP for 2025 (September 2023 Release) (NAVIGATOR_002182-002184)
- Exhibit 239 – 5/11/22 Email from James Bostian to Catherine Aguirre, et. al., Re: Update on North Carolina TPA Services RFP for 2025 (September 2023 Release) (NAVIGATOR_002189-002191)
- Exhibit 240 – 6/1/22 Email from Catherine Aguirre to James Bostian Re: Our Meeting Tomorrow (AETNA0000125-0000127)
- Exhibit 241 – 6/13/22 Email from Daniel Baum to Caroline Smart, et al. Re: Thank You! (AETNA0000041-0000042)
- Exhibit 242 – 6/20/22 Email Invite from Catherine Aguirre to Brett Stewart, et al. Re: Meeting on 7/20/22 at 10:00 a.m. Re SHPNC-Network Discussion, Custom Contracts, Discounts, Repricing/Disruption (Attachment is NC SHP Pursuit Plan 2025 Opportunity PowerPoint) (NAVIGATOR_003067-003068, NAVIGATOR_003114)
- Exhibit 243 – 7/21/22 Email from Deborah Martorelli to Catherine Aguirre, et al. Re: WIN NC Meeting Notes & Action Items 7/20/22 (NAVIGATOR_002041-002045)
- Exhibit 244 – Aetna Life Insurance Company Attachment K: Minimum Requirements Response (AETNA0001554-0001568)
- Exhibit 245 – 8/31/22 Email from Daniel Baum to Catherine Aguirre Re: State Health Plan Minimum Requirements (NAVIGATOR_003880-003881)
- Exhibit 246 – 12/28/22 Email from Catherine Aguirre to Linda Cecarelli, et al. Re: FORWARD TO YOUR TEAM SUBJECT MATTER EXPERTS State of NC- Technical Proposal Virtual Review-Requirements Document to Review – Minimum Requirements Document (AETNA0001340-0001344)
- Exhibit 247 – 5/8/22 Email from Michael Driscoll to Linda Cecarelli, et al. Re: SHNCP Digital Open Questions to the Plan (AETNA0031755-0031761)

- Exhibit 248 – 2/7/23 Email from Michael Driscoll to pat@ryanpublicrelations.com, et al. Re: Redaction/Website (AETNA0002099-0002100)
- Exhibit 249 – 4/24/23 Email from Gretchen Wyatt to Angela Ramsammy, et al. Re: NC SHP ID Cards Discussion (AETNA0010806-0010807)
- Exhibit 250 – Excerpts from Signed Contract between Aetna and Provider A (AETNA0026101-0026211)
- Exhibit 251 – Signed LOA between Aetna and Provider C (AETNA0019661-0019666)
- Exhibit 252 – Unsigned Amendment between Aetna and Provider C (AETNA0014620-0014625)
- Exhibit 253 – Unsigned NCSHP Amendment between Aetna and Provider B (AETNA0019745-19746)
- Exhibit 254 – 4/19/23 Email from Daniel Baum to pat@ryanpublicrelations.com Re: North Carolina SHP Meeting (NAVIGATOR_004064-004065, NAVIGATOR_004068)
- Exhibit 255 – Handwritten notes from Aetna 30(b)(6) Deposition
- Exhibit 256 – Aetna Request for Clarification #5 (AETNA0000170-0000173)
- Exhibit 257 – Text messages between Daniel Baum and Cathy Aguirre (NAVIGATOR_005211-005212)
- Exhibit 258 – 8/31/22 Email from Courtney Herring to Daniel Baum Re: RFP Posted (NAVIGATOR_001645-001646)
- Exhibit 259 – Signed LOA between Aetna and Provider A (AETNA0001992-0001996)
- Exhibit 260 – Signed Amendment #6 between Aetna and Provider C (AETNA0014000-0014001)
- Exhibit 261 – Signed NCSHP Amendment between Aetna and Provider B (AETNA0013892-0013893)
- Exhibit 263 – 1/3/23 Appointment subj: 12:30 pm | Touch Base: Treasurer Folwell, Ned Curran & Tunde Sotunde

- Exhibit 264 – 10/24/22 Email from Lauren Antonian to Aimee Forehand Re: Further Breakdown of State Health Plan RFP Requirement on Member Portal (Blue Cross NC 0002840-0002844)
- Exhibit 265 – SHP RFP Bid – ELT Update – 10/31/22 (Blue Cross NC 0002847-0002847)
- Exhibit 266 – 12/16/22 Email from Roy Watson to Dee Jones, et al. Re: SHP RFP Communication (Blue Cross NC 0000108; 0000110)
- Exhibit 267 – LinkedIn bio Daniel Baum, Managing Member at Navigator LLC
- Exhibit 268 – Lobbying Services Agreement Dated 8/1/20 Between CVS Pharmacy and Navigator LLC (NAVIGATOR_004520-004530)
- Exhibit 269 – Retained Consultant Services Agreement Dated 1/1/21 Between CVS and Navigator, LLC (NAVIGATOR_004531-004543)
- Exhibit 270 – Amendment No. 1 to Retained Consultant Services Agreement Dated 9/1/21 Between CVS and Navigator, LLC (NAVIGATOR_001891-001892)
- Exhibit 271 – Amendment No. 2 to Retained Consultant Services Agreement Dated 1/1/23 Between CVS and Navigator, LLC (NAVIGATOR_001070-001071)
- Exhibit 272 – 1/12/22 Email from Daniel Baum to Brett Stewart Re: SHP RFP Discussion Meeting (NAVIGATOR_004054-004056)
- Exhibit 273 – 5/31/22 Email from Catherine Aguirre to James Bostian, et al. Re: State of North Carolina Questions for Meeting (NAVIGATOR_002222-002223)
- Exhibit 274 – Text messages between Daniel Baum and Sam Watts (NAVIGATOR_005388-005389)
- Exhibit 275 – Aetna Agenda for State of North Carolina Network and Underwriting Deep Dive for July 20th
- Exhibit 276 – 7/29/22 Email from Daniel Baum to Catherine Aguirre, et al. Re: NC SHP f/u (NAVIGATOR_003952-003953)
- Exhibit 277 – 8/2/22 Email from Brett Stewart to Daniel Baum Re: NCSHP Political Mapping Slides (NAVIGATOR_002903)
- Exhibit 278 – 8/15/22 Email from Daniel Baum to Catherine Aguirre, et al. Re: Prep Call – NCSHP Pre RFP Questions (NAVIGATOR_003924-003926)

- Exhibit 279 – Aug. 4, 2022 Teams meeting request re SHP Follow-up with Aetna
- Exhibit 280 – 8/23/22 Email from Daniel Baum to Alexcia Re: Subcontractor (NAVIGATOR_002851-002851)
- Exhibit 281 – 9/6/22 Email from Daniel Baum to Susan Murray Re: Contract for Susan (NAVIGATOR_003901-003909)
- Exhibit 282 – Text messages between Daniel Baum and Dee Jones (NAVIGATOR_005535-005537)
- Exhibit 283 – 12/12/22 Email from Brett Stewart to Daniel Baum Re: Notice from SHP (NAVIGATOR_001374-001377)
- Exhibit 284 – 1/4/23 Email from James Bostian to Catherine Aguirre, et al. Re: SHP Meeting Follow-up (NAVIGATOR_001206-001208)
- Exhibit 285 – Text message between Daniel Baum and Jim Bostian (NAVIGATOR_005419-005420)
- Exhibit 286 – Text messages between Daniel Baum and Courtney Herring (NAVIGATOR_005557-005558)
- Exhibit 287 – Subpoena duces tecum from BCBS to Navigator
- Exhibit 288 – Navigator_001 Privilege Log
- Exhibit 289 – LinkedIn bio Kendall M. Bourdon
- Exhibit 290 – Respondent’s Supplemental and Amended Response to Blue Cross NC’s First Set of Interrogatories, dated May 10, 2023
- Exhibit 291 – State Health Plan RFP Modernization Strategy (SHP 0039498-0039499)
- Exhibit 292 – 8/19/22 Email Invite from Lorraine Munk to Kendall Bourdon, et al. Re: Meeting on 8/18/22 (AETNA0000044-0000044)
- Exhibit 293 – State of North Carolina State Health Plan RFP #270-20220830TPAS Dated 8/30/22 (SHP 0009589-0009702)
- Exhibit 294 – 12/14/2022 BoT Meeting Executive Session Minutes (SHP 0075511-0075512)
- Exhibit 295 – 11/22/22 Email from Lorraine Munk to Anna Yount Re: Meeting with ST and Ted (SHP 0088201-0088201)

- Exhibit 296 – Agenda for 12/2/22 Meeting (SHP 0070369-0070369)
- Exhibit 297 – 12/14/22 Board Executive Session and 12/14/22 Board Lunch Documents (SHP 0094057-0094144)
- Exhibit 298 – Third Party Administrative Services Debrief Meeting with Blue Cross NC (Note on 1st page regarding “under old process” (SHP 0094284-0094298)
- Exhibit 299 – Handwritten Notes Re: Process Changes (SHP 0094800-0094804)
- Exhibit 300 – 1/5/23 Email from April Parker to Allen Martin, et al. Re: Press Clips – Jan. 5, 2023 (SHP 0089462-0089478)
- Exhibit 301 – 1/9/23 Email from April Parker to Allen Martin, et al. Re: Press Clips – Jan. 9, 2023 (SHP 0089493-0089507)
- Exhibit 302 – 1/12/23 Email from Dale Folwell to Robert Smith Re: Fwd: Press Clips-Jan. 6, 2023 (SHP 0087977-0087990)
- Exhibit 303 – 1/12/23 Email from Dale Folwell to Frank Lester Re: Fwd: Press Clips-Jan. 6, 2023 (SHP 0088004-0088016)
- Exhibit 304 – 1/12/23 Email from Kendall Bourdon to Sam Watts, et al. (SHP 0083640-0083641)
- Exhibit 305 – 6/10/23 News article, "Cooper signs Blue Cross NC deregulation bill into law over concerns about profits"
- Exhibit 400 – Presentation of Third Party Administrative Services RFP (SHP 0094805-0094818)
- Exhibit 401 – Presentation of Third Party Administrative Services RFP (with handwritten notes) (SHP 0094863-0094876)
- Exhibit 413 – NC SHP Cost Proposal Analysis for RFP #270-20220830TPAS dated November 16, 2022 (SHP 0085912-0085925)
- Exhibit 415 – CV Resume of Greg Russo, Managing Director, BRG Health Analytics (Berkeley Research Group)
- Exhibit 416 – MDFL case: BCBS Florida v. Davita, Inc.--- Plaintiff's motion to exclude expert opinions and testimony of Greg Russo
- Exhibit 417 – Expert Report of Gregory Russo, dated Oct. 4, 2023

- Exhibit 418 – Article: Milliman White Paper "Determining discounts" by Liz Myers, FSA, MAAA
- Exhibit 419 – Amended expert report of Kenneth C. Vieira, FSA, FCA, MAAA dated 11/10/23
- **Exhibit 420 – Rebuttal Expert Report of Gregory Russo, dated Nov. 10, 2023**
- Exhibit 421 – Aetna Request for Clarification #4 (AETNA0000191-0000192)
- Exhibit 422 – 11/16/22 Email from Stuart Wohl to Stephen Kuhn, et al. Re: SHPNC-Medical TPA Cost Analysis (SHP 0093060-0093062)
- **Exhibit 423 – Rebuttal expert report of Gregory Russo**
- Exhibit 424 – Excerpts from deposition of Stephen Kuhn Segal 30(b)(6) and individually
- Exhibit 425 – Amended expert report of Kenneth C. Vieira, FSA, FCA, MAAA (redlined)
- **Exhibit 426 – 1/19/22 Email from Peter Sanderson to Catherine Aguirre, et al. Re: State of North Carolina Debrief on Repricing (NAVIGATOR_002270-002273)**
- Exhibit 427 – Maryland Department of Budget and Management RFP #F10B3400022
- Exhibit 428 – State of Maryland - Supplement B, action agenda revised
- Exhibit 429 – 10/24/22 Email from Stephen Kuhn to Stuart Wohl, et al. Re: SHPHC-Medical TPA – Cost Proposal Templates (SHP 0092745-0092750)
- Exhibit 430 – Excerpt from deposition of Aimee Blythe Forehand
- Exhibit 431 – 11/29/22 Email from Stephen Kuhn to Sharon Smith, et al. Re: Medical TPA RFP – Draft Cost Analysis (SHP 0085911-0085925)
- **Exhibit 432 – Expert Report of Andrew Coccia dated 10/31/23**
- Exhibit 433 – Excerpts from deposition of Aimee Blythe Forehand
- Exhibit 434 – Handwritten notes/table on white notebook paper

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EXHIBIT C

Exhibit C: List of Exhibits that Blue Cross NC May Offer

- Exhibit 500 – SHP 0092974
- Exhibit 501 – Form Attachment A-1 to the 2022 TPA RFP
- Exhibit 502 – Form Attachment A-2 to the 2022 TPA RFP
- Exhibit 503 – Form Attachment A-3 to the 2022 TPA RFP
- Exhibit 504 – Form Attachment A-4 to the 2022 TPA RFP
- Exhibit 505 – Form Attachment A-5 to the 2022 TPA RFP
- Exhibit 506 – Form Attachment A-6 to the 2022 TPA RFP
- Exhibit 507 – Form Attachment A-7 to the 2022 TPA RFP
- Exhibit 508 – Form Attachment A-8 to the 2022 TPA RFP
- Exhibit 509 – Form Attachment A-9 to the 2022 TPA RFP
- Exhibit 510 – Form Attachment A-10 to the 2022 TPA RFP
- Exhibit 511 – Blue Cross NC completed Attachment A-2 to the 2022 TPA RFP
- Exhibit 512 – Blue Cross NC completed Attachment A-3 to the 2022 TPA RFP
- Exhibit 513 – Blue Cross NC completed Attachment A-4 to the 2022 TPA RFP
- Exhibit 514 – Blue Cross NC completed Attachment A-5 to the 2022 TPA RFP
- Exhibit 515 – Blue Cross NC completed Attachment A-6 to the 2022 TPA RFP
- Exhibit 516 – Blue Cross NC completed Attachment A-7 BAFO to the 2022
TPA RFP
- Exhibit 517 – Blue Cross NC completed Attachment A-9 to the 2022 TPA RFP
- Exhibit 518 – Blue Cross NC completed Attachment A-10 to the 2022 TPA RFP
- Exhibit 519 – UMR completed Attachment A-8 BAFO to the 2022 TPA RFP

- Exhibit 520 – SHP 0075544
- Exhibit 521 – Respondent’s Response to Blue Cross NC’s First Requests for Production, dated April 25, 2023
- Exhibit 522 – Aetna Life Insurance Company’s Responses to Blue Cross and Blue Shield of North Carolina’s First Set of Interrogatories, dated May 10, 2023
- Exhibit 523 – Aetna Life Insurance Company’s Responses to Blue Cross and Blue Shield of North Carolina’s First Set of Requests for Production of Documents, dated May 10, 2023
- Exhibit 524 – North Carolina State Health Plan’s 2024 Annual Report
- Exhibit 525 – Vendor Debrief Presentations dated Dec. 16, 2022
- Exhibit 526 – 2017 TPA RFP
- Exhibit 527 – 2022 PBM Audit RFP
- Exhibit 528 – SHP 0072812
- Exhibit 529 – SHP 0072797
- All exhibits on the Joint exhibit list
- All exhibits on the Plan’s exhibit list
- All exhibits on Aetna’s exhibit list
- Demonstratives to be identified

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EXHIBIT D

Exhibit D: List of All Known Exhibits that the Plan May Offer

The Plan reserves the right to supplement this list for rebuttal after Blue Cross NC's case in chief:

No.	Description
601	Summary of Evaluation Process (SHP 0004568)
602	Board of Trustees December 14, 2022 Meeting Presentation (SHP 0024050)
603	Board of Trustees December 14, 2022 Meeting Package (SHP 0040044)
604	Request for Clarification # 4 to Blue Cross (SHP 0074893)
605	Master Scoring Tool (SHP 72287)
606	12/12/22 Email to Board with Procurement Attachments (SHP 0072223)
607	BCBS Request for Protest Meeting (SHP 0076753)
608	NCGS 135-48.34
609	State Health Plan RFP Modernization Strategy (SHP 0039501)
610	Attachment to 12/12/22 Email to Board of Trustees (RFP Attachment K) (SHP 0072225)
611	Attachment to 12/12/22 Email to Board of Trustees (RFP Attachment L) (SHP 0072240)
612	Attachment to 12/12/22 Email to Board of Trustees (TPA 2022 RFP Cost Comparison) (SHP 0072366)
613	NCGS § 135-48.33
614	Board of Trustees Meeting Minutes, 12/14/2022 (SHP 0040076)
615	4/20/22 Email from Dee Jones to Board of Trustees (SHP 0076721)
616	Board of Trustees Meeting Minutes, 3/2/2022

- 617 Board of Trustees Meeting Minutes, 9/14/2022
 - 618 Kenneth C. Vieira CV
 - 619 11/17/2022 Email from Steve Kuhn (with attachment) (SHP 0092986 and SHP 0092988)
 - 620 Aetna Clarification #4 (SHP 0087964)
 - 621 11/22/2022 Email from Craig Baker (with attachments) (SHP 0087569)
 - 622 11/18/2022 Email from Vanessa Davison to Aetna (with attachments) (SHP 0087555)
 - 623 11/18/2022 Email from Vanessa Davison to Blue Cross (with attachments) (SHP 0069778)
 - 624 11/22/2022 Email from Roy Watson (with attachments) (SHP 0087583)
 - 625 11/17/2022 Email from Steve Kuhn to Matt Rish (SHP 0070397 and SHP 0070399)
 - 626 Board of Trustees Meeting Minutes, 6/8/2022 and 6/28/2022
 - 627 Materials Relied on by Gregory Russo
 - 628 January 23, 2022 Response to Blue Cross' Request for Protest Meeting (SHP 0025822)
 - 629 Aetna Attachment A-2, Tabs "NC County Membership," "Network Access-Urban," "Network Access-Suburban," "Network Access-Rural," and "Providers by County" (SHP 016154)
 - 630 Blue Cross Attachment A-2, Tabs "NC County Membership," "Network Access-Urban," "Network Access-Suburban," "Network Access-Rural," and "Providers by County"
 - TBD Demonstrative exhibits to be identified
- All exhibits on the Joint Exhibit list

All exhibits on Blue Cross's Exhibit list

All exhibits on Aetna's Exhibit list

All exhibits used by any other party

EXHIBIT E

Exhibit E: List of Exhibits that Aetna May Offer*

Aetna reserves the right to supplement this list for rebuttal:

- Exhibit 700 – Andrew Coccia CV
- **Exhibit 701 – Complete Signed Contract between Aetna and Provider A (AETNA0026101-AETNA0026634)**
- Exhibit 702 – 4/20/22 D. Jones Email to BoT (SHP 76721-76722)
- Exhibit 703 – 3/2/2022 BoT Meeting Minutes
- Exhibit 704 – 9/14/2022 BoT Meeting Minutes
- Exhibit 705 – 12/12/2022 K. Bourdon email with attachments to BoT (SHP 0072223-0072369)
- Exhibit 706 – 12/14/2022 BoT Meeting Minutes (Open Session)
- Exhibit 707 – Aetna Attachment A-10 (SHP 0001764)
- All exhibits on the Joint exhibit List
- All exhibits on the Plan's exhibit list
- All exhibits on Blue Cross NC's exhibit list
- Demonstratives to be identified

* Exhibits in red are ATTORNEYS' EYES ONLY and must be kept under seal.

EXHIBIT F

Exhibit F: Witnesses that Blue Cross NC May Offer

The following witnesses are listed in alphabetical order. An asterisk reflects Blue Cross NC's intention to submit the witness's designated deposition testimony in lieu of live testimony in Blue Cross NC's case-in-chief. Blue Cross NC reserves the right to call these witnesses as rebuttal witnesses.

Because these witnesses on this list are represented by counsel in this case, this list does not include witness addresses.

- Aetna Life Insurance Company (Rule 30(b)(6) testimony by C. Aguirre)*
- Baum, Daniel*
- Davison, Vanessa*
- Folwell, Dale*
- Forehand, Aimee
- Jones, Dorothy
- Kuhn, Stephen
- Rish, Matthew
- Russo, Gregory
- Sceiford, Charles
- Smart, Caroline*
- Wohl, Stuart*
- The persons on the list of witnesses that the Plan may offer at the hearing (Exhibit G)
- The persons on the list of witnesses that Aetna may offer at the hearing (Exhibit H)
- Rebuttal witnesses to be identified following the case-in-chief presentations by the Plan and by Aetna

EXHIBIT G

Exhibit G: Witnesses that the Plan May Offer

The following witnesses are listed in alphabetical order. The Plan reserves the right to call rebuttal witnesses.

1. Bourdon, Kendall
2. Duke, Russell
3. Jones, Dorothy (Dee)
4. Kuhn, Stephen
5. Rish, Matthew
6. Smart, Caroline
7. Vieira, Ken
8. Persons on the list of witnesses that Blue Cross NC may offer at the hearing (including those for whom Blue Cross NC offers deposition testimony in lieu of live testimony)
9. Persons on the list of witnesses that Aetna may offer at the hearing
10. Rebuttal Witnesses to be identified following the case-in-chief of Blue Cross NC

All named witnesses identified above are currently or formerly affiliated with the State Health Plan and are represented by counsel for the Plan and can be contacted through counsel of record for the Plan.

EXHIBIT H

Exhibit H: Witnesses that Aetna May Offer

The following witnesses are listed in alphabetical order. An asterisk reflects Aetna's intention to submit the witness's designated deposition testimony in lieu of live testimony in Aetna's case-in-chief. Aetna reserves the right to call rebuttal witnesses.

Because these witnesses are represented by counsel in this case, this list does not include witness addresses.

- Aguirre, Catherine
- Bauer, Craig
- Bostian, James
- Coccia, Andrew
- Watson, Roy*
- Persons on the list of witnesses that Blue Cross NC may offer at the hearing
- Persons on the list of witnesses that the Plan may offer at the hearing
- Rebuttal Witnesses to be identified following the cases-in-chief of Blue Cross NC and the Plan

EXHIBIT I

Exhibit I: Blue Cross NC's List of Contested Issues

Blue Cross NC contends that the contested issues to be decided are those specified below.

1. Did the Plan act erroneously, fail to use proper procedure, act arbitrarily or capriciously, or fail to act as required by law or rule in its scoring of the pricing-guarantee component of its RFP for TPA services for 2025-2027?
2. Did the Plan act erroneously, fail to use proper procedure, act arbitrarily or capriciously, or fail to act as required by law or rule in its final scoring of its RFP for TPA services for 2025-2027?
3. Did the Plan's errors substantially prejudice the rights of Blue Cross NC?
4. Do the Plan's errors and their substantial prejudice to Blue Cross NC call for the Plan's award to Aetna of the contract for TPA services for 2025-2027 to be reversed, and for the contract to be awarded to Blue Cross NC?
5. In the alternative, do the Plan's errors and their substantial prejudice to Blue Cross NC call for the Plan's award to Aetna of the contract for TPA services for 2025-2027 to be reversed, and for the Plan to conduct a new and proper RFP?

EXHIBIT J

Exhibit J: The Plan's List of Contested Issues

The Plan contends that the contested issues to be decided are those specified below.

1. As to each error identified by Blue Cross NC in its list of contested issues, did Blue Cross NC prove that the Plan acted erroneously, failed to use proper procedure, acted arbitrarily or capriciously, or failed to act in accordance with law or rule under N.C.G.S. § 150B-23(a)?
2. Even if the Plan erred, which is denied, did Blue Cross NC prove that any such errors substantially prejudiced the rights of Blue Cross NC as required by N.C.G.S. § 150B-23(a)?
3. Should the unanimous decision of the Plan's Board of Trustees to award the contract for TPA services to Aetna be affirmed?

EXHIBIT K

Exhibit K: Aetna's List of Contested Issues

Aetna contends that the contested issues to be decided are those specified below.

1. On the contested issues identified by Blue Cross NC, did Blue Cross NC prove that the Plan acted erroneously, failed to use proper procedure, acted arbitrarily or capriciously, or failed to act in accordance with law or rule under N.C.G.S. § 150B-23(a)?
2. Even if the Plan erred, which is denied, did Blue Cross NC prove that any such errors substantially prejudiced the rights of Blue Cross NC as required by N.C.G.S. § 150B-23(a)?
3. Should the unanimous decision of the Plan's Board of Trustees to award the contract for TPA services to Aetna be affirmed?