

EXTENDED TO NOVEMBER 15, 2018

Form **990****Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.**2017**
Open to Public Inspection

A For the 2017 calendar year, or tax year beginning and ending

B Check if applicable

- ☒ Address change
☒ Name change
☐ Initial return
☐ Final return/terminated
☐ Amended return
☐ Application pending

C Name of organization

THE HEALTH PLAN OF WEST VIRGINIA, INC.
FKA THE HEALTH PLAN OF THE UPPER OHIO VA

Doing business as THE HEALTH PLAN

Number and street (or P O box if mail is not delivered to street address) Room/suite
1110 MAIN STREETCity or town, state or province, country, and ZIP or foreign postal code
WHEELING, WV 26003F Name and address of principal officer JAMES M. PENNINGTON
SAME AS C ABOVE

D Employer identification number

55-0585592

E Telephone number
800-624-6961

G Gross receipts \$ 707,440,633.

H(a) Is this a group return for subordinates? ☐ Yes ☒ NoH(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status ☐ 501(c)(3) ☒ 501(c)(4) (insert no) ☐ 4947(a)(1) or ☐ 527

J Website WWW.HEALTHPLAN.ORG

K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other

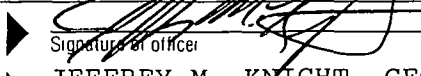
L Year of formation 1979 M State of legal domicile WV

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities	ESTABLISHED AS A COMMUNITY HEALTH ORGANIZATION, THE HEALTH PLAN DELIVERS A CLINICALLY-DRIVEN,	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3	Number of voting members of the governing body (Part VI, line 1a)	3	11
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	10
	5	Total number of individuals employed in calendar year 2017 (Part V, line 2a)	5	641
	6	Total number of volunteers (estimate if necessary)	6	0
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9	Program service revenue (Part VIII, line 2g)	0.	0.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	568,391,606.	610,109,601.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	7,875,025.	7,056,889.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	576,321,040.	617,376,391.
	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	348,356.	333,603.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	548,715,764.	568,388,866.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	30,962,655.	37,388,739.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	16b	Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
Expenses	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24d)	22,289,681.	17,288,771.
	18	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	602,316,456.	623,399,979.
	19	Revenue less expenses - Subtract line 18 from line 12	-25,995,416.	-6,023,588.
	20	Total assets (Part X, line 16)	Beginning of Current Year	End of Year
Net Assets or Fund Balances	21	Total liabilities (Part X, line 26)	265,809,840.	257,314,141.
	22	Net assets or fund balances - Subtract line 21 from line 20	116,069,786.	95,944,780.
			149,740,054.	161,369,361.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here:  Date: 11/1/18
 Signature of officer: JEFFREY M. KNIGHT, CFO
 Type or print name and title

Paid: Print/Type preparer's name: LAWRENCE H. MOHR, CPA; Preparer's signature: LAWRENCE H. MOHR, CP; Date: 10/05/18; Check if self-employed: ☐; PTIN: P00447603
 Preparer: Firm's name: BAKER TILLY VIRCHOW KRAUSE, LLP; Firm's EIN: 39-0859910
 Use Only: Firm's address: 777 E WISCONSIN AVENUE, 32ND FLOOR; Phone no: 414.777.5500; MILWAUKEE, WI 53202

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

732001 11-28-17

LHA For Paperwork Reduction Act Notice, see the separate instructions

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SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

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013 on SW 252C

460 11-15-18

SCANNED DEC 20 2018 423263449 NOV 26 2018

THE HEALTH PLAN OF WEST VIRGINIA, INC.

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

☒ X

1 Briefly describe the organization's mission

ESTABLISHED AS A COMMUNITY HEALTH ORGANIZATION, THE HEALTH PLAN DELIVERS A CLINICALLY-DRIVEN, TECHNOLOGY-ENHANCED, CUSTOMER-FOCUSED PLATFORM BY DEVELOPING AND IMPLEMENTING PRODUCTS AND SERVICES THAT MANAGE AND IMPROVE THE HEALTH AND WELL-BEING OF OUR MEMBERS. WE

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 124,054,366. including grants of \$ 333,603.) (Revenue \$ 121,916,440.)

THE PRIMARY EXEMPT PURPOSE OF THE HEALTH PLAN OF WEST VIRGINIA, INC. (THE HEALTH PLAN) IS TO OPERATE A STATE CERTIFIED, FEDERALLY QUALIFIED HEALTH MAINTENANCE ORGANIZATION (HMO) WHICH PROVIDES COMPREHENSIVE HEALTH CARE SERVICES ON A PREPAID BASIS. THE NUMBER OF COMMERCIAL HMO MEMBERS AT DECEMBER 31, 2017 WAS 25,345.

4b (Code) (Expenses \$ 336,330,664. including grants of \$) (Revenue \$ 335,421,921.)

THE HEALTH PLAN CONTINUES TO OFFER THE MEDICAID PROGRAM SERVICING 82,463 MEMBERS, 32,694 OF WHICH WERE ENROLLED AS MEMBERS OF THE EXPANSION POPULATION, 39,464 OF WHICH WERE ENROLLED AS MEMBERS OF THE TEMPORARY ASSISTANCE FOR NEEDY FAMILIES (TANF) POPULATION, AND 10,305 OF WHICH WERE ENROLLED AS MEMBERS OF THE SUPPLEMENTAL SECURITY INCOME (SSI) POPULATION AT DECEMBER 31, 2017.

4c (Code) (Expenses \$ 160,239,892. including grants of \$) (Revenue \$ 152,531,700.)

THE HEALTH PLAN CONTINUES TO OFFER A MEDICARE ADVANTAGE PROGRAM KNOWN AS SECURE CARE. THIS PRODUCT ENABLES THE MEDICARE AGE POPULATION TO SELECT MEDICARE COVERAGE AT A MUCH LOWER COST DUE TO THEIR AGREEMENT TO UTILIZE THE HEALTH PLAN NETWORK. THE ENROLLMENT AT DECEMBER 31, 2017 FOR THIS PROGRAM WAS 12,187.

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 620,624,922.

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Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X

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Part IV Checklist of Required Schedules *(continued)*

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b <i>If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note All Form 990 filers are required to complete Schedule O

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	1a	1b	1c	2a	2b	2c	2d	2e	2f	2g	2h	2i	2j	2k	2l	2m	2n	2o	2p	2q	2r	2s	2t	2u	2v	2w	2x	2y	2z	Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	4613																														
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable		0																													
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			X																												
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		641																													
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			X																												
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)																															
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?																															
b If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O																															
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?																															
b If "Yes," enter the name of the foreign country																															
See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)																															
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?																															
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?																															
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?																															
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?																															
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?																															
7 Organizations that may receive deductible contributions under section 170(c).																															
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?																															
b If "Yes," did the organization notify the donor of the value of the goods or services provided?																															
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?																															
d If "Yes," indicate the number of Forms 8282 filed during the year																															
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?																															
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?																															
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?																															
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?																															
8 Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?																															
9 Sponsoring organizations maintaining donor advised funds.																															
a Did the sponsoring organization make any taxable distributions under section 4966?																															
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?																															
10 Section 501(c)(7) organizations. Enter																															
a Initiation fees and capital contributions included on Part VIII, line 12																															
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities																															
11 Section 501(c)(12) organizations. Enter																															
a Gross income from members or shareholders																															
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)																															
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?																															
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year																															
13 Section 501(c)(29) qualified nonprofit health insurance issuers.																															
a Is the organization licensed to issue qualified health plans in more than one state?																															
Note. See the instructions for additional information the organization must report on Schedule O																															
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans																															
c Enter the amount of reserves on hand																															
14a Did the organization receive any payments for indoor tanning services during the tax year?																															
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O																															

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Part VI Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	11	
b Enter the number of voting members included in line 1a, above, who are independent	10	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, address, and telephone number of the person who possesses the organization's books and records **JEFFREY M. KNIGHT, CFO - 800-624-6961**
1110 MAIN STREET, WHEELING, WV 26003

THE HEALTH PLAN OF WEST VIRGINIA, INC.

Form 990 (2017)

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOHN HOLLOWAY MEMBER	1.00 1.00	X						10,500.	0.	0.
(2) JOHN WRIGHT IV CHAIRMAN OF THE BOARD	1.00 1.00	X		X				11,000.	0.	0.
(3) ROBERT DUNLEVY MEMBER	1.00 1.00	X						11,500.	0.	0.
(4) E PHILLIPS POLACK, MD MEMBER	1.00 1.00	X						10,000.	0.	0.
(5) NICK ZERVOS MEMBER	1.00 1.00	X						9,000.	0.	0.
(6) MARK LANCELOTTI VICE CHAIR OF THE BOARD	1.00 1.00	X		X				10,500.	0.	0.
(7) JOHN MCDONALD, CPA SECRETARY	1.00 1.00	X		X				7,500.	0.	0.
(8) SUSAN BUCHANAN, CPA MEMBER	1.00 1.00	X						10,000.	0.	0.
(9) JILL E HALL MEMBER	1.00 1.00	X						10,000.	0.	0.
(10) JOHN GIANOLA MEMBER	1.00 1.00	X						10,000.	0.	0.
(11) JAMES PENNINGTON PRESIDENT / CEO	40.00 1.00	X		X				607,318.	0.	42,036.
(12) JEFFREY M KNIGHT TREASURER / CFO	40.00 1.00			X				241,199.	0.	31,806.
(13) PATRICIA M FAST VP - GOVERNMENT PROGRAMS	40.00 1.00				X			252,607.	0.	31,956.
(14) E DAVID MATHIEU VP - COMMERCIAL PRODUCTS	40.00 1.00				X			251,602.	0.	39,983.
(15) ROBERT J ROSET VP - IS / CIO	40.00 1.00				X			241,477.	0.	30,393.
(16) THOMAS MINTON VP - NETWORK SERVICES	40.00 1.00				X			181,969.	0.	25,125.
(17) RICHARD LEGG VP - BENEFIT SERVICES	40.00 1.00				X			301,064.	0.	21,619.

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Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) JOHN FISCHER VP - CLINICAL SERVICES	40.00 1.00				X			275,155.	0.	39,225.
(19) MARK KENAMOND MEDICAL DIRECTOR	40.00 1.00					X		221,061.	0.	19,664.
(20) DAVID THOMAS DIRECTOR - SALES NATIONAL	40.00 1.00					X		278,525.	0.	43,866.
(21) KENTON ROEPKE DIRECTOR - ACTUARIAL SERVICES	40.00 1.00					X		398,543.	0.	36,568.
(22) ROBERT CROSS MEDICAL DIRECTOR	40.00 1.00					X		211,713.	0.	31,623.
(23) GREGORY CARPENTER DIRECTOR - MEDICARE SALES WV	40.00 1.00					X		161,172.	0.	26,556.
1b Sub-total								3,723,405.	0.	420,420.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								3,723,405.	0.	420,420.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **38**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
SCION DENTAL OF WEST VIRGINIA LLC, 10201 NORTH PORT WASHINGTON RD, MEQUON, WI 53092	DENTAL CLAIMS PROCESSING AND ADMIN	10,070,565.
COLAIANNI CONSTRUCTION, INC. 2141 STATE ROUTE 150, DILLONVALE, OH 43917	CONSTRUCTION COMPANY FOR NEW CORPORATE H	6,537,611.
W. G. TOMKO, INC. 2559 STATE ROUTE 88, FINLEYVILLE, PA 15332	PLUMBING AND FABRICATION COMPANY	1,553,944.
BEECHER EVERGREEN MANAGED CARE, BEECHER CARLSON/MASTER TRUST, PO BOX 116531,	REINSURANCE BROKER	1,416,863.
SUPERIOR VISION, 939 ELKRIDGE LANDING RD, SUITE 200, LINTHICUM, MD 21090	MANAGED EYE HEALTH AND VISION PLAN FOR	1,363,372.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **54**

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Part VIII. Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f					
Program Service Revenue	2 a MEDICAID	Business Code 524114	335,421,921.	335,421,921.		
	b MEDICARE	524114	152,531,700.	152,531,700.		
	c COMMERCIAL HMO	524114	121,916,440.	121,916,440.		
	d CLAIMS PROCESSING	524292	239,540.	239,540.		
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		610,109,601.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		4,636,023.			4,636,023
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real 41,653.				
	b Less rental expenses	0.				
	c Rental income or (loss)	41,653				
	d Net rental income or (loss)		41,653.			41,653.
	7 a Gross amount from sales of assets other than inventory	(i) Securities 89,185,108 (ii) Other 3,300,000				
	b Less cost or other basis and sales expenses	87,894,272 2,169,970				
	c Gain or (loss)	1,290,836 1,130,030				
	d Net gain or (loss)		2,420,866.			2,420,866
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less direct expenses	b				
	c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11 a MISCELLANEOUS REVENUE	900099	168,248			168,248	
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		168,248				
12 Total revenue See instructions		617,376,391	610,109,601	0	7,266,790	

THE HEALTH PLAN OF WEST VIRGINIA, INC.

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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments See Part IV, line 21	79,500.	79,500.		
2 Grants and other assistance to domestic individuals See Part IV, line 22	254,103.	254,103.		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals See Part IV, lines 15 and 16				
4 Benefits paid to or for members	568,388,866.	568,388,866.		
5 Compensation of current officers, directors, trustees, and key employees	2,714,538.	1,357,269.	1,357,269.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	22,907,304.	22,682,754.	224,550.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,658,437.	1,646,611.	11,826.	
9 Other employee benefits	7,946,763.	7,946,763.		
10 Payroll taxes	2,161,697.	2,143,369.	18,328.	
11 Fees for services (non-employees)				
a Management				
b Legal	249,100.	249,100.		
c Accounting	446,501.	446,501.		
d Lobbying	48,000.	48,000.		
e Professional fundraising services See Part IV, line 17				
f Investment management fees	469,477.		469,477.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O)	3,103,750.	3,092,199.	11,551.	
12 Advertising and promotion	991,540.	991,540.		
13 Office expenses	2,052,270.	1,727,330.	324,940.	
14 Information technology	1,837,739.	1,837,739.		
15 Royalties				
16 Occupancy	1,607,829.	1,260,472.	347,357.	
17 Travel	562,474.	552,750.	9,724.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	374,185.	374,150.	35.	
20 Interest	5,019.	5,019.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	939,605.	939,605.		
23 Insurance	526,171.	526,171.		
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a BROKER EXPENSE	2,881,639.	2,881,639.		
b PREMIUM TAX EXPENSE	436,071.	436,071.		
c NET REINSURANCE EXPENSE	300,228.	300,228.		
d LOSS ADJUSTMENT EXPENSE	208,917.	208,917.		
e All other expenses	248,256.	248,256.		
25 Total functional expenses Add lines 1 through 24e	623,399,979.	620,624,922.	2,775,057.	0.
26 Joint costs Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Check here ☐ if following SOP 98-2 (ASC 958-720)

THE HEALTH PLAN OF WEST VIRGINIA, INC.

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Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year	(B) End of year
Assets	1 Cash - non-interest-bearing		1
	2 Savings and temporary cash investments	1,617,838.	2 14,836,374.
	3 Pledges and grants receivable, net		3
	4 Accounts receivable, net	92,566,848.	4 49,227,586.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr) Complete Part II of Sch L		6
	7 Notes and loans receivable, net		7
	8 Inventories for sale or use		8
	9 Prepaid expenses and deferred charges		9
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 8,758,607.	
	b Less accumulated depreciation	10b 3,632,743.	8,351,603. 10c 5,125,864.
	11 Investments publicly traded securities	162,214,739.	11 158,269,118.
	12 Investments - other securities See Part IV, line 11	0.	12 28,757,054.
	13 Investments - program related See Part IV, line 11		13
	14 Intangible assets		14
	15 Other assets See Part IV, line 11	1,058,812.	15 1,098,145.
16 Total assets Add lines 1 through 15 (must equal line 34)	265,809,840.	16 257,314,141.	
Liabilities	17 Accounts payable and accrued expenses	112,615,257.	17 80,912,328.
	18 Grants payable		18
	19 Deferred revenue	2,221,200.	19 1,774,763.
	20 Tax-exempt bond liabilities		20
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22
	23 Secured mortgages and notes payable to unrelated third parties		23
	24 Unsecured notes and loans payable to unrelated third parties		24
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	1,233,329.	25 13,257,689.
	26 Total liabilities Add lines 17 through 25	116,069,786.	26 95,944,780.
	Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34	
27 Unrestricted net assets			27
28 Temporarily restricted net assets			28
29 Permanently restricted net assets			29
Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34			
30 Capital stock or trust principal, or current funds		159,785,751.	30 160,869,361.
31 Paid in or capital surplus, or land, building, or equipment fund		-10,545,697.	31 0.
32 Retained earnings, endowment, accumulated income, or other funds		500,000.	32 500,000.
33 Total net assets or fund balances	149,740,054.	33 161,369,361.	
34 Total liabilities and net assets/fund balances	265,809,840.	34 257,314,141.	

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THE HEALTH PLAN OF WEST VIRGINIA, INC.

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	617,376,391.
2	Total expenses (must equal Part IX, column (A), line 25)	2	623,399,979.
3	Revenue less expenses Subtract line 2 from line 1	3	-6,023,588.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	149,740,054.
5	Net unrealized gains (losses) on investments	5	12,419,498.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	5,233,397.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	161,369,361.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII ☒

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2017)

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2017
Open to Public
Inspection

Name of the organization **THE HEALTH PLAN OF WEST VIRGINIA, INC.**
FKA THE HEALTH PLAN OF THE UPPER OHIO VA

Employer identification number
55-0585592

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenue included on Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenue included on Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

THE HEALTH PLAN OF WEST VIRGINIA, INC.

Schedule D (Form 990) 2017

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Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ Other _____c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes☐ No**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

☐**Part V Endowment Funds.** Complete if the organization answered "Yes" on Form 990, Part IV, line 10

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ▶ _____ %

b Permanent endowment ▶ _____ %

c Temporarily restricted endowment ▶ _____ %

The percentages on lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		400,000.		400,000.
b Buildings		5,667,190.	1,462,595.	4,204,595.
c Leasehold improvements				
d Equipment		2,691,417.	2,170,148.	521,269.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				5,125,864.

Schedule D (Form 990) 2017

THE HEALTH PLAN OF WEST VIRGINIA, INC.

Schedule D (Form 990) 2017

FKA THE HEALTH PLAN OF THE UPPER OHIO VA

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Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) INVESTMENT IN		
(B) SUBSIDIARIES	28,745,054.	COST
(C) CAPITAL STOCK WHG COUNTRY		
(D) CLUB	12,000.	COST
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	28,757,054.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) POST RETIREMENT BENEFIT OBLIGATION	1,604,319.
(3) INTERCOMPANY PAYABLE	8,842,685.
(4) OTHER LIABILITIES	324,411.
(5) PAYABLE FOR SECURITIES SETTLEMENTS	2,486,274.
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	13,257,689.

2 Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

Schedule D (Form 990) 2017

THE HEALTH PLAN OF WEST VIRGINIA, INC.

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Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a

1	Total revenue, gains, and other support per audited financial statements		1	615,261,942.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d	-1,644,973.	
e	Add lines 2a through 2d	2e	-1,644,973.	
3	Subtract line 2e from line 1	3	616,906,915.	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	469,476.	
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b	4c	469,476.	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	617,376,391.	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a

1	Total expenses and losses per audited financial statements		1	619,475,448.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d	2e	0.	
3	Subtract line 2e from line 1	3	619,475,448.	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	469,476.	
b	Other (Describe in Part XIII)	4b	3,455,055.	
c	Add lines 4a and 4b	4c	3,924,531.	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	623,399,979.	

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

THE HEALTH PLAN IS A NONSTOCK, NONPROFIT ORGANIZATION ORGANIZED UNDER SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE AND, AS SUCH, IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

REINSURANCE EXPENSE	-1,398,563.
DEPRECIATION	-246,410.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	-1,644,973.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

REINSURANCE EXPENSE	1,398,563.
---------------------	------------

THE HEALTH PLAN OF WEST VIRGINIA, INC.

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Part XIII Supplemental Information (continued)

CHANGE IN PREMIUM DEFICIENCY RESERVE	1,810,082.
DEPRECIATION	246,410.
TOTAL TO SCHEDULE D, PART XII, LINE 4B	3,455,055.

SCHEDULE F
(Form 990)Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2017Open to Public
Inspection

Name of the organization

THE HEALTH PLAN OF WEST VIRGINIA, INC.
FKA THE HEALTH PLAN OF THE UPPER OHIO VA

Employer identification number

55-0585592

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" on
Form 990, Part IV, line 14b

- 1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No

- 2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

- 3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
CENTRAL AMERICA AND THE CARIBBEAN			EQUITY AND BOND INVESTMENTS		916,000.
EAST ASIA AND THE PACIFIC			EQUITY AND BOND INVESTMENTS		3,508,322.
EUROPE (INCLUDING ICELAND & GREENLAND)			EQUITY AND BOND INVESTMENTS		13,319,990
NORTH AMERICA			EQUITY AND BOND INVESTMENTS		2,018,124.
3 a Sub-total	0	0			19,762,436.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			19,762,436

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990

Schedule F (Form 990) 2017

THE HEALTH PLAN OF WEST VIRGINIA, INC.

Schedule F (Form 990) 2017

FKA THE HEALTH PLAN OF THE UPPER OHIO VA

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Part IV Foreign Forms

- 1 Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U S Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U S Owner (see Instructions for Forms 3520 and 3520-A, don't file with Form 990)* ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U S Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U S Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713, don't file with Form 990)* ☐ Yes ☒ No

Schedule F (Form 990) 2017

THE HEALTH PLAN OF WEST VIRGINIA, INC.

Schedule F (Form 990) 2017

FKA THE HEALTH PLAN OF THE UPPER OHIO VA

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Part V

Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds), Part I, line 3, column (f) (accounting method, amounts of investments vs expenditures per region), Part II, line 1 (accounting method), Part III (accounting method), and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information. See instructions.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" on Form 990, Part IV, line 21 or 22.

OMB No 1545-0047

2017

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► Attach to Form 990
► Go to www.irs.gov/Form990 for the latest information.

Name of the organization **THE HEALTH PLAN OF WEST VIRGINIA, INC.**
FKA THE HEALTH PLAN OF THE UPPER OHIO VA
Employer identification number **55-0585592**

Part I General information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
DIABETES CAMP OF WV - CAMP KNO KOMA - 735 GREEN VALLEY DRIVE - ST ALBANS, WV 25177	55-0738182	501C(3)	25,000	0			CAMPER TRANSPORTATION, STAFFING/SUPPORT OF CAMP.
UNITED HEALTH FOUNDATION CAMP CATCH YOUR BREATH - NO 3 HOSPITAL PLAZA - CLARKSBURG, WV 26302	55-0621706	501C(3)	15,000	0			CAMPER SCHOLARSHIPS, EQUIPMENT/SUPPLIES, EDUCATIONAL MATERIALS.
CLAY CENTER FOR THE ARTS AND SCIENCES OF WEST VIRGINIA - ONE CLAY SQUARE - CHARLESTON, WV 25301	55-0702401	501C(3)	10,000	0			CORPORATE SPONSOR TO SUPPORT MISSION OF THE ORGANIZATION.
DISCOVER THE REAL WEST VIRGINIA FOUNDATION INC. - 405 CAPITOL STREET, SUITE 512 - CHARLESTON, WV 25301	55-0725474	501C(3)	10,000	0			CORPORATE SPONSOR TO SUPPORT THE MISSION OF FOUNDATION.
MOUNTAINEER ATHLETIC CLUB PO BOX 877 MORGANTOWN, WV 26507-0877	55-6017181	501C(3)	10,000	0			STUDENT ATHLETE PROGRAM SUPPORT.
UNITED WAY 1307 CHAPLINE ST WHEELING, WV 26003	55-0479446	501C(3)	6,000	0			CORPORATE PLEDGE FOR ANNUAL CAMPAIGN.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

6

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2017)

Part III Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" on Form 990, Part IV, line 22
Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
MEDICAL STUDENT SCHOLARSHIPS	16	254,103.	0.		

Part IV	Supplemental Information	Provide the information required in Part I, line 2, Part III, column (b), and any other additional information
---------	--------------------------	--

PART I, LINE 2:

THE HPWV MEDICAL STUDENT (DOCTORS/NURSES) SCHOLARSHIP PROGRAM BEGAN IN THE FALL OF 2009. MEDICAL STUDENTS SUBMIT SCHOLARSHIP APPLICATION TO A SUB-COMMITTEE OF THE BOARD. THESE APPLICATIONS ARE REVIEWED BY THE SUB-COMMITTEE BASED ON THE STUDENT'S FINANCIAL NEED. THE TUITION PAYMENTS ARE MADE DIRECTLY TO THE SCHOOL AND BOOK EXPENSES ARE REIMBURSED DIRECTLY TO THE STUDENTS. THE GRANT TERM IS OPEN UNTIL THE STUDENT GRADUATES.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2017

Open to Public Inspection

Name of the organization

THE HEALTH PLAN OF WEST VIRGINIA, INC.

FKA THE HEALTH PLAN OF THE UPPER OHIO VA

Employer identification number

55-0585592

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input checked="" type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III.

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b	X	
2	X	
3		
4a		X
4b		X
4c		X
5a	X	
5b		X
6a	X	
6b		X
7	X	
8		X
9		

THE HEALTH PLAN OF WEST VIRGINIA, INC.

FKA THE HEALTH PLAN OF THE UPPER OHIO VA 55-0585592

Schedule J (Form 990) 2017

Page 2

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JAMES PENNINGTON PRESIDENT / CEO	(i) 448,513. (ii) 0.	119,000. 0.	39,805. 0.	25,500. 0.	16,536. 0.	649,354. 0.	0. 0.
(2) JEFFREY M KNIGHT TREASURER / CFO	(i) 210,659. (ii) 0.	30,000. 0.	540. 0.	16,960. 0.	14,846. 0.	273,005. 0.	0. 0.
(3) PATRICIA M FAST VP - GOVERNMENT PROGRAMS	(i) 218,008. (ii) 0.	32,277. 0.	2,322. 0.	17,092. 0.	14,864. 0.	284,563. 0.	0. 0.
(4) E DAVID MATHIEU VP - COMMERCIAL PRODUCTS	(i) 217,003. (ii) 0.	32,277. 0.	2,322. 0.	17,600. 0.	22,383. 0.	291,585. 0.	0. 0.
(5) ROBERT J ROSET VP - IS / CIO	(i) 208,735. (ii) 0.	31,500. 0.	1,242. 0.	16,558. 0.	13,835. 0.	271,870. 0.	0. 0.
(6) THOMAS MINTON VP - NETWORK SERVICES	(i) 158,659. (ii) 0.	22,500. 0.	810. 0.	10,400. 0.	14,725. 0.	207,094. 0.	0. 0.
(7) RICHARD LEGG VP - BENEFIT SERVICES	(i) 260,000. (ii) 0.	37,500. 0.	3,564. 0.	20,200. 0.	1,419. 0.	322,683. 0.	0. 0.
(8) JOHN FISCHER VP - CLINICAL SERVICES	(i) 237,913. (ii) 0.	36,000. 0.	1,242. 0.	16,985. 0.	22,240. 0.	314,380. 0.	0. 0.
(9) MARK KENAMOND MEDICAL DIRECTOR	(i) 219,255. (ii) 0.	0. 0.	1,806. 0.	11,000. 0.	8,664. 0.	240,725. 0.	0. 0.
(10) DAVID THOMAS DIRECTOR - SALES NATIONAL	(i) 277,903. (ii) 0.	0. 0.	622. 0.	21,516. 0.	22,350. 0.	322,391. 0.	0. 0.
(11) KENTON ROEPKE DIRECTOR - ACTUARIAL SERVICES	(i) 237,913. (ii) 0.	160,000. 0.	630. 0.	14,546. 0.	22,022. 0.	435,111. 0.	0. 0.
(12) ROBERT CROSS MEDICAL DIRECTOR	(i) 208,513. (ii) 0.	0. 0.	3,200. 0.	15,750. 0.	15,873. 0.	243,336. 0.	0. 0.
(13) GREGORY CARPENTER DIRECTOR - MEDICARE SALES WV	(i) 160,206. (ii) 0.	0. 0.	966. 0.	12,170. 0.	14,386. 0.	187,728. 0.	0. 0.

Schedule J (Form 990) 2017

THE HEALTH PLAN OF WEST VIRGINIA, INC.

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Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information

PART I, LINE 1A:

JAMES PENNINGTON, PRESIDENT / CEO, HAS AN ANNUAL STIPEND PER HIS EMPLOYEE

AGREEMENT TO SPEND AT HIS DISCRETION. THE STIPEND IS PAID THROUGH THE

NORMAL PAYROLL PROCESS.

PART I, LINE 5:

SALES TEAM MEMBERS RECEIVE SALES COMMISSIONS BASED ON THE ACHIEVEMENT OF

REVENUE GROWTH, SALES TARGETS AND CLIENT RETENTION.

PART I, LINE 6:

EACH INDIVIDUAL HAS A BONUS PLAN THAT IS BASED ON THE ACHIEVEMENT OF

HIS/HER INDIVIDUAL STRATEGIC PLAN/GOALS AND THE ACHIEVEMENT OF THE

COMPANY'S OVERALL FINANCIAL GOALS. THE AMOUNTS ARE NOT FIXED.

PART I, LINE 7:

EACH INDIVIDUAL HAS A BONUS PLAN THAT IS BASED ON THE ACHIEVEMENT OF

HIS/HER INDIVIDUAL STRATEGIC PLAN/GOALS AND THE ACHIEVEMENT OF THE

COMPANY'S OVERALL FINANCIAL GOALS. THE AMOUNTS ARE NOT FIXED.

SCHEDULE L

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2017

Open To Public
Inspection

Name of the organization **THE HEALTH PLAN OF WEST VIRGINIA, INC.**

FKA THE HEALTH PLAN OF THE UPPER OHIO VA

Employer identification number

55-0585592

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
			Yes	No

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

▶ \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No

Total

▶ \$

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

THE HEALTH PLAN OF WEST VIRGINIA, INC.

Schedule L (Form 990 or 990-EZ) 2017 **FKA THE HEALTH PLAN OF THE UPPER OHIO VA 55-0585592** Page 2

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
RICHARD LEGG	IN-LAW OF JAMES PEN	301,064.	EMPLOYED BY		X
JESSICA LEGG	DAUGHTER OF RICHARD	46,889.	EMPLOYED BY		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions)

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: RICHARD LEGG

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

IN-LAW OF JAMES PENNINGTON

(D) DESCRIPTION OF TRANSACTION: EMPLOYED BY ORGANIZATION

(A) NAME OF PERSON: JESSICA LEGG

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

DAUGHTER OF RICHARD LEGG

(D) DESCRIPTION OF TRANSACTION: EMPLOYED BY ORGANIZATION

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

Open to Public
Inspection

Name of the organization	THE HEALTH PLAN OF WEST VIRGINIA, INC. FKA THE HEALTH PLAN OF THE UPPER OHIO VA	Employer identification number 55-0585592
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FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

TECHNOLOGY-ENHANCED, CUSTOMER-FOCUSED PLATFORM BY DEVELOPING AND
IMPLEMENTING PRODUCTS AND SERVICES THAT MANAGE AND IMPROVE THE HEALTH
AND WELL-BEING OF OUR MEMBERS. WE ACHIEVE THESE RESULTS THROUGH A TEAM
OF HEALTH CARE PROFESSIONALS AND PARTNERS ACROSS THE COMMUNITY.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ACHIEVE THESE RESULTS THROUGH A TEAM OF HEALTH CARE PROFESSIONALS AND
PARTNERS ACROSS THE COMMUNITY.

FORM 990, PART VI, SECTION A, LINE 2:

FAMILY MEMBER: JESSICA LEGG
RELATED OFFICER: RICHARD LEGG
TITLE: PROVIDER RELATIONS REP
COMPENSATION: 46,889

FAMILY MEMBER: RICHARD LEGG
RELATED OFFICER: JAMES M. PENNINGTON
TITLE: VP - BENEFIT SERVICES
COMPENSATION: 301,064

FORM 990, PART VI, SECTION A, LINE 4:

THE HEALTH PLAN OF THE UPPER OHIO VALLEY, INC. CHANGED ITS NAME TO THE
HEALTH PLAN OF WEST VIRGINIA, INC. AND AMENDED ITS ARTICLES OF
INCORPORATION TO REFLECT THE CHANGE IN JANUARY 2017. A COPY OF THE AMENDED
ARTICLES OF INCORPORATION AND FILING WITH THE STATE ARE ATTACHED TO THE

Name of the organization	THE HEALTH PLAN OF WEST VIRGINIA, INC. FKA THE HEALTH PLAN OF THE UPPER OHIO VA	Employer identification number 55-0585592
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FORM 990.

FORM 990, PART VI, SECTION B, LINE 11B:

THE CFO AND DIRECTOR OF FINANCE REVIEW THE FORM 990 FOR REASONABLENESS
COMPARED TO THE INTERNAL FINANCIAL STATEMENTS. THE CFO PROVIDES COPIES TO
THE BOARD OF DIRECTORS PRIOR FILING THE RETURN.

FORM 990, PART VI, SECTION B, LINE 12C:

ANNUAL CONFLICT OF INTEREST QUESTIONNAIRE IS DISTRIBUTED COMPANYWIDE AND TO
THE BOARD OF DIRECTORS BY THE COMPLIANCE DEPARTMENT. ANY POTENTIAL CONFLICT
WITH A BOARD MEMBER MIGHT RESULT IN THE BOARD MEMBER RECUSING IF THE
CONFLICT IS RELATED TO A VOTING MATTER. IF THE CONFLICT ARISES AMONG
EMPLOYEE(S), THE MATTER IS REVIEWED WITH HR AND THE EMPLOYEE COULD BE
REASSIGNED OR OTHER CORRECTIVE ACTION MAY BE REQUIRED TO RESOLVE THE
CONFLICT.

FORM 990, PART VI, SECTION B, LINE 15:

THE BOARD OF DIRECTORS AND/OR IMMEDIATE SUPERVISOR REVIEWS PERFORMANCE. THE
BOARD APPROVES COMPENSATION FOR THE CEO, AND THE CEO APPROVES ALL OTHERS'
COMPENSATION. OUTSIDE COMPENSATION SURVEY TOOLS ARE USED TO ESTABLISH
APPROPRIATE COMPENSATION LEVELS WITHIN THE ORGANIZATION.

FORM 990, PART VI, SECTION C, LINE 19:

THESE DOCUMENTS ARE FILED WITH THE DEPARTMENT OF INSURANCE AND ARE
AVAILABLE UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN NONADMITTED ASSETS

3,423,315.

Name of the organization THE HEALTH PLAN OF WEST VIRGINIA, INC.
FKA THE HEALTH PLAN OF THE UPPER OHIO VA

Employer identification number
55-0585592

CHANGE IN RESERVES 1,810,082.

TOTAL TO FORM 990, PART XI, LINE 9 5,233,397.

FORM 990, PART XII, LINE 2C:

NO CHANGE TO THE OVERSIGHT PROCESS.

55-0585592 Page 2

Part III	Identification of Related Organizations Taxable as a Partnership	Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year

[illegible]

Part IV	Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year

[illegible]

**THE HEALTH PLAN OF WEST VIRGINIA, INC.
FKA THE HEALTH PLAN OF THE UPPER OHIO VA**

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity

b Gift, grant, or capital contribution to related organization(s)

c Gift, grant, or capital contribution from related organization(s)

d Loans or loan guarantees to or for related organization(s)

e Loans or loan guarantees by related organization(s)

f Dividends from related organization(s)

g Sale of assets to related organization(s)

h Purchase of assets from related organization(s)

i Exchange of assets with related organization(s)

j Lease of facilities, equipment, or other assets to related organization(s)

k Lease of facilities, equipment, or other assets from related organization(s)

l Performance of services or membership or fundraising solicitations for related organization(s)

m Performance of services or membership or fundraising solicitations by related organization(s)

n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

o Sharing of paid employees with related organization(s)

p Reimbursement paid to related organization(s) for expenses

q Reimbursement paid by related organization(s) for expenses

r Other transfer of cash or property to related organization(s)

s Other transfer of cash or property from related organization(s)

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) THP INSURANCE COMPANY	L	2,568,506.	ACTUAL ALLOC. - ADMIN. AGREEMENT
(2) H.P. AGENCY	P	664,245.	ACTUAL AMOUNT
(3) THP INSURANCE COMPANY	P	98,155,204.	ACTUAL AMOUNT
(4) THP INSURANCE COMPANY	Q	16,553,929.	ACTUAL AMOUNT
(5) THP INSURANCE COMPANY	E	8,842,685.	ACTUAL AMOUNT
(6) THP INSURANCE COMPANY	D	1,098,145.	ACTUAL AMOUNT

Part VII	Supplemental Information.
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Provide additional information for responses to questions on Schedule R. See instructions.

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