

REPORT ON EXAMINATION
AS TO THE CONDITION OF
HORIZON HEALTHCARE DENTAL, INC.
NEWARK, NEW JERSEY 07105
AT DECEMBER 31, 2020
NAIC COMPANY CODE 11146

FILED

October 6, 2022

COMMISSIONER

NEW JERSEY DEPARTMENT

OF

BANKING AND INSURANCE

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PHIL MURPHY
Governor

State of New Jersey
DEPARTMENT OF BANKING AND INSURANCE
OFFICE OF SOLVENCY REGULATION

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September 26, 2022

Honorable Marlene Caride Commissioner
State of New Jersey
Department of Banking and Insurance
20 West State Street
Trenton, New Jersey 08625

Commissioner:

Pursuant to your instructions and in conformity with the provisions of the Insurance Laws and Rules of the State of New Jersey, an examination, as of December 31, 2020, has been made of the financial condition and business affairs of:

HORIZON HEALTHCARE DENTAL, INC.

3 Penn Plaza East, Suite PP-15D
Newark, New Jersey 07105-2248

hereinafter referred to in this report as the "Company" or "HHD" and the following report of examination is hereby respectfully submitted.

SCOPE OF EXAMINATION

This comprehensive financial condition examination was called by the Commissioner of the New Jersey Department of Banking and Insurance (hereafter "NJDOBI" or "the Department") pursuant to the authority granted by Section 17:48D-11.a of the New Jersey Annotated Revised Statutes.

The examination covers the period of January 1, 2016, through December 31, 2020, including any material transactions and/or events occurring subsequent to the examination date and noted during the course of the examination. Due to precautionary civil health restrictions in effect during the Covid-19 pandemic, the examination was conducted remotely.

The Company was last examined as of December 31, 2015. The current examination was conducted concurrent with a financial condition examination of the Company's parent, Horizon Healthcare Services, Inc., and affiliates Horizon Healthcare Insurance of New Jersey, Inc., Horizon Healthcare Dental, Inc., and the Healthier New Jersey Insurance Company.

The examination was conducted in accordance with the NAIC Financial Condition Examiners Handbook. The Handbook requires that the examination be planned and performed to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company, including corporate governance, identification, and assessment of inherent risks within the company and evaluation of system controls and procedures used to mitigate those risks. An examination also includes assessment of inherent risks within the Company and evaluation of systems controls and procedures used to mitigate those risks. An examination also includes assessment of the principles used and significant estimates made by management, as well as evaluation of the overall financial statement presentation, management's compliance with statutory Accounting Principles and annual statement instructions when applicable to domestic state regulations. The general procedure of the examination followed the rules established by the Financial Condition, Examination and Reporting Committee of the NAIC, and included such other examination procedures as were deemed necessary.

During the course of this examination, consideration was given to work performed by both the Company's Internal Audit Department as regards to its oversight of compliance with the Annual Financial Reporting Model Regulation (the Model Audit Rule), risk analysis, documentation, test work, remediation efforts over weaknesses identified and by the Company's external accounting firm. Certain auditor work papers have been incorporated into the work papers of the examiners and have been utilized in determining the scope and areas of emphasis in conducting the examination.

All accounts and activities of the Company were considered in accordance with the risk-Focused examination process. This may include assessing significant estimates made by management and evaluating management's compliance with Statutory Accounting

Principles. However, the examination does not attest to the fair presentation of the financial statements included herein. If, during the course of the examination, an adjustment is identified, the impact of such adjustment will be documented separately following the Company's financial statements. In addition, a review was made of the following matters to develop an understanding of the Company's operations and its conformity with the insurance laws of the various jurisdictions in which it operates:

- History and Kind of Business
- Corporate Records
- Parent, Subsidiaries and Affiliates
- Management and Control
- Policy on Conflict of Interest
- Fidelity Bond and Other Insurance Coverages
- Territory and Plan of Operation
- Reinsurance
- Accounts and Records

HISTORY AND KIND OF BUSINESS

Horizon Healthcare Dental, Inc. ("HHD" or the "Company") was incorporated on December 2, 1993, was licensed in July 1994 and operates as a for-profit dental plan organization in New Jersey. Dental benefits are provided under contracts with subscribers for services provided by dentists and other providers of dental care. The Company is a wholly owned subsidiary of Horizon Healthcare Plan Holding Company, Inc. ("HHPHC"), a wholly owned subsidiary of Horizon Healthcare Services, Inc. d/b/a Horizon Blue Cross Blue Shield of New Jersey ("HHSI").

The Company, along with HHSI and certain other affiliates is an independent licensee of the Blue Cross and Blue Shield Association, an association of independent Blue Cross Blue Shield Plans, which licenses the right to use the Blue Cross and Blue Shield names and marks.

Per its certificate of incorporation, the Company shall have authority to issue 1,000 shares, \$0.01 par value per share, designated as common stock. As of 12/31/2020, the Company reports 100 shares issued and outstanding. The Company has no authorized preferred stock.

CORPORATE RECORDS

A review of the minutes of the Board of Directors' meetings revealed conformity with the requirements of the Articles of Incorporation and Bylaws concerning matters covered and authorizations made. The Company holds annual meetings by taking actions via unanimous written consents. There are no executive sessions.

The Company's Certificate of Incorporation was last amended July 17, 1998 and filed with the NJDOBI July 20, 1998. The Bylaws of the Company as last amended in June 2013 were relied upon for this examination.

PARENT, SUBSIDIARIES AND AFFILIATES

The Company is a member of an insurance holding company system as defined by NJ Administrative Code §11:1-35.2 and N.J.S.A 17:27A-1. Through common ownership, management or control, the Company is affiliated with numerous entities within the holding company system. The holding company structure as of December 31, 2020, is depicted in the following organizational chart:

Horizon Healthcare Services, Inc. d/b/a Horizon Blue Cross Blue Shield of New Jersey

Horizon Healthcare Plan Holding Company, Inc.

Horizon Healthcare of New Jersey, Inc.

Horizon Healthcare Dental, Inc.

Horizon Casualty Services, Inc.

Horizon Insurance Company

Horizon Charitable Foundation, Inc. d/b/a the Horizon Foundation for New Jersey

Multistate Investment Services, Inc.

Multistate Professional Services, Inc.

Enterprise Property Holdings, LLC

Three Penn Plaza Property Holdings Urban Renewal, LLC

NJ Collaborative Care, LLC (50%) *

Healthier New Jersey Insurance Company d/b/a Braven Health

*Horizon owns 50% of NJ Collaborative Care, LLC, Hackensack Meridian Health owns 40.1%, and Robert Wood Johnson Barnabas Health (RWJBH) owns 9.9%.

During the period under examination, the Company filed annual holding company registration statements as required by N.J.A.C. §11:1-35.3 and N.J.S.A 17:27A-3.

Management Agreements

The Company is party to the following intercompany agreements:

Management Services Agreements

The Company has entered into management services agreements with HHSI, whereby HHSI provides the Company with executive oversight, financial and legal services.

Intercompany Reinsurance

The Company is party to a Specialty Dental Services Reinsurance Agreement with HHSI under which the risk associated with fee-for-service claims incurred is transferred to HHSI.

Tax Sharing Agreement

The Company along with each of its taxable affiliates entered into a tax sharing agreement dated January 1, 2015. The agreement provides for HHSI to file consolidated federal, state and local tax returns on behalf of all of the group members. Each member then pays HHSI

an amount equal to the tax liability of the member computed as if the member had filed separate federal, state and local tax returns. To the extent a member's losses or tax credits are utilized on the consolidated returns, HHSI is to pay the member the amount of the tax savings the group realized for the use of the loss or credit. All companies share in tax audit expenses and refunds of any taxes on the same basis.

MANAGEMENT AND CONTROL

Directors

Pursuant to N.J.S.A. 17:27A-4(d), the Bylaws provide that the business and affairs of the corporation shall be managed by its Board of Directors, whose number "shall be at least one, but not more than seven, as determined by the sole shareholder or the Board."

The directors shall be elected at each annual meeting of the sole shareholder to hold office until the next annual meeting of the sole shareholder. Each qualified director shall hold office until the expiration of the term for which he or she is elected and until such director's successor has been elected and qualified, or until his or her earlier death, resignation, retirement or removal from office.

A quorum of the Board is defined as a majority of the entire Board "but a lesser number may adjourn from time to time until a quorum is present."

Directors serving as of December 31, 2020, were as follows:

<u>Name</u>	<u>Principal Occupation</u>
Gary D. St. Hilaire (Chair)	Chief Executive Officer, Horizon Blue Cross Blue Shield of New Jersey
Christopher M. Lepre	Executive Vice President, Horizon Blue Cross Blue Shield of New Jersey
Douglas R. Simpson	Senior Vice President, Horizon Blue Cross Blue Shield of New Jersey

Officers

The Bylaws provide that the officers of the Company "shall be a Chairman, Chief Executive Officer, President, Secretary, and Treasurer, all of whom shall be elected by the Board and who shall hold office, subject to the Bylaws, until their successors are elected and qualified". Except for the Chairman, none of the officers of the Corporation need be directors. One person may hold two or more offices, except for the offices of Secretary and Treasurer. Vacancies occurring among the officers may be filled by the Board.

Officers of the Company as of December 31, 2020, were as follows:

<u>Name</u>	<u>Principal Occupation</u>
Gary D. St. Hilaire	Chair
Christopher M. Lepre	Chief Executive Officer and President

Douglas R. Simpson

Chief Financial Officer and Treasurer

Linda A. Willett

Secretary

Committees

As of December 31, 2020, the ultimate controlling parent (HHSI) had established the following committees of the HHSI Board of Directors for the primary oversight of the Group as follows:

Audit, Compliance and Risk Committee

Joanne Pace (Chair)
Laurence M. Downes
Aristides W. Georgantas
Carlos A. Medina
Michelle Gourdine

Finance and Investment Committee

Aristides W. Georgantas (Chair)
Leonard G. Feld
Brian M. Kinkead
Joanne Pace

Governance Committee

Leonard S. Coleman, Jr. (Chair)
Laurence M. Downes
Aristides W. Georgantas
Brian M. Kinkead
Carlos A. Medina

Personnel and Compensation Committee

Laurence M. Downes (Chair)
Carlos A. Medina
Joanne Pace
Leonard S. Coleman, Jr.

N.J.S.A. 17:27A-4d (3) states as follows: "Not less than one-third of the directors of a domestic insurer, and not less than one-third of the members of each committee of the board of directors of any domestic insurer, shall be persons who are not officers or employees of that insurer or of any entity controlling, controlled by, or under common control with, that insurer and who are not beneficial owners of a controlling interest in the voting securities of that insurer or any such entity. At least one such person shall be included in any quorum for the transaction of business at any meeting of the board of directors or any committee thereof."

N.J.S.A. 17:27A-4d (4) states as follows: "The board of directors of a domestic insurer shall establish one or more committees comprised solely of directors who are not officers or employees of the insurer or any entity controlling, controlled by or under common control with, the insurer and who are not beneficial owners of a controlling interest in the voting securities of the insurer or any such entity. The committee shall be responsible for recommending the selection of independent certified public accountants, reviewing the insurer's financial condition, the scope and results of the independent audit and any internal audit, nominating candidates for director for election by shareholders or policyholders, evaluating the performance of officers deemed to be the principal officers of the insurer and recommending to the board of directors the selections and compensation, including bonuses or other special payments, of the principal officer."

N.J.S.A. 17:27 A-4d (5) states as follows: "The provisions of paragraphs (3) and (4) of this subsection shall not apply to a domestic insurer if the person controlling the insurer is an entity having a board of directors and committees thereof that substantially meet the requirements of those paragraphs."

The company's parent, Horizon Healthcare Services, Inc. has a board of directors and committees that substantially meet the requirements of N.J.S.A 17:27 A paragraphs (3) and (4), therefore, these sections do not apply to the Company.

POLICY ON CONFLICT OF INTEREST

The Company had an established written procedure for disclosure to its Board of Directors of any material interest or affiliation on the part of any of its officers, directors, or responsible employees which was in or was likely to conflict with the official duties of such person. Written disclosures made during the period of examination were reviewed without exception.

FIDELITY BOND AND OTHER INSURANCE COVERAGES

The Company's parent, on behalf of itself and its affiliated subsidiaries, is protected against loss or damage by various insurance coverages in amounts deemed sufficient to protect the interests of the Company. Coverages are obtained in the commercial insurance market.

As of December 31, 2020, the Company's parent had in effect a Financial Institution Bond in the amount of \$15,000,000 with an aggregate limit of \$30,000,000."

All policies cover the covered Horizon group entities (except as otherwise provided below). The major insurance coverages on December 31, 2020, were as follows:

- Cyber Insurance
- Managed Care Errors and Omissions
- Directors and Officers
- Property Coverage
- General Liability and Excess Liability Programs
- Fiduciary Liability
- Fidelity and Electronic Crime Coverage
- Workers Compensation (except Healthier New Jersey Insurance Company)
- Auto and Fitness Center Insurance (except Healthier New Jersey Insurance Company)

TERRITORY AND PLAN OF OPERATION

The Company is a dental health maintenance organization domiciled in the State of New Jersey.

REINSURANCE

The Company maintains a 100% quota share reinsurance agreement with HHSI. Under the provisions of this agreement, HHD cedes to HHSI, 100% of the liability related to certain Specialty Dental Services, which are not covered by HHD's Primary Providers.

ACCOUNTS AND RECORDS

General

The Company is headquartered in Newark, New Jersey, where the corporate records are maintained. The accounting system consists of a general ledger, journals, registers, and statistical records normally maintained by a health insurance company. Most of the records are maintained on a network server-based environment. Data from the network servers is used by the Company to prepare annual and quarterly statement exhibits, schedules, and other financial statements.

The Company retained the services of a certified public accounting firm, Ernst & Young LLP (EY), to audit its financial records for the years under review, 2016 through 2020. An unqualified opinion was rendered for those years by EY. The firm allowed the examiners access to requested work papers prepared in connection with its audits. The external audit work papers were relied upon when deemed applicable.

Evaluation of Controls in Information Technology (IT)

The IT review for this examination was performed in accordance with the NAIC Handbook which recommends a five-step process:

1. Gather Necessary Information Technology (IT) Planning Information
2. Review Information Gathered
3. Request Insurer Control Information and Complete IT Review Planning
4. Conduct IT Review Fieldwork
5. Document Results of IT Review

The examination IT work program was categorized into four sections which follows the guidance in the Financial Condition Examiner's Handbook and has been modeled after the Control Objectives for Information and Related Technology (COBIT) framework:

1. Plan and Organize (PO)
2. Acquire and Implement (AI)
3. Deliver and Support (DS)
4. Monitor and Evaluate (ME)

As part of the IT review, the examiners reviewed the Evaluation of Controls in-Information Systems Questionnaire (ISQ) as completed by the Company for the examination. The ISQ contains questions about the Company's IT controls which were mapped back to the detailed risk areas within the generic IT work program provided in Exhibit C – Part Two, the Information Technology Planning Questionnaire (ITPQ), of the current Handbook.

The review of IT controls included IT management and organizational controls; application and operating system software change controls; system and program development controls; overall systems documentation; logical and physical security controls; contingency planning; local and wide area networks, and mainframe controls.

As a result of the procedures performed, the IT examiners obtained reasonable assurance that an effective system of IT controls is in place and conducive to the accuracy and reliability of financial information processed and maintained by the Company, and that such controls are functioning as management intended. There are no items related to our review of IT controls reportable for examination purposes.

STATUTORY DEPOSITS

The Company had statutory deposits at December 31, 2020 with a fair value of \$80,092.

FINANCIAL STATEMENTS AND OTHER EXHIBITS

<u>Exhibit A</u>	Statement of Financial Position as of December 31, 2020
<u>Exhibit B</u>	Summary of Operating Results for the Five-Year Period ended December 31, 2020
<u>Exhibit C</u>	Capital and Surplus Account for the Five-Year Period Ended December 31, 2020

EXHIBIT A: Statement of Financial Position

As of December 31, 2020

	<u>Balance Per</u> <u>Examination</u> <u>12/31/20</u>	<u>Balance Per</u> <u>Company</u> <u>12/31/20</u>	<u>Examination</u> <u>Change</u>	<u>Note</u>
<u>Assets</u>				
Bonds	\$ 64,551	\$ 64,551	\$ -	
Cash and cash equivalents	5,513,789	5,513,789	\$ -	
Subtotal, cash and invested assets	\$ 5,578,340	\$ 5,578,340	\$ -	1
Investment income due and accrued	491	491	\$ -	
Uncollected premiums and agents' balances	260,205	260,205	\$ -	
Net deferred tax asset	5,213	5,213	\$ -	
Receivable from parent, subs. and affiliates	82,603	82,603	\$ -	
Health care and other amounts receivable	856,721	856,721	\$ -	
Total Assets	\$ 6,783,573	\$ 6,783,573	\$ -	
<u>Liabilities</u>				
Claims unpaid	\$ -	\$ -	\$ -	2
Accrued medical incentive pool and bonus amts	0	0	\$ -	
Unpaid claims adjustment expenses	0	0	\$ -	
Aggregate health policy reserves	734	734	\$ -	
Premiums received in advance	486,164	486,164	\$ -	
General expenses due or accrued	844,837	844,837	\$ -	
Current federal and foreign income tax payable	291,490	291,490	\$ -	
Total Liabilities	\$ 1,623,225	\$ 1,623,225	\$ -	
<u>Capital and Surplus</u>				
Common capital stock	1	1	\$ -	3
Gross paid in and contributed surplus	1,399,999	1,399,999	\$ -	
Unassigned funds (surplus)	3,760,347	3,760,347	\$ -	
Total Capital and Surplus	\$ 5,160,347	\$ 5,160,347	\$ -	
Total Liabilities, Capital and Surplus	\$ 6,783,572	\$ 6,783,572	\$ -	

EXHIBIT B: Statement of Operating Results
For the Five-Year Period Ended December 31, 2020

	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
Net premium income	\$ 14,981,333	\$ 16,175,029	\$ 16,447,728	\$ 16,622,023	\$ 16,555,470
Change in unearned premium reserves	(9)	(182)	305	164	(372)
Total Revenues	\$ 14,981,324	\$ 16,174,847	\$ 16,448,033	\$ 16,622,187	\$ 16,555,098
Hospital and Medical					
Hospital/medical benefits	12,058,864	12,942,200	12,893,590	13,394,286	13,676,416
Other professional services	0	0	0	0	0
Outside referrals					
Emergency room and out-of-area	0	0	0	0	0
Prescription drugs					
Incentive pool, withhold adjustments	0	0	0	0	0
Subtotal, Hospital and Medical	12,058,864	12,942,200	12,893,590	13,394,286	13,676,416
Less:					
Net reinsurance recoveries	0	0	0	0	0
Total Hospital and Medical	\$ 12,058,864	\$ 12,942,200	12,893,590	13,394,286	13,676,416
Claims adjustment expenses	890,397	875,666	1,185,890	1,031,433	1,579,699
General administrative expenses	1,483,202	1,202,996	1,844,288	1,361,973	2,238,924
Total underwriting deductions	14,432,463	15,020,862	15,923,768	15,787,692	17,495,039
Net underwriting gain (loss)	548,861	1,153,985	524,265	834,495	(939,941)
Net investment income earned	433	2,445	36,222	12,845	7,579
Net income before federal income tax	549,293	1,156,430	560,487	847,340	(932,362)
Federal income taxes incurred	180,079	242,831	187,624	169,650	(123,713)
Net Income	\$ 369,214	\$ 913,599	\$ 372,863	\$ 677,690	\$ (808,649)

EXHIBIT C: Capital and Surplus Account
For the Five-Year Period Ended December 31, 2020

	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
Net Income	369,214	913,599	372,863	677,690	(808,649)
Change in net deferred income tax	4,173	\$ (51,967)	\$ (46,143)	\$ 52,208	\$ 14,015
Change in nonadmitted assets	(19,872)	\$ 248,983	\$ 218,207	\$ (190,488)	\$ (84,093)
Change in Surplus as Regards Policyholders for the Year	\$ 353,515	\$ 1,110,615	\$ 544,927	\$ 539,410	\$ (878,727)
Surplus as Regards Policyholders December 31, Previous Year	\$ 4,806,832	\$ 3,696,216	\$ 3,151,290	\$ 2,611,880	\$ 3,490,607
Surplus as Regards Policyholders December 31, Current Year	\$ 5,160,347	\$ 4,806,831	\$ 3,696,217	\$ 3,151,290	\$ 2,611,880

NOTES TO THE FINANCIAL STATEMENTS

Note 1 – Invested Assets

At December 31, 2020, HHD reported assets for bonds, cash, cash equivalents and short-term investments of \$5,578,340, which was accepted for purposes of this examination.

Note 2 – Claims Unpaid and Unpaid Claims Adjustment Expenses

At December 31, 2020, the Company reported a net liability for Claims Unpaid of \$0.

The actuarial review of Claims Unpaid was performed by Baker Tilly US in conjunction with this risk focused examination. The Claims Unpaid liability is established for claims incurred on or before, but not paid as of December 31, 2020. This liability includes future claim payments for known claims and for incurred but not reported claims.

The Baker Tilly Actuarial Conclusions Report was reviewed by the Health Actuarial Division of the NJDOBI, and the amounts concluded within were accepted for the purposes of this examination.

Note 3 – Capital and Surplus

Common Capital Stock

As of December 31, 2020, the capital stock of \$1. Per its certificate of incorporation, the Company shall have authority to issue 1,000 shares, \$0.01 par value per share, designated as common stock. As of 12/31/2020, the Company reports 100 shares issued and outstanding.

Gross Paid In and Contributed Surplus

The Company reported gross paid in and contributed surplus in the amount of \$1,399,999 at December 31, 2020.

Unassigned Funds (Surplus)

The Company reported an amount of unassigned funds at December 31, 2020 of \$3,760,347.

The Company's reported annual statement capital and surplus for year end 2020 was \$5,160,347, therefore, the Company is in compliance with N.J.S.A. 17B:18-68(b) for year-end 2020.

SUMMARY OF RECOMMENDATIONS

There were no recommendations as a result of this examination.

SUBSEQUENT EVENTS

There were no material subsequent events noted.

CONCLUSION

A regular statutory condition examination was conducted by the undersigned with the assistance of contract examiners of Baker Tilly US, LLP.

The examination and audit was conducted remotely. The courteous assistance and cooperation of the Company's officers and employees is acknowledged.

Respectfully Submitted,



James B. Morris, CPA, CFE, CGMA, CICA
Examiner-in-Charge
Representing the State of New Jersey Department of Banking and Insurance
Office of Solvency Regulation



Nancy Lee Chice, CFE
CFE Reviewer - Supervisor
New Jersey Department of Banking and Insurance

HORIZON HEALTHCARE DENTAL, INC.

The undersigned hereby certifies that an examination has been made of Horizon Healthcare Dental, Inc. and the foregoing report is true to the best of my knowledge and belief.

Respectfully submitted,



James B. Morris, CPA, CFE, CGMA, CICA
Examiner-In-Charge
Baker Tilly US LLP



Nancy Lee Chice, CFE
CFE Reviewer - Supervisor
New Jersey Department of Banking and Insurance

State of New Jersey
County of Mercer

Subscribed and sworn to before me, on this 28th day of September 2022



Notary Public of New Jersey

My commission expires: July 2025