



COMMONWEALTH OF KENTUCKY
OFFICE OF THE ATTORNEY GENERAL

ANDY BESHEAR
ATTORNEY GENERAL

CAPITOL BUILDING, SUITE 118
700 CAPITOL AVENUE
FRANKFORT, KY 40601
(502) 696-5300
Fax: (502) 564-2894

July 29, 2019

Michael N. Fine
Wyatt Tarrant & Combs, LLP
500 West Jefferson Street, Suite 2800
Louisville, KY 40202-2898

Dear Mr. Fine:

The Office of the Attorney General has received your letter and materials you enclosed regarding “Anticipated Transactions Involving University Health Care, Inc. d/b/a Passport Health Plan.” The anticipated transactions involve University Health Care, Inc., Passport Health Solutions, LLC, Justify Holdings, LLC, and Evolent Health, Inc.

Based upon our review of your letter and the materials you provided, the anticipated transactions do not indicate abuse or misuse of corporate powers, privileges or franchises by any of the corporations involved. Further, the anticipated transactions do not demonstrate that that the corporations involved have become detrimental to the interest and welfare of the Commonwealth of Kentucky or its citizens. *See* KRS 273.320(1). Rather, the materials you provided indicate that the anticipated transactions will result in the protection of charitable assets through the distribution of those assets to the nonprofit sponsors of Passport Health Plan (“Passport”). The materials also reveal the commitment of the buyer of Passport – Evolent Health, Inc. (“Evolent”) – to efforts to accomplish the development of the West End Campus in Louisville and to relocate its principal office in that campus. In addition, Evolent commits in the anticipated transactions to retain many of Passport’s current employees, and the existing relationship between it and Passport would result in minimal disruption of the healthcare coverage of the more than 300,000 members of Passport and minimal disruption for thousands of healthcare providers.

Thus, the information and materials you provided do not indicate that the anticipated transactions would give rise to a cause of action for involuntary dissolution under KRS 273.320.

Sincerely,

ANDY BESHEAR
ATTORNEY GENERAL

Travis Mayo
Executive Director
Office of Civil and Environmental Law