

Gainwell Technologies LLC

Response to the State of Indiana Department of Administration on
Behalf of the Family and Social Services Administration Office of
Medicaid Policy and Planning

Medicaid Management Information System Maintenance and Operations and Medicaid Business Operations

Request for Proposal 22-70376



Business Proposal – Redacted

March 8, 2022

3:00 p.m. Eastern Time



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**22-70376 BUSINESS PROPOSAL
ATTACHMENT E**

Instructions: Please provide answers in the shaded areas to all questions. Reference all attachments in the shaded area.

Business Proposal

- 2.3.1 General (optional)** - Please introduce or summarize any information the Respondent deems relevant or important to the State's successful acquisition of the products and/or services requested in this RFP.

2.3 Business Proposal

Gainwell presents its qualifications for the RFP-described services in the subsections below.

2.3.1 General Introduction and High-Level Summary

The State of Indiana Family and Social Services Administration's (FSSA) Office of Medicaid Planning and Policy (OMPP) seeks a highly qualified contractor for the Medicaid Management Information System (MMIS) Maintenance and Operations (M&O) and Medicaid Business Operations program. FSSA's objective is to continue operations and maintenance of the Indiana MMIS, introducing operational efficiencies and performance improvements while maintaining fiscal responsibility.

Gainwell Technologies LLC (Gainwell) and our dedicated Indiana account team are excited to offer a solution that enhances service to members and providers, empowers program administrators to respond quickly to program changes, and improves business processes. In 1991, FSSA and Gainwell began our journey together. Throughout the ensuing 31 years, we have worked together toward MMIS modernization and Medicaid Information Technology Architecture (MITA) maturity, and we look forward to continuing that momentum — all with a focus on improving the lives of Indiana citizens.

As the incumbent, we are uniquely positioned to continue serving members, providers, and stakeholders without disruption by capitalizing on our program experience and Indiana MMIS knowledge. With Gainwell, the State avoids risk and possible negative impacts to provider and member stakeholders typically associated with the Takeover and Transition project phases. Instead, together we will begin to positively transform operations. Rather than focusing on turnover activities, we can immediately begin implementing new innovative enhancements included in our proposal to improve provider and member service. Gainwell is prepared to begin work on these innovations upon contract approval including making sure providers and stakeholders have the training they need to take full advantage of new functionality. With a single vendor contracted for the services of this RFP, the State will not be required to concurrently manage multiple vendors for operations of the MMIS and Fiscal Agent services.

Gainwell has delivered similarly complex services to large statewide populations for the past 50 years. We understand Indiana's processes and requirements. Most importantly, we can help you achieve your goals in a fiscally responsible, accelerated, and reliable manner.

Throughout the last 50 years, our focus on best practices and service excellence in the Health and Human services industry has delivered transformational and innovative services driving our vision of shaping dynamic solutions for our market. We have continued to build and innovate our organization to focus on providing technological and operational transformations to best support Medicaid programs across the nation. From our experience with partnering with Medicaid programs in 46 states and two U.S. territories, we remain adaptable to best meet the needs of Indiana through

having access to an institution of best practices, tools, and strategies to support our clients through expected and unexpected changes. We design our products and services with our state customers in mind — and they are purpose-built for Medicaid. That is why our solutions are Medicaid Information Technology Architecture (MITA) aligned and fit to industry standards. Gainwell's experts with decades of Medicaid and HHS experience have the know-how to support successful operations and continuous improvement. Programs across the nation have turned to Gainwell to meet their modernization and modularization objectives. As a result, we are successfully implementing and operating more MMIS projects than any other organization.

2.3.1.1 History of Providing Consistent, Successful Services to Hoosiers

With more than 30 years of experience supporting Indiana Health Coverage Programs, Gainwell has provided services in the Medicaid space as your fiscal agent (FA), and we believe our success in working with Indiana and other key stakeholders gives us insight that other vendors may not have. The following are a few examples of our successful partnership with Indiana on numerous other Medicaid efforts:

- Gainwell implemented new Medicaid systems in 1995 and 2017. We have demonstrated excellent call center service to the State for the member and provider lines. Our flexibility as a partner and ability to quickly adapt to change was demonstrated during the COVID health crisis. Even during this crisis, our service delivery never faltered. We maintained service level agreements (SLAs) consistently over 98% against the 95% standard, and call center agent attendance and schedule adherence improved.
- Gainwell was instrumental in working with the State during the Healthy Indiana Plan (HIP), both HIP 1.0 and HIP 2.0 initiatives. We helped the State make this program a success by implementing the systems to make it happen on the timeline the State required. HIP 2.0 is nationally recognized for bringing innovative health coverage to hundreds of thousands of low-income and working adults through consumer-driven health care plans.
- In July 2019, the State asked Gainwell to bring the Prior Authorization and Utilization Management (PAUM) contract into the MMIS FA contract after the previous contractor notified the State they no longer wanted to provide prior authorization (PA) services. This transition was successfully completed in November 2019 within a 30-day implementation period. This project consisted of transitioning 60 employees to Gainwell as direct hires, standing up a new helpline, and implementing business operations in 30 days with no downtime during the transition.
- Gainwell also holds the contract for Premium Vendor Services (PVS), a subsystem of Indiana's MMIS. On this project, we support member administration, collections, and financial processes for Children's Health Insurance Program (CHIP) and MEDWorks members within IndianaAIM and, subsequently, CoreMMIS. We have held this contract for 17 years. During this last contract period, Gainwell implemented automated payment processing services for members using interactive voice response (IVR) and web solutions, improving member payment

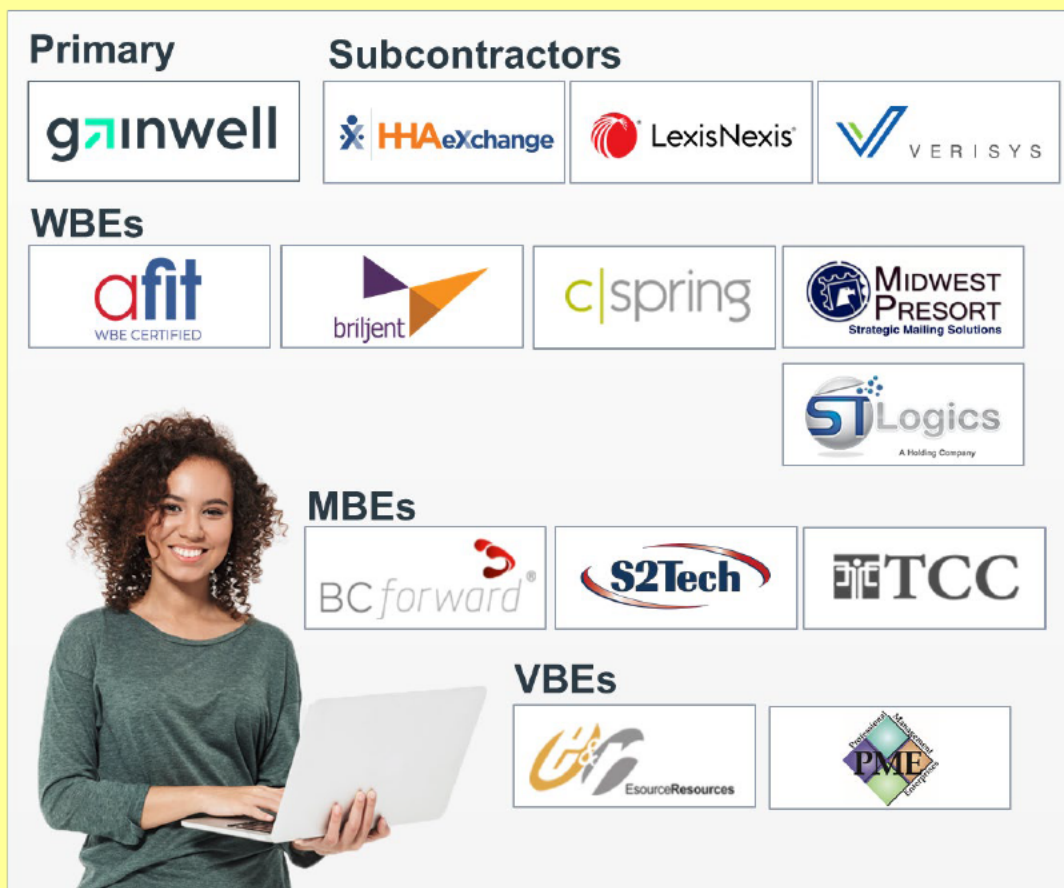
submission processes that previously consisted of mailing in payments or phoning a call center agent for payment by phone.

Further, Gainwell brings strong commitment to Indiana. As noted above, we have collaborated to support the State for more than 30 years. Today, we have 226 employees who live in Indiana and work to make the community a better place through supporting local food drives, School 49 classrooms and tutoring, Operation Backpack, the Giving Tree, Habitat for Humanity, and writing notes to our men and woman in military service.

2.3.1.2 Our Team — Providing Service Excellence for Indiana MMIS

FSSA benefits from the most valuable resource Gainwell offers — our people. Our knowledge of state Medicaid programs, processes, and systems enables us to identify personnel with the right skill sets to perform the RFP required services. Gainwell will act as the prime contractor for the project. The following figure illustrates our Team structure, including our subcontractor partners.

Figure 1. Gainwell Subcontractor Partners



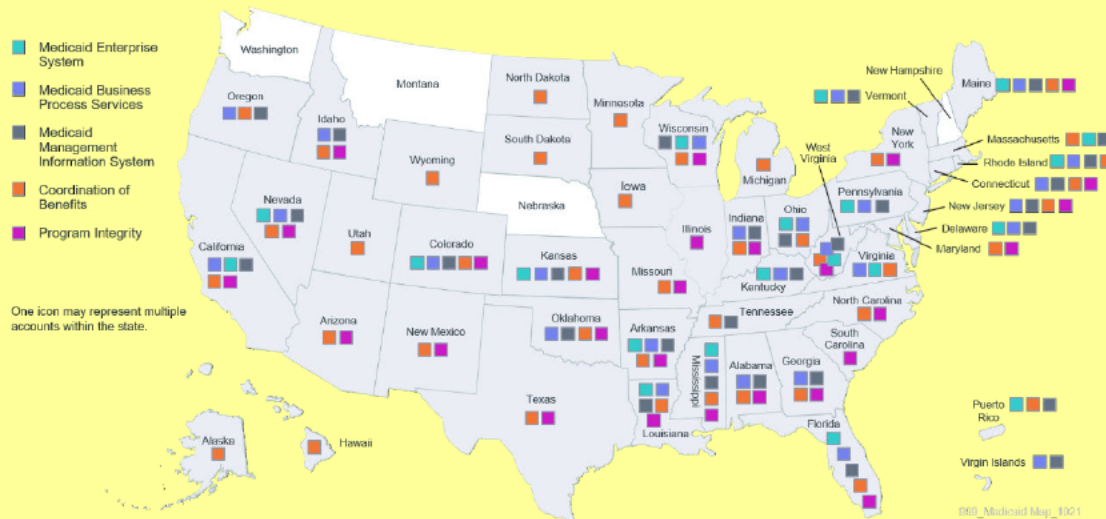
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Gainwell offers the State a stable project with the ability to gain efficiencies, leverage skillsets, and improve overall service to Indiana citizens. We present details about our subcontractors in the Business Proposal, section 2.3.10, Subcontractors, and in the

2.3.1.3 Similar Experience with Complex State Programs

Gainwell is a demonstrated industry leader in the HHS and Medicaid services space. We offer the State five decades of Medicaid experience. Our team of more than 10,000 employees provides services to State government agencies across the country. The following figure shows Gainwell's footprint across our Medicaid lines of business.

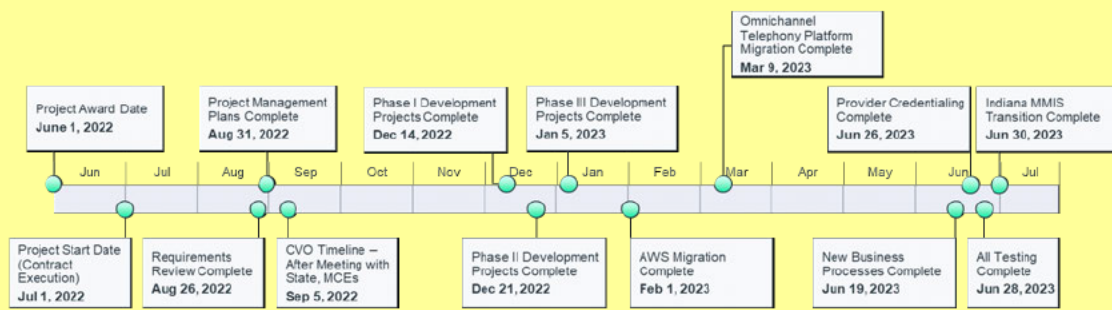
Figure 2. Gainwell's Medicaid Experience Spans the U.S.



2.3.1.4 Timeline to Deliver Services

The Gainwell Team proposes a 12-month Transition phase for the project, starting July 1, 2022, with a go-live date of June 30, 2023. The following figure depicts a high-level project timeline for the MMIS project.

Figure 3. High-Level Project Timeline



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

2.3.1.6 Value-Added Services

In addition to the developing innovations Gainwell can offer the State through its Results Accelerators, we have also expanded and improved our existing capabilities. The Value-Added Services described in this section include the more advanced products and services we have cultivated to improve the quality of support we can provide to FSSA.

We are proud of the additional value we can offer the State for this engagement, particularly through the following enhancements to our payment integrity and third-party liability (TPL) solutions. These enhancements, along with our industry-leading technology for subrogation case management and Medicaid Health Insurance Premium Payment (HIPP) program management, are detailed below:

Pre Pay Clinical Claim Review: Identifying improper payments and their respective causes is crucial to ongoing cost savings and efficient operations necessary to maintain the integrity of State Medicaid programs. Gainwell is uniquely qualified to assist in this process with our expanding Pre Pay Clinical Claim Review capabilities. Gainwell reviews 100% of your claims by applying large data sets, using clinically developed targets and innovation analytics that are continuously refined with the use of machine learning.

Gainwell's Pre-pay Clinical Claim Review solution prevents overpayments while minimizing provider abrasion, all without interfering with the prompt payment of claims. Through this advanced functionality, we initiate clinical claim reviews when data analysis identifies a potential improper payment that cannot be automatically validated. Based on the State's future needs, we are in a unique position to integrate our payment integrity solutions directly with interChange to provide more value to FSSA.

COB on Demand: Gainwell's recently added COB on Demand offering is an approach for moving coordination of benefits cost avoidance upstream. Because most Medicaid customers' annual expenditures occur within the first 60 days of enrollment, providers are often unaware of the existence of third-party coverage at the point of prior authorization and new enrollment. With this new tool, we present FSSA with the ability to obtain TPL information at the point of enrollment — before new enrollee costs are incurred or claims are paid inappropriately.

Maestro: Gainwell's Maestro Case management system for subrogation provides a web portal that allows attorneys to create and manage casualty and tort subrogation cases from start to finish. Attorneys have access to a personalized dashboard that provides a sequential listing of tasks due by the attorney or Gainwell. This portal provides attorneys with 24x7 access to case information to resolve subrogation cases as quickly as possible. The increased efficiency in resolving casualty and subrogation cases adds significant value to the State and the Indianans it serves.

2.3.1.7 Why Gainwell?

No other vendor delivers the productivity and performance – and, most importantly, the people. Our team is invested in continuing to help Indiana modernize, control costs, and improve health outcomes. We understand your mission and continue to focus our efforts on helping Indiana achieve your goals. Continuing this modernization journey with Gainwell means no disruptions or start-up in efficiently managing projects with shorter timelines and reduced total risk and costs.

Additional benefits include:

- **Cost management:** Continuing your relationship with Gainwell eliminates the need to manage multi-step, multi-vendor processes that inhibit the ability to drive cost savings.
- **Low risk:** Gainwell brings an unrivaled record of successful service delivery. The breadth of our abilities allows us to successfully handle any project, reducing the risk that comes with management of multiple vendors. By continuing with Gainwell, FSSA can eliminate the risk and cost of a takeover, stabilization, and recertification.
- **Quality assurance:** A single contract vehicle drives heightened focus on quality outcomes.

- **Diverse, Inclusive, and Customer-Centric Team:** Gainwell is committed to welcoming different ideas, ethnicities, and backgrounds; creating a more robust, bolder, and unified company based on respect and collaboration.

The following table summarizes our key differentiators and benefits for Indiana.

Table 1. Advantages of Choosing Gainwell for Indiana MMIS Services

Key Differentiators	Benefits to Indiana
Experience and relationships in Indiana	During our 31 years of service to the State, we have developed in-depth knowledge of your policies, rules, processes, and MMIS. Having implemented <i>CoreMMIS</i> in Indiana, we understand Indiana-specific rules and how to implement system changes smoothly. We have forged strong, collaborative relationships with FSSA staff and other stakeholders, and the Gainwell team is committed to serving Indiana members and providers.
Built for Medicaid	Our focus in the health and human services space is built on the foundation of delivering transformational and innovative services with 50 years of trusted expertise on best practices and service excellence, resulting in improved health and human services outcomes.
Proven record	Delivering transformational Medicaid solutions over the past 20 years, using MECT and outcomes-based certification, we have successfully brought each of our 30 Medicaid solutions to go-live and achieved 17 CMS certifications to Day One. For Indiana, we have completed two of the largest implementations to the MMIS; transitioned to ICD-10; implemented the HIPAA 5010 Transaction Standards; implemented the Healthy Indiana Plan, Hoosier Care Connect, and Hoosier Healthwise; helped Indiana mobilize efforts quickly during the COVID-19 pandemic; and quickly made necessary system changes to accommodate changes for the PHE.
Trusted partner and advisor	Trusted by 46 states and two U.S. territories, we are your reliable partner for operational excellence and innovation. We know what is at stake for your organization and have the experience, scalability, and resources with the vision of the future to meet your program's current needs and future goals.
Accelerated results/unparalleled advantage	Gainwell has accompanied Indiana on its transformation journey for more than three decades. By partnering with Gainwell, Indiana can achieve critical continuity and keep modernization in motion, moving forward with a stable, certified system. Rather than delaying progress during a transition year, Indiana can concentrate on innovation, enhancements, and increased automation for an unparalleled advantage.
Proactive innovation	Gainwell's Results Accelerator Program, an initiative led by a cross-functional group of teams, identifies challenges faced by our customers and aims to create meaningful, results-driven solutions within a 90-day "sprint." Our key objective is to deliver enhanced health and human services outcomes to the recipients our customers serve.

2.3.2 Respondent's Company Structure - Please include in this section the legal form of the Respondent's business organization, the state in which formed (accompanied by a certificate of authority), the types of business ventures in which the organization is involved, and a chart of the organization. If the organization includes more than one (1) product division, the division responsible for the development and marketing of the requested products and/or services in the United States must be described in more detail than other components of the organization. Please enter your response below and indicate if any attachments are included.

2.3.2 Gainwell's Company Structure

Legal Form of Gainwell's Business Organization

Gainwell Technologies LLC is the entity bidding on the State of Indiana Family and Social Services Administration Medicaid Management Information System (MMIS) Maintenance and Operations (M&O) and Medicaid Business Operations RFP-22-70376. Gainwell is a private limited liability company.

State in Which Formed

Gainwell was formed in the State of California. For the certificate of authority, please refer to Business Proposal Appendix, Tab 1. Certificate of Authority.

Gainwell's Business Ventures

Gainwell is the leading provider of business process services and technology solutions that are vital to the administration and operations of health and human services (HHS) programs. Gainwell has more than 50 years of proven experience, a reputation for service excellence, and unparalleled industry expertise. We offer customers innovative, scalable, and flexible solutions for their most complex challenges. These capabilities make us a trusted partner for organizations seeking reliability, innovation, and transformational outcomes.

Gainwell's mission is to empower our customers through business process services, including eligibility services and technology to deliver HHS programs that enable successful outcomes. Our solutions are of the following types:

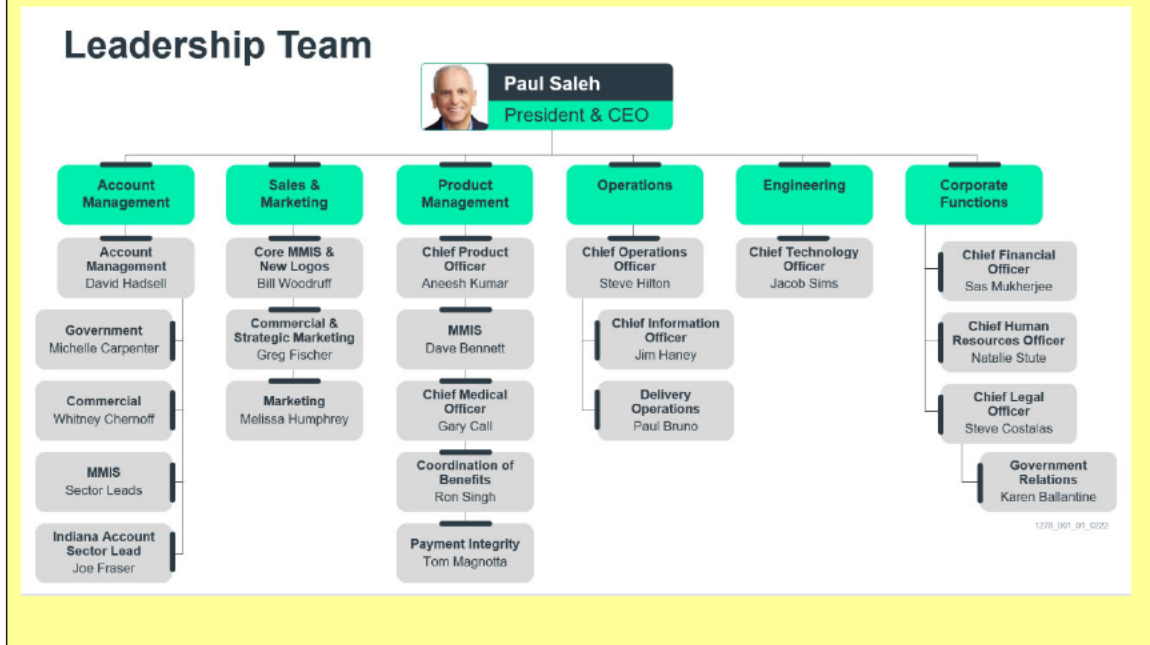
- **Human Services.** States can increase process efficiencies, improve operational agility, and pave the way for innovations in human services programs with our solutions for:
 - Temporary Assistance for Needy Families (TANF), Supplemental Nutrition Assistance Program (SNAP), Medicaid, and other human services programs
 - Women, Infants, and Children (WIC) Services
 - Early Intervention Solution
- **Medicaid.** This Gainwell division is responsible for development and marketing of requested products and/or services in the United States. Gainwell Medicaid solutions provide customers with complete support for managing Medicaid processes. Gainwell understands the business of Medicaid. From modular commercial off-the-shelf (COTS)-based services to healthcare portals with role-based access and cross-system interoperability, we help states address the evolving landscape. Our solutions cover each aspect of the Medicaid value chain to help drive better outcomes.
 - **Medicaid Management Solutions.** States can accelerate claims processing, support value-based care, and control escalating costs with our comprehensive and integrated suite of solutions that orchestrate workflow and task management:

- Care Management Service
 - Claims, Encounters, and Financial Service
 - Drug Rebate Service
 - Electronic Visit Verification
 - Fraud and Abuse Service
 - Healthcare Portals
 - inSight Analytics
 - interChange Healthcare Administration Platform and Integrated Solution
 - Interoperability Solutions
 - Managed Care Service
 - Pharmacy Service
 - Premium Vendor Services
 - Program Integrity Service
 - Provider Service
 - Third-Party Liability Service
- **Public Health.** States can achieve safer, healthier outcomes through more effective information systems that drive better decision making for individuals and the communities in which they live.
 - **Technology Services.** We help states discover modern IT solutions designed to support interoperability and agility, featuring scalable delivery and a flexible architecture to support delivering the services that matter most:
 - Analytics
 - Applications
 - Business Process Services
 - Cloud
 - Infrastructure and Application Support

Gainwell High-Level Organization Chart

Gainwell's company organization is depicted in the figure below.

Figure 4. Gainwell Organization Chart



2.3.3 Respondent's Diversity, Equity and Inclusion Information - With the Cabinet appointment of a Chief Equity, Inclusion and Opportunity Officer, on February 1, 2021, the State of Indiana sought to highlight the importance of this issue to the state. Please share leadership plans or efforts to measure and prioritize diversity, equity, and inclusion. Also, what is the demographic compositions of Respondents' Executive Staff and Board Members, if applicable.

2.3.3 Diversity, Equity, and Inclusion Information

Diversity, equity, and inclusion are critical to Gainwell's success and competitiveness. We make particular efforts to make employees feel they belong and are respected, which leads to employees feeling valued and, in turn, respecting our customers. Our employees and our customers will participate in the State's efforts to promote the delivery of services in a culturally competent, professional, and customer-friendly manner.

Our staff are continually trained on our Code of Business Conduct learning modules, which cover diversity, nondiscrimination, and other social justice and equality topics. Gainwell also makes available, through our training platform Gainwell University, training on topics such as inclusion, teamwork, and communication. Gainwell's Indiana management team tracks employees' training completion when onboarded and ongoing, while the leaders support and model what is learned.

Gainwell will participate in the State's efforts to promote the delivery of services professionally. We hired a Head of Diversity, Equity, and Inclusion to spearhead our diversity efforts and continue to develop our diversity and inclusion plan. This plan is modeled through our Diversity and Inclusion Council, employee resource groups (such as the Women's Opportunity Network, Pride, Unidos, Mosaic, and Veterans and supporters) comprising employee volunteers who embed diversity and inclusion practices throughout our culture.

Gainwell has a diversity recruiting strategy specific to military veterans, military spouses, historically black colleges and universities, and Hispanic professional associations. Specific measures and metrics we monitor include gender and race/ethnicity across various categories such as new hires, leadership roles, promotions, attrition, and our overall workforce. Currently, 38% of our executive team and board members are ethnically and racially diverse. Across Gainwell's leadership roles, women represent 51% of leadership and managerial positions.

2.3.4 Company Financial Information - This section must include documents to demonstrate the Respondent's financial stability. Examples of acceptable documents include most recent Dunn & Bradstreet Business Report (preferred) or audited financial statements for the two (2) most recently completed fiscal years. If neither of these can be provided, explain why, and include an income statement and balance sheet, for each of the two most recently completed fiscal years.

If the documents being provided by the Respondent are those of a parent or holding company, additional information should be provided for the entity/organization directly responding to this RFP. That additional information should explain the business relationship between the entities and demonstrate the financial stability of the entity/organization which is directly responding to this RFP.

2.3.4 Gainwell's Financial Information

Gainwell Technologies, an independent private company, was founded on October 1, 2020. Gainwell was created through the sale of DXC Technology's State & Local Health and Human Services business to an affiliate of Veritas Capital Fund Management, L.L.C., creating a standalone company. Veritas is a leading private investment firm that invests in companies that provide critical products and services, primarily technology and technology enabled solutions, to government and commercial customers worldwide, including those operating in the healthcare, aerospace and defense, software, national security communications, energy, government services, and education industries.

Gainwell has been building our reputation as a valued partner to state and local governments for more than 50 years. Our IT solutions support the delivery of vital public health and human services programs to the communities our clients serve. Today we are a market leader recognized for service excellence coupled with unparalleled expertise, IP, and strong connections with our customers and policy decision makers.

Gainwell is a financially sound, independent company with stability and solvency appropriate to the requirements of this solicitation. We had revenue in excess of \$1.4 billion for fiscal year 2020. Gainwell's revenue for fiscal year 2021 was in excess of \$2.0 billion. The last twelve-months revenue ending in December 2021 (Q3 of FY 2022) was just under \$2.2 billion.

Dun and Bradstreet Business Report

Gainwell Technologies LLC's Dun and Bradstreet Number is 12-588-4336. We include the January 2022 Dun and Bradstreet report, which includes the Comprehensive Insight Plus Report, Business Information Report, and Credit eValuator Report, in the Business Proposal Appendix Tab 2. Gainwell Dun and Bradstreet Report.

Financial Statements

Gainwell Holding Corp. is an independent private company, founded on October 1, 2020, through the sale of DXC Technology's State & Local Health and Human Services (HHS) business to an affiliate of Veritas Capital Fund Management, L.L.C.

Before October 1, 2020, DXC included the HHS business which is now Gainwell Holding Corp in their Consolidated Financial Statements. The six-months ended 31 March 2021 was Gainwell's first fiscal period operating as a standalone entity, following the separation from DXC Technology.

Gainwell acquired HMS Holdings Corp. (HMS), an industry-leading healthcare technology, analytics, and engagement solutions provider on April 1, 2021.

Gainwell is a private company and as such we are not obligated to include a quarterly review by independent auditors. The following quarterly reports are not audited; however, they are reviewed with high level of scrutiny because we provide the reports to our investor community.

Considering the timeline above, attached are the following reports:

Fiscal Year	Time Period	Company	Deliverable Type
2019	4/1/18 – 3/31/19	DXC Technology	Audited Annual Report
2019	1/1/19 – 12/31/19	Health Management Systems	Audited Annual Report
2020	4/1/19 – 3/31/20	DXC Technology	Audited Annual Report
2020	1/1/20 – 12/31/20	Health Management Systems	Audited Annual Report
2021	4/1/20 – 6/30/20	DXC Technology	Unaudited Q1 Report
2021	7/1/20 – 9/30/20	DXC Technology	Unaudited Q2 Report
2021	10/1/20 – 3/31/21	Gainwell Holding Corp	Audited Q3 and Q4 Report
2022	4/1/21 – 6/30/21	Gainwell Holding Corp	Unaudited Q1 Report
2022	7/1/21 – 9/30/21	Gainwell Holding Corp	Unaudited Q2 Report

These reports are presented in the Business Proposal Appendix, Tab 3. Gainwell Financial Information.

2.3.5 Integrity of Company Structure and Financial Reporting - This section must include a statement indicating that the CEO and/or CFO, of the responding entity/organization, has taken personal responsibility for the thoroughness and correctness of any/all financial information supplied with this proposal. The areas of interest to the State in considering corporate responsibility include the following items: separation of audit functions from corporate boards and board members, if any, the manner in which the organization assures board integrity, and the separation of audit functions and consulting services. The State will consider the information offered in this section to determine the responsibility of the Respondent under IC 5-22-16-1(d).

2.3.5 Company Structure and Financial Reporting

Gainwell's Chief Financial Officer (CFO) Sas Mukherjee is responsible for the thorough preparation and fair presentation of the financial information supplied with this proposal. Gainwell's practices in the ordinary course of its business include the design, implementation, and maintenance of relevant internal controls, the separation of audit functions from board functions, the manner in which Gainwell assures board integrity, and the separation of audit functions and consulting services.

Through the company structure outlined in the organization chart in Section 2.3.2, Respondent's Company Structure, Gainwell provides complete separation of duties as required by Indiana and the other states we serve. Company business operations are kept separate from the divisions of Finance, General Counsel, and Human Resources. These divisions are intentionally kept apart from the account delivery teams. Additionally, we use separate third-party auditing firms for our company finances and delivery operations, such as the Statement on Standards for Attestation Engagements No. 18 (SSAE 18).

At Gainwell, our people work hard every day to establish and maintain a culture of performance with integrity. Together, we strive for high integrity and high performance, firm in our belief that the achievement of one without the other is undesirable and unacceptable. Knowing that integrity matters — that, indeed, we care as much about how we achieve as what we achieve — reassures our customers, business partners, employees, and stakeholders that they can be proud of their Gainwell association and rewarded for the trust they extend us.

For these reasons and more, each member of our leadership team affirms their personal commitment to our values and mission and provides a strong culture of integrity for the State of Indiana.

2.3.6 Contract Terms/Clauses - Please provide the requested information in RFP Section 2.3.6.

2.3.6 Contract Terms/Clauses

Gainwell has completed a thorough review of the State of Indiana RFP; specifically, the sample contract in RFP Attachment B. To streamline potential future negotiation, Gainwell would appreciate the opportunity to discuss the following item with DFR. Where applicable, we have provided exceptions to the non-mandatory contract clauses for the State's consideration. Gainwell accepts the non-mandatory contract clauses (Professional Services Contract, Attachment B) not included in this document.

Table 2. Gainwell Exceptions to Attachment B, Professional Services Contract

Page	Section	Clause Under Consideration	Proposed Alternative Language
21	New Section 52	Limitation of Liability	Notwithstanding anything to the contrary in this Contract, in no event will the Contractor's liability to the State, whether in contract (including any indemnity obligations) or in tort, breach of privacy obligations according to Section 12 (Confidentiality, of State Information), for any action arising out of or relating to Contractor's performance or nonperformance, under this Contract, in the aggregate, exceed the fees paid by the State to the Contractor, for the life of the Contract. This section does not apply to damages for the following: a. Payments for patents and copyright indemnification; or b. Bodily Injury (including death), and damage to real property and tangible personal property. In no event will the measure of damages payable by either party include, nor will either party be liable for, any amounts for loss of income, profit or savings or indirect, incidental, consequential, exemplary, punitive or special damages of any party, including third parties, even if such party has been advised of the possibility of such damages in advance and all such damages are expressly disclaimed.
21	New Section 53	Excused Failure to Perform	<p>Neither Party will be in breach of this Contract (including, in the case of Contractor, in respect of any Performance Standards or Service Levels), and each Party will be excused from, and will not be liable for, delays or failures to perform, to the extent caused or contributed by:</p> <p>a) acts or omissions of the other Party, the other Party's subcontractors, users, or other agents or third parties under the control of the other Party, or</p> <p>b) subject to Article 20, a Force Majeure Event, or while the parties are operating under a disaster recovery plan</p> <p>To the extent such delay or failure to perform has been caused or contributed by an act or omission of the State, its subcontractors, users, or other agents</p>

or third parties under the State's control, or a Force Majeure Event, Contractor will be entitled to additional time to perform its affected obligations as reasonably necessary to overcome the effects of the State delay, failure to perform, or Force Majeure Event.

2.3.7 References - Reference information is captured on **Attachment H** Respondent should complete the reference information portion of the **Attachment H** which includes the name, address, and telephone number of the client facility and the name, title, and phone/fax numbers of a person who may be contacted for further information if the State elects to do so. The rest of **Attachment H** should be completed by the reference and **emailed DIRECTLY** to the State. The State should receive three (3) **Attachment Hs** from clients for whom the Respondent has provided products and/or services that are the same or similar to those products and/or services requested in this RFP. **Attachment H** should be submitted to idoareferences@idoa.in.gov. **Attachment H** should be submitted no more than ten (10) business days after the proposal submission due date listed in Section 1.24 of the RFP. Please provide the customer information for each reference.

Customer 1	
Legal Name of Company or Governmental Entity	Maine Department of Health and Human Services
Company Mailing Address	109 Capitol Street, 11 State House Station
Company City, State, Zip	Augusta, Maine 04333
Company Website Address	https://www.maine.gov/hdds/
Contact Person	Stephen Turner
Contact Title	Contracts Manager
Company Telephone Number	(207) 287-3828
Company Fax Number	(207) 287-3005
Contact E-mail	Stephen.turner@maine.gov
Industry of Company	Health and Human Services
Customer 2	
Legal Name of Company or Governmental Entity	West Virginia Department of Health and Human Resources
Company Mailing Address	One Davis Square, Suite 100 East
Company City, State, Zip	Charleston, West Virginia 25301
Company Website Address	https://dhhr.wv.gov/Pages/default.aspx
Contact Person	Sarah Young

Contact Title	West Virginia BMS Deputy Commissioner
Company Telephone Number	(304) 558-1700
Company Fax Number	N/A
Contact E-mail	Sarah.K.Young@wv.gov
Industry of Company	Health and Human Services
Customer 3	
Legal Name of Company or Governmental Entity	Connecticut Department of Social Services
Company Mailing Address	699 Middle Turnpike E
Company City, State, Zip	Manchester, Connecticut 06040
Company Website Address	https://portal.ct.gov/DSS
Contact Person	Sandra Ouellette
Contact Title	Manager, Medicaid Operations
Company Telephone Number	(855) 626-6632
Company Fax Number	N/A
Contact E-mail	sandra.ouellette@ct.gov
Industry of Company	Health and Human Services
Customer 4	
Legal Name of Company or Governmental Entity	Puerto Rico Department of Health
Company Mailing Address	Metro Office Park Fluor Bldg., Street 2 #14, #501
Company City, State, Zip	Guaynabo, Puerto Rico 00968
Company Website Address	https://www.fns.usda.gov/contact/puerto-rico-department-health
Contact Person	Alexander Quevedo
Contact Title	State HIT Coordinator
Company Telephone Number	(787) 765-2929 x6702
Company Fax Number	(636) 812-0076
Contact E-mail	alexander.quevedo@salud.pr.gov
Industry of Company	Health and Human Services

2.3.8 Registration to do Business – Per RFP 2.3.8, Respondents providing the products and/or services required by this RFP must be registered to do business by the Indiana Secretary of State. The Secretary of State contact information may be found in Section 1.18 of the RFP. This process must be concluded prior to contract negotiations with the State. It is the successful Respondent's

responsibility to complete the required registration with the Secretary of State. Please indicate the status of registration, if applicable. Please clearly state if you are registered and if not provide an explanation.

2.3.8 Registration to Do Business

Gainwell currently has business operations in the State of Indiana and is registered to do business with the State. We have followed each necessary step to comply and understand our obligations for registration.

Our Indiana Secretary of State's Business ID is 202004231386794. A copy of Gainwell's Secretary of State Certificate is included in the Business Proposal Appendix, Tab 4. Secretary of State Business Registration.

- 2.3.9 Authorizing Document** - Respondent personnel signing the Executive Summary of the proposal must be legally authorized by the organization to commit the organization contractually. This section shall contain proof of such authority. A copy of corporate bylaws or a corporate resolution adopted by the board of directors indicating this authority will fulfill this requirement. Please enter your response below and indicate if any attachments are included.

2.3.9 Authorizing Document

President and CEO Paul Saleh is authorized to commit Gainwell Technologies to its representations and certifies that the information offered in this bid response meets all general conditions. Mr. Saleh has signed the Executive Summary that contains information for the principal point of contact for this proposal, Mr. Jonas Shoor, along with his address, telephone number, and email address.

In accordance with this requirement, RFP Section 2.3.9, Authorizing Document, the Executive Summary contains Gainwell's Bidder ID #, FEIN, Type of Business, and North American Industry Classification System (NAICS) Code.

- 2.3.10 Subcontractors** - The Respondent is responsible for the performance of any obligations that may result from this RFP and shall not be relieved by the non-performance of any subcontractor. Any Respondent's proposal must identify all subcontractors and describe the contractual relationship between the Respondent and each subcontractor. Per instructions in **Attachment J**, either a copy of the executed subcontract or a letter of agreement over the official signature of the firms involved must accompany each proposal.

Any subcontracts entered by the Respondent must be in compliance with all State statutes and will be subject to the provisions thereof. For each portion of the proposed products and services to be provided by a subcontractor, the technical proposal must include the identification of the functions to be provided

by the subcontractor and the subcontractor's related qualifications and experience.

The combined qualifications and experience of the Respondent and any or all subcontractors will be considered in the State's evaluation. The Respondent must furnish information to the State as to the amount of the subcontract, the qualifications of the subcontractor for guaranteeing performance, and any other data that may be required by the State. All subcontracts held by the Respondent must be made available upon request for inspection and examination by appropriate State officials, and such relationships must meet with the approval of the State.

The Respondent must list any subcontractor's name, address, and the state in which formed that are proposed to be used in providing the required products and/or services. The subcontractor's responsibilities under the proposal, anticipated dollar amount for subcontract, subcontractor's form of organization, and an indication from the subcontractor of a willingness to carry out these responsibilities are to be included for each subcontractor. This assurance in no way relieves the Respondent of any responsibilities in responding to this RFP or in completing the commitments documented in the proposal. The Respondent must indicate which, if any, subcontractors qualify as a Minority Business Enterprise, Women's Business Enterprise, or Veteran Owned Business under IC 4-13-16.5-1 and IC 5-22-14-3.5. See Sections 1.21, 1.22 and **Attachments A/A1** for Minority, Women, and Veteran Business information.

IVOSB entities (whether a prime or subcontractor) must have a Bidder ID. If registered with IDOA, this should have already been provided (as with MWBEs). IVOSBs that are only registered with the Federal Center for Veterans Business Enterprise will need to ensure that they also have a Bidder ID provided by IDOA (please see section 2.3.7 for details).

2.3.10 Subcontractors

Gainwell is responsible for the performance of obligations that will result from this contract and will not be relieved by nonperformance of any of our subcontractors. Our proposal identifies our subcontractors, including those not listed in Attachment A and/or Attachment A1, and describes the contractual relationship between Gainwell and each subcontractor. Subcontracts entered into by Gainwell will comply with State statutes and will be subject to the provisions of those statutes. We have listed our subcontractors and the required information about them in the tables that follow this narrative description of our subcontractor management approach.

2.3.10.a Subcontractor Management Approach

Creating a solution for the Indiana FSSA MMIS Maintenance and Operations and Medicaid Business Operations Program involves choosing the right people and the right services contractors. That means we vetted vendors for specific service capabilities and reviewed their experience and ability to perform the work. Through this due diligence, Gainwell has chosen the subcontractors listed in this section as proven team members to provide professional services and meet the requirements requested in the RFP.

As the primary contractor, Gainwell accepts responsibility for the work performed by our subcontractors to support the project. Gainwell will be the single point of contact for the State, with full responsibility for meeting the State's requirements.

Gainwell is fully accountable for the actions, inactions, and performance of our subcontractors. We understand we are responsible for the work they perform. Therefore, we carefully choose which services to outsource and to whom we outsource. We will manage our subcontractors to verify they produce the same level of work the State demands of Gainwell.

We expect quality performance from our subcontractors. We will apply the same quality measures to their work as we do to our work. Through open and regularly scheduled communication — as part of our Project Management Plan during the Transition phase tasks — the subcontractor will have a clear understanding of the requirements and delivery dates.

With our subcontractors, Gainwell provides a best-in-class team that will continue to successfully integrate market-leading products and services. Our subcontractors are a critical part of the team, and we are committed to their success in delivering their respective elements of the solution. Our approach to effectively managing subcontractor relationships and achieving the mutual goal of high-quality performance for FSSA focuses on three key principles:

- **Single point of contact** — Providing the State with a single point of Gainwell contact for service delivery needs
- **The right subcontractors** — Selecting companies with the delivery strengths and proven work ethic that will deliver the best benefits to the State

- **Integration with Indiana staff** — Fully integrating subcontractor personnel into Gainwell's business processes to form a cohesive team focused on the common goal of delivering the best value to the project

2.3.10.b Proposed Major Subcontractors

As required in RFP section 2.6.4, the following sections provide information for each of Gainwell's major subcontractors: HHAeXchange, LexisNexis, and Verisys. Gainwell understands that our own experience combined with that of our subcontractors will be considered in the State's evaluation of our proposal. All subcontracts held by the Respondent must be made available upon request for inspection and examination by appropriate State officials, and such relationships must meet with the approval of the State.

In Technical Proposal Section 4.0, Gainwell provides additional detail about the functions to be provided by each subcontractor, as well as their related qualifications and experience.

HHAeXchange

Established in 2008, HHAX is a leading cloud-based healthcare Software as a Service (SaaS) vendor focused on the homecare industry and long-term services and support (LTSS). HHAX serves individuals receiving services, caregivers, families, agencies, and state staff using multiple levels of agency and self-directed care models.

The following table provides RFP-required information for HHAeXchange.

Table 3. Subcontractor – HHAeXchange

Requirement	Subcontractor Details
Proposed subcontractor's name and address	Homecare Software Solutions LLC (DBA HHAeXchange) 130 West 42 nd Street, 2 nd Floor New York, NY 10036
State of	New York
Subcontractor's responsibilities under the proposal	Electronic Visit Verification (EVV) services
Form of organization	LLC
Willingness of the subcontractor to carry out responsibilities	HHAeXchange is committed to providing EVV services to Gainwell in support of FSSA. Please see HHAeXchange's Letter of Commitment in the Business Proposal Appendix, Tab 5. Major Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.

LexisNexis

LexisNexis Risk Solutions is the national leader in Medicaid provider screening, and the company's identity data resources provide health care data intelligence solutions and services to the government, payer, provider, life sciences, and pharmacy markets.

In the following table, Gainwell provides RFP-required information for LexisNexis.

Table 4. Subcontractor – LexisNexis

Requirement	Subcontractor Details
Proposed subcontractor's name and address	LexisNexis 1000 Aldermand Drive Alpharetta, GA 30005
State of	Minnesota
Subcontractor's responsibilities under the proposal	Provider integrity screening
Form of organization	Corporation
Willingness of the subcontractor to carry out responsibilities	LexisNexis is committed to providing provider integrity screening services to Gainwell in support of FSSA. Please see LexisNexis' Letter of Commitment in the Business Proposal Appendix, Tab 5. Major Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.

Verisys

Verisys delivers a market-leading service offering that connects provider data management and governance, risk, and compliance capabilities. Verisys enables a powerful blend of innovation, data, technology, and technology-enabled services to help organizations mitigate fraud, waste, and abuse in the United States health care system.

In addition, Verisys is an independent full-service Credentials Verification Organization (CVO) certified by the National Committee for Quality Assurance (NCQA) for credentialing and recredentialing determinations, a key requirement for their ongoing Committee management and credentialing delegation oversight support services. They are very familiar with CMS requirements and serve large health plans that adhere to these market-leading requirements.

In the following table, Gainwell provides RFP-required information for Verisys.

Table 5. Subcontractor – Verisys

Requirement	Subcontractor Details
Proposed subcontractor's name and address	Verisys 9900 Corporate Campus Drive, Suite 3000 Louisville KY 40223
State of	Virginia
Subcontractor's responsibilities under the proposal	Credentialing Verification Services
Form of organization	Verisys is a Limited Liability Company, privately held as a Stone Point Capital Company

Willingness of the subcontractor to carry out responsibilities

Verisys is committed to providing credentialing services to Gainwell in support of FSSA. Please see Verisys' Letter of Commitment in the Business Proposal Appendix, Tab 5. Major Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.

Major Subcontractors' Letters of Commitment

We provide the RFP-required Letters of Commitment for each of our proposed Major Subcontractors in the Business Proposal Appendix, Tab 5. Major Subcontractors' Letters of Commitment.

2.3.10.c Proposed Diversity Subcontractors

Gainwell often works with qualified subcontractors of specialized products and services. This enables us to contract with small and diverse businesses to meet our diversity and inclusion goals. Our diversity policy provides small, minority-owned, women-owned, veteran-owned, and other underutilized businesses an equal opportunity to participate as suppliers for materials and services. Our goal is to expand the number of these businesses used and to increase the total amount of procurements awarded to these businesses. The primary objective of this policy is to increase the dollars Gainwell awards to these businesses while continuing to purchase services based on competitive technology, quality, responsiveness, delivery, and price.

Proposed Women-Owned Business Enterprise Subcontractors

To conduct the business processes for a robust MMIS project for FSSA and meet the inclusiveness goals established by Indiana, Gainwell has assembled a talented and capable group of WBE firms to compliment and complete the Gainwell Team for Indiana. The following paragraphs describe WBE firms aFit Staffing, Brilljent, CSpring, Midwest Presort, and STLogics.

aFit Staffing, Inc.

aFit Staffing, Inc, (aFit) is a WBE based in Indianapolis that is committed to being an ethical, responsive, and results-driven company that provides information technology and medical services for government projects. Over the years, aFit has developed a breadth of experience across a spectrum of customers.

The following table provides company information for aFit as required by the RFP.

Table 6. WBE Subcontractor – aFit Staffing

Requirement	Subcontractor Details
Proposed subcontractor's name and address	aFit Staffing, Inc. 8925 N. Meridian St. Suite 101 Indianapolis, IN 46260
State of	Indiana

Subcontractor's responsibilities under the proposal	Staffing and resourcing services
Anticipated dollar amount for subcontract	\$ 4,644,387
Form of organization	Corporation
Willingness of the subcontractor to carry out responsibilities	aFit Staffing is committed to providing staffing and resourcing services to Gainwell in support of FSSA. Please see aFit Staffing's Letter of Commitment in the Business Proposal Appendix, Tab 6. Diversity Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.
Subcontractor's qualification as a Minority, Women, or Veteran Owned Business under IC 4-13-16.5-1 and Executive Order 13-04 and IC 5-22-14-3.5.	aFit Staffing is a certified WBE.
IDOA Bidder ID Number	0000040063

Briljent

Briljent has a dedicated team available to recruit and hire full-time resources to support customer projects, and the company has supported the Gainwell team on Medicaid implementations in California, Kansas, Nevada, and Indiana.

The following table provides company information for Briljent as required by the RFP.

Table 7. WBE Subcontractor – Briljent

Requirement	Subcontractor Details
Proposed subcontractor's name and address	Briljent, LLC 7615 W. Jefferson Blvd. Fort Wayne, Indiana 46804
State of	Indiana
Subcontractor's responsibilities under the proposal	Staffing and resourcing services
Anticipated dollar amount for subcontract	\$ 12,348,332
Form of organization	LLC
Willingness of the subcontractor to carry out responsibilities	Briljent is committed to providing staffing and resourcing services to Gainwell in support of FSSA. Please see Briljent's Letter of Commitment in the Business Proposal Appendix, Tab 6. Diversity Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.

Subcontractor's qualification as a Minority, Women, or Veteran Owned Business under IC 4-13-16.5-1 and Executive Order 13-04 and IC 5-22-14-3.5.	Briljent is a certified WBE.
IDOA Bidder ID Number	0000002628
CSpring CSpring is an IT consulting and services firm with more than 25 years of experience providing IT solutions and expertise to clients across the United States. The four core values that drive CSpring's actions are to be committed, collaborative, consultative, and caring. The following table provides company information for CSpring as required by the RFP.	
Table 8. WBE Subcontractor – CSpring	
Requirement	Subcontractor Details
Proposed subcontractor's name and address	Critical Skills, Inc. (DBA CSpring) 9059 Technology Lane, Suite 700 Fishers, IN 46038
State of	Indiana
Subcontractor's responsibilities under the proposal	Staffing and resourcing services
Anticipated dollar amount for subcontract	\$ 1,896,960
Form of organization	S-Corp
Willingness of the subcontractor to carry out responsibilities	CSpring is committed to providing staffing and resourcing services to Gainwell in support of FSSA. Please see CSpring's Letter of Commitment in the Business Proposal Appendix, Tab 6. Diversity Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.
Subcontractor's qualification as a Minority, Women, or Veteran Owned Business under IC 4-13-16.5-1 and Executive Order 13-04 and IC 5-22-14-3.5.	CSpring is a certified WBE.
IDOA Bidder ID Number	0000021014

Midwest Presort

Since its inception in 1988, Midwest Presort has gained a reputation for providing the highest quality mailing services available in the State of Indiana by combining the latest technology with a full range of services. MPS has the staffing, equipment, and facility required to provide a customer-focused approach and to fully meet client needs.

The following table provides company information for Midwest Presort as required by the RFP.

Table 9. WBE Subcontractor – Midwest Presort

Requirement	Subcontractor Details
Proposed subcontractor's name and address	Mailing Solutions, Inc. (DBA Midwest Presort) 3169 Shadeland Ave., Suite B Indianapolis, IN 46226
State of incorporation	Indiana
Subcontractor's responsibilities under the proposal	Mailing and presort services
Anticipated dollar amount for subcontract	\$ 560,000
Form of organization	S-Corp
Willingness of the subcontractor to carry out responsibilities	Midwest Presort is committed to providing mailing and presort services to Gainwell in support of FSSA. Please see Midwest Presort's Letter of Commitment in the Business Proposal Appendix, Tab 6. Diversity Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.
Subcontractor's qualification as a Minority, Women, or Veteran Owned Business under IC 4-13-16.5-1 and Executive Order 13-04 and IC 5-22-14-3.5.	Midwest Presort is a certified WBE.
IDOA Bidder ID Number	0000000904

STLogics

STLogics is a diversified technology holding company that conducts business through owned subsidiaries. The company focuses on digital transformation, cloud enablement, RPA, and project portfolio services. STLogics uses state-of-the-art tools, technologies, and subject-matter expertise to create breakthrough business impacts by targeting innovation opportunities and by managing change effectively.

The following table provides company information for STLogics as required by the RFP.

Table 10. WBE Subcontractor – STLogics

Requirement	Subcontractor Details
Proposed subcontractor's name and address	Sahasra Technologies Corp (DBA STLogics) 1119 Keystone Way, Suite 301 Carmel, IN 46032
State of	Indiana
Subcontractor's responsibilities under the proposal	Staffing and resourcing services
Anticipated dollar amount for subcontract	\$ 12,821,744
Form of organization	Corporation
Willingness of the subcontractor to carry out responsibilities	STLogics is committed to providing staffing and resourcing services and automation solutions to Gainwell in support of FSSA. Please see STLogics' Letter of Commitment in the Business Proposal Appendix, Tab 6. Diversity Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.
Subcontractor's qualification as a Minority, Women, or Veteran Owned Business under IC 4-13-16.5-1 and Executive Order 13-04 and IC 5-22-14-3.5.	STLogics is a certified WBE.
IDOA Bidder ID Number	0000027711

Proposed Minority-Owned Business Enterprise Subcontractor

To conduct the business processes for a robust MMIS project for FSSA and meet the inclusiveness goals established by Indiana, Gainwell has selected talented and capable MBE firms to compliment and complete the Gainwell MMIS Team for Indiana. The following paragraphs describe MBE firms *BCforward*, *S2Tech*, and *TCC*.

BCforward

Founded in 1998, *BCforward* is the largest consulting and minority-owned services and staffing firm in Indiana. Headquartered in Indianapolis, *BCforward* provides consulting, outsourcing, and co-resourcing services in systems administration, project management, software development, and strategic IT planning.

The following table provides company information for *BCforward* as required by the RFP.

Table 11. MBE Subcontractor – BCforward

Requirement	Subcontractor Details
Proposed subcontractor's name and address	Bucher & Christian Consulting, Inc. (DBA BCforward)
State of	Indiana
Subcontractor's responsibilities under the proposal	Staffing and resourcing services
Anticipated dollar amount for subcontract	\$ 19,835,656
Form of organization	S-Corp
Willingness of the subcontractor to carry out responsibilities	BCforward is committed to providing staffing and resourcing services to Gainwell in support of FSSA. Please see BCforward's Letter of Commitment in the Business Proposal Appendix, Tab 6. Diversity Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.
Subcontractor's qualification as a Minority, Women, or Veteran Owned Business under IC 4-13-16.5-1 and Executive Order 13-04 and IC 5-22-14-3.5.	BCforward is a certified MBE.
IDOA Bidder ID Number	0000006310

S2Tech

S2Tech has provided project and application support since its founding in 1997, and the company supports public and commercial health care and human services agencies across the nation.

The following table provides company information for S2Tech as required by the RFP.

Table 12. MBE Subcontractor – S2Tech

Requirement	Subcontractor Details
Proposed subcontractor's name and address	Seven Seas Technologies, Inc. (DBA S2Tech) 720 Spirit 40 Park Drive Chesterfield, MO 63005
State of	Missouri
Subcontractor's responsibilities under the proposal	Staffing and resourcing services, automation solutions
Anticipated dollar amount for subcontract	\$ 1,860,588

Form of organization	Corporation
Willingness of the subcontractor to carry out responsibilities	S2Tech is committed to providing staffing and resourcing services to Gainwell in support of FSSA. Please see S2Tech's Letter of Commitment in the Business Proposal Appendix, Tab 6. Diversity Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.
Subcontractor's qualification as a Minority, Women, or Veteran Owned Business under IC 4-13-16.5-1 and Executive Order 13-04 and IC 5-22-14-3.5.	S2Tech is a certified MBE.
IDOA Bidder ID Number	0000003570

The Consultants Consortium

TCC provides government, non-profit, and commercial organizations with cutting-edge technology and professional services. The company has a proven track record of success for large government agencies and commercial companies.

The following table provides company information for TCC as required by the RFP.

Table 13. MBE Subcontractor – TCC

Requirement	Subcontractor Details
Proposed subcontractor's name and address	The Consultants Consortium, Inc. (TCC) 1022 East 52 nd Street Indianapolis, IN 46205
State of	Indiana
Subcontractor's responsibilities under the proposal	Staffing and resourcing services
Anticipated dollar amount for subcontract	\$ 2,151,120
Form of organization	S-Corp
Willingness of the subcontractor to carry out responsibilities	TCC is committed to providing staffing and resourcing services to Gainwell in support of FSSA. Please see TCC's Letter of Commitment in the Business Proposal Appendix, Tab 6. Diversity Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.
Subcontractor's qualification as a Minority, Women, or Veteran Owned Business under IC 4-13-16.5-1 and Executive	TCC is a certified MBE.

Order 13-04 and IC 5-22-14-3.5.

IDOA Bidder ID Number 0000002478

Proposed Indiana Veteran-Owned Small Business (IVOSB) Subcontractors

To conduct the business processes for a robust MMIS Transition and Operations project for FSSA and meet the inclusiveness goals established by Indiana, Gainwell has assembled a talented and capable group of IVOSB firms to compliment and complete the Gainwell Team for Indiana. The following paragraphs provide information about IVOSB firms Esource Resources and PME.

Esource Resources

Founded in Indianapolis in 2002, Esource Resources provides high-quality, value-adding consulting services. Over the years, the company has remained dedicated to this ideal and is proud of the extensive experience it has built in providing collaborative solutions in healthcare and in the private and public sectors.

The following table provides company information for Esource Resources as required by the RFP.

Table 14. VBE Subcontractor – Esource Resources

Requirement	Subcontractor Details
Proposed subcontractor's name and address	Esource Resources LLC 7114 Lakeview Parkway W. Drive Indianapolis, IN 46268
State of	Indiana
Subcontractor's responsibilities under the proposal	Staffing and resourcing services
Anticipated dollar amount for subcontract	\$ 6,585,856
Form of organization	S-Corp
Willingness of the subcontractor to carry out responsibilities	Esource Resources is committed to providing staffing and resourcing services to Gainwell in support of FSSA. Please see Esource Resources' Letter of Commitment the Business Proposal Appendix, Tab 6. Diversity Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.
Subcontractor's qualification as a Minority, Women, or Veteran Owned Business under IC 4-13-16.5-1 and Executive Order 13-04 and IC 5-22-14-3.5.	Esource Resources is a certified IVOSB.

Professional Management Enterprises

A proven partner to Gainwell and the State, Professional Management Enterprises (PME) provides support in human capital management, business operations, organizational development, information technology, and healthcare staffing spaces. PME was founded in 2005 and offers a full menu of customizable, professional services.

The following table provides company information for PME as required by the RFP.

Table 15. VBE Subcontractor – PME

Requirement	Subcontractor Details
Proposed subcontractor's name and address	Professional Management Enterprises, Inc. 9245 N. Meridian Street, Suite 210 Indianapolis, IN 46260
State of	Indiana
Subcontractor's responsibilities under the proposal	Staffing and resourcing services
Anticipated dollar amount for subcontract	\$ 2,447,316
Form of organization	Corporation
Willingness of the subcontractor to carry out responsibilities	PME is committed to providing staffing and resourcing services to Gainwell in support of FSSA. Please see PME's Letter of Commitment in the Business Proposal Appendix, Tab 6. Diversity Subcontractors' Letters of Commitment, for indication of the company's willingness to carry out the responsibilities under this engagement.
Subcontractor's qualification as a Minority, Women, or Veteran Owned Business under IC 4-13-16.5-1 and Executive Order 13-04 and IC 5-22-14-3.5.	PME is a certified IVOSB.

2.3.10.d Subcontractor Commitment Forms A and A1

Gainwell provides both Attachment A — Minority & Women's Business Enterprises RFP Subcontractor Commitment Form and Attachment A1 — Indiana Veteran Owned Small Business Subcontractor Commitment Form, executed by Paul Saleh, Gainwell President and CEO, in the Business Proposal Appendix, Tab 7. Subcontractor Commitment Forms A and A1. Per RFP requirements to provide these forms in their

original format, Per RFP requirements, we also supply these forms in the original Word format in File 16. Gainwell Response to RFP 22-70376_Subcontractor Commitment Forms A and A1 (original Word format).

2.3.10.e IDOA-Issued Certification Letters

Gainwell provides the subcontractor Certification Letters for our M/W/VBEs in the Business Proposal Appendix, Tab 8. IDOA-Issued Certification Letters.

2.3.11 Evidence of Financial Responsibility – This section will indicate the ability to provide the mandatory evidence of financial responsibility. See Section 1.25 for details.

Notwithstanding any other provisions relating to the beginning of the term, any contract will not become effective until the evidence of financial responsibility is delivered in the correct form and amount to the address indicated in Section 1.25.

2.3.11 Evidence of Financial Responsibility

Gainwell will secure such a performance bond as required in the RFP, unless the parties agree to use other evidence of financial responsibility as approved by the State to fulfill this requirement.

2.3.12 General Information - Each Respondent must enter your company's general information including contact information.

Business Information	
Legal Name of Company	Gainwell Technologies LLC
Contact Name	Jonas Shoor
Contact Title	Director
Contact E-mail Address	jonas.shoor@gainwelltechnologies.com
Company Mailing Address	950 N. Meridian Street, Ste 1150
Company City, State, Zip	Indianapolis, IN 46204
Company Telephone Number	(617) 828-1579 (Mr. Shoor)
Company Fax Number	N/A
Company Website Address	www.gainwelltechnologies.com
Federal Tax Identification Number (FTIN)	27-1510177
Number of Employees (company)	10,000
Years of Experience	50+ years

Number of U.S. Offices	41
Year Indiana Office Established (if applicable)	1991
Parent Company (if applicable)	Gainwell Acquisition Corp
Revenues (\$MM, previous year)	\$1.42 billion
Revenues (\$MM, 2 years prior)	\$1.29 billion
% Of Revenue from Indiana customers	3.6%

- a. Does your Company have a formal disaster recovery plan? Please provide a yes/no response. If no, please provide an explanation of any alternative solution your company has to offer. If yes, please note and include as an attachment.

Disaster Recovery Plan

Gainwell has a formal disaster recovery (DR) and business continuity (BC) plan. Our backup and recovery processes promote the ability to rebound, resume operations, and minimize service disruption to solution users and stakeholders. Given the nature of this RFP, Gainwell will work with the State in supporting BC and DR at State sites. As such, we will collaborate with the State in determining our role at State-operated facilities.

As requested, Gainwell has provided a sample Disaster Recovery and Business Continuity Plan in the Business Proposal Appendix, Tab 9. Corporate Disaster Recovery Plan.

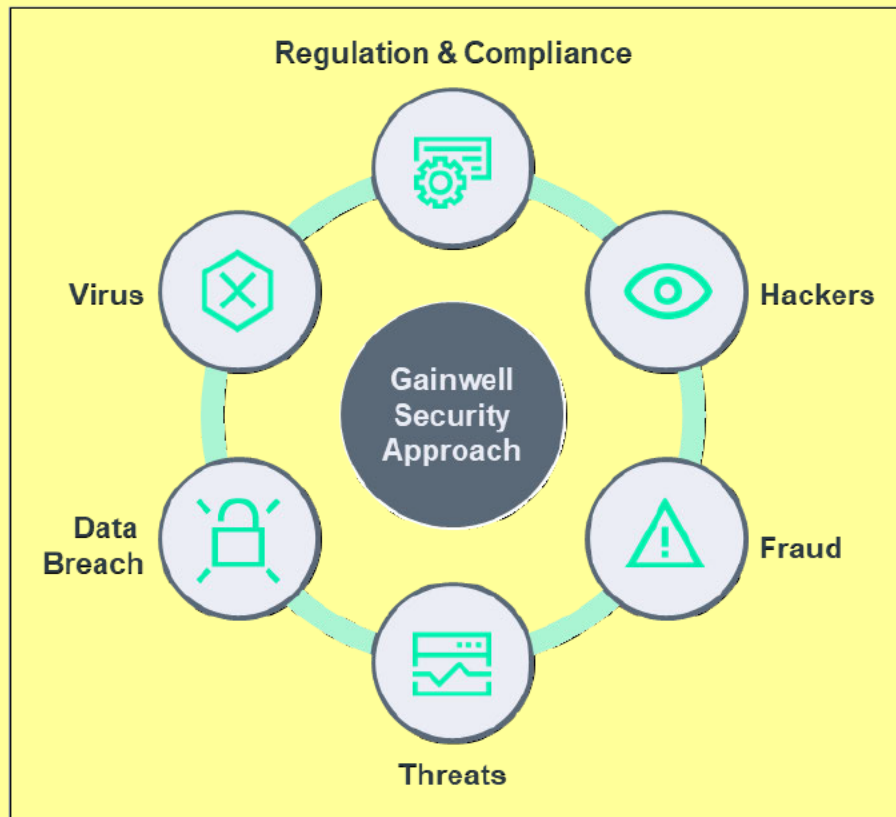
- b. What is your company's technology and process for securing any State information that is maintained within your company?

Security of State Information

To maintain effective security, access, and privacy, Gainwell incorporates adherence to security standards into each aspect of technical and administrative management of the systems, networks, and infrastructure. Our security methodology provides security planning and management of the complete process, from routine strategic planning analysis through deployment and continuing with establishment of new audits and security review analysis. Our security management offering focuses on the continuous application, analysis, and maintenance of diverse security controls.

To keep effective security mechanisms in place to protect data security and privacy, we continually monitor, review, and improve on the current processes and mechanisms. Gainwell also continually works to understand new security, access, and privacy trends and implements changes to better protect our customers and their members. Gainwell's security approach to address regulation and compliance is shown in the following figure.

Figure 5. Gainwell's Security Approach



1201_01_040_0421

Gainwell protects Medicaid data security and privacy through a series of software programs, audits, processes, and controls using stringent and proven tools and methods common across Gainwell accounts. This approach assures the State that its eligibility data is secure and protected from unauthorized access or use. We will comply with federal security policies as applicable and/or identified within the State and federal policies.

Gainwell will meet FSSA privacy and compliance requirements by continuing to protect Medicaid data, such as Protected Health Information (PHI), Personally Identifiable Information (PII), and State Sensitive Information (SSI). Safeguarding Medicaid data includes:

- Complying with State and federal guidelines regarding the protection of PHI/PII/SSI
- Making sure PHI/PII/SSI is not used or disclosed except as authorized by the State or as otherwise required under HIPAA regulations, State and federal Medicaid confidentiality standards, and other applicable State or federal law or policy
- Establishing and maintaining data security policies and procedures for the security and confidentiality of PHI/PII/SSI, for protection against anticipated threats or hazards to the security or integrity of PHI/PII/SSI, and for protection against the unauthorized access or use of PHI/PII/SSI

2.3.13 Experience Serving State Governments - Please provide a brief description of your company's experience in serving state governments and/or quasi-governmental accounts.

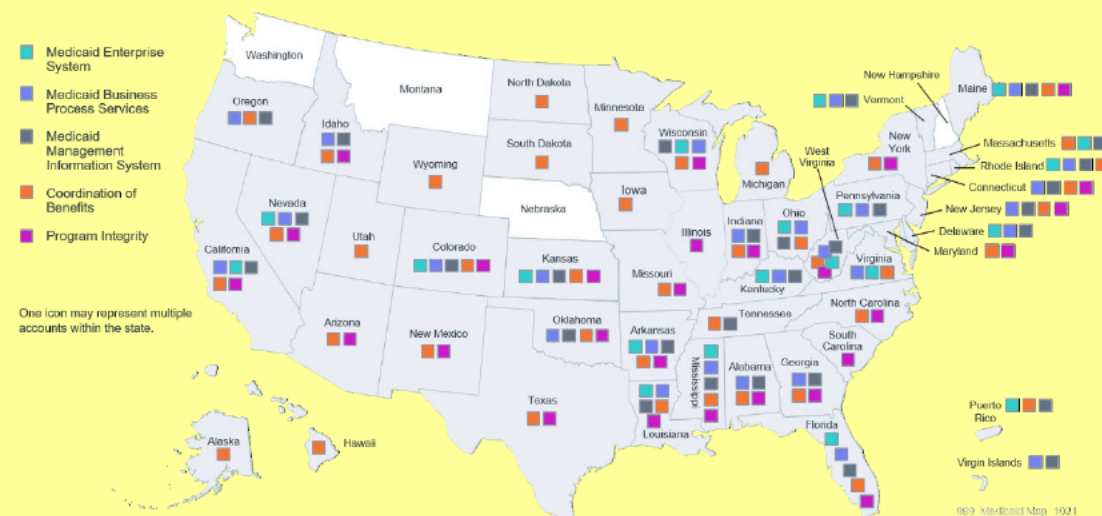
2.3.13 Experience Serving State Governments

Gainwell has focused solely on serving state government customers, specifically in Medicaid, public health, and human services. We are a leading provider of technology, services, and solutions that are vital to the administration and operations of HHS programs.

Gainwell is a new company with more than 50 years of proven experience, a reputation for service excellence, and unparalleled industry expertise. We deliver vital HHS services to 48 states, two territories, and the District of Columbia. Gainwell has a combined total of more than 465 years supporting our state government customers. Our average relationship with our customers lasts 19 years, with a 90% customer renewal rate.

The following map shows the current nationwide coverage of Gainwell's offerings and relationships with U.S. state, commonwealth, and territory customers.

Figure 6. Gainwell's State Medicaid Experience across the U.S.



Gainwell processes more claims than any other vendor: 1.1 billion last year. We cover more lives in our systems than any other vendor, currently about 58.3 million Medicaid members. Our systems and solutions serve 3 million providers, more than any other vendor in the country. We have three states where we support the MMIS or Medicaid Enterprise System (MES) only. We have one state where we will provide fiscal agent (FA) services only, with no MMIS responsibility. The other 44 states, two territories, and one district we serve have a mixture of technology — such as the MMIS and call center platform and services such as Premium Vendor Services (PVS), web portal, and others — and a mixture of business services such as mailroom, claims resolution, call center agents, reporting and analysis, and many others.

2.3.14 Experience Serving Similar Clients - Please describe your company's experience in serving customers of a similar size to the State with similar scope. Please provide specific clients and detailed examples.

2.3.14 Experience Serving Similar Clients

Gainwell serves state governments in many industries — healthcare, human services, financial, motor vehicle divisions, energy, and transportation. While each industry is unique, the technology and service we offer is universal: *state-of-the-art solutions delivered with service excellence*. We follow field-tested and proven project management processes to successfully deliver on each of our state contracts, regardless of the industry or the project. We bring professional, knowledgeable leaders and staff to the project, knowing the State of Indiana expects and deserves nothing less.

Our breadth of industry insight, knowledge, and expertise, coupled with our specific Indiana experience, is unmatched in the marketplace. We currently support the following Medicaid projects:

Table 16. Gainwell MMIS Certification and Fiscal Agent Customers

Medicaid Agency	Fiscal Agent	Certified MMIS Maintenance
Alabama Medicaid Agency	✓	✓
Arkansas Department of Human Services, Division of Medical Services	✓	✓
California Department of Health Care Services (DHCS) (Medi-Cal)	✓	
California Department of Health Care Services (DHCS) (Medi-Cal Dental)		✓
Colorado Department of Health Care Policy and Financing	✓	✓
Connecticut Department of Social Services	✓	✓
Delaware Department of Health and Social Services	✓	✓
Florida Agency for Health Care Administration	✓	✓
Georgia Department of Community Health	✓	✓
Idaho Department of Health and Welfare, Division of Purchasing	✓	✓
Indiana Family and Social Services (FSSA)	✓	✓
Kansas Department of Health and Environment, Division of Health Care Finance (DHCF)	✓	✓
Kentucky Cabinet for Health and Family Services	✓	✓
Louisiana Department of Health	✓	✓
Maine Department of Health and Human Services	✓	✓
Massachusetts Executive Office of Health and Human Services		✓
Nevada Department of Health and Human Services, Division of Health Care Financing and Policy (DHCFP)	✓	✓

New Jersey Department of Human Services, Division of Medical Assistance and Health Services	✓	✓
Ohio Department of Medicaid		✓
Oklahoma Health Care Agency	✓	✓
Oregon Health Authority		✓
Pennsylvania Department of Human Services	✓	✓
Puerto Rico Department of Health		✓
Rhode Island Executive Office of Health and Human Services	✓	✓
Tennessee Department of Finance and Administration, Division of TennCare		✓
(U.S. Virgin Islands) Government of the Virgin Islands, Department of Human Services	✓	✓
(Vermont) Department of Vermont Health Access	✓	✓
(West Virginia) State of West Virginia, Department of Health and Human Services, Bureau for Medical Services	✓	✓
Wisconsin Department of Health Services	✓	✓
Totals	23	28

We provide similar or identical MMIS services across the U.S. for all our state government agency customers. Table 17 details our Medicaid experience across those states.

Table 17. Gainwell Team's Relevant Experience Spans 28 States

Program	Services
1. Alabama	<ul style="list-style-type: none"> interChange MMIS including claims billing, provider access, and system security Implemented several system enhancements — including our web-based provider enrollment application, member portal, ePrescribing, National Correct Coding Initiative (NCCI), and ICD-10 assessment — and upgraded the system to accept the new HIPAA standard transaction set: ANSI 5010
2. Arkansas	<ul style="list-style-type: none"> MMIS and business process services Call center and help desk support and provider training Business process services within the following Medicaid Information Technology Architecture (MITA) business areas: eligibility and enrollment, business relationship management, financial management, operations management, member management, provider management, performance management, and plan management
3a. California (Medi-Cal Business Process Services)	<ul style="list-style-type: none"> MMIS fiscal intermediary business operations Payment of FFS claims, provider and member relations, drug rebate, pharmacy operations services

3b. California (Medi-Cal Dental MMIS)	<ul style="list-style-type: none"> • Operate the CD-MMIS for 15 years as a subcontractor to the fiscal agent • Provide print services, data-capture services (mailroom, scan, entry), system maintenance and operations, enterprise project management office, training, information security, network, DSS, document management, provider payments (bank and check production), and quality management
4. Colorado	<ul style="list-style-type: none"> • interchange MMIS and business process services • Deliver IT applications to support clinical claims editing, electronic visit verification, and LTSS care/case management.
5. Connecticut	<ul style="list-style-type: none"> • MMIS and business process services • Fully outsourced operation from multiple networked contact centers • Customer service support includes eligibility verification, QHP plan enrollment, general questions, assistance with plan comparison and selection, application updates for Special Enrollment Periods, Advanced Premium Tax Credits, and Medicaid expansion • Medicaid electronic visit verification
6. Delaware	<ul style="list-style-type: none"> • interChange MMIS and business process services • Previously provided decision support system, business intelligence, data warehousing, and data analytics services • Full fiscal agent business functions including contact center services, pharmacy services, and provider services • Medicaid EDI SaaS
7. Florida	<ul style="list-style-type: none"> • MMIS and business process services • Implemented the first-in-the-nation real-time claims adjudication for the State with a system that uses robust, web-based functions to allow flexible reporting and quick adjustments to policy changes.
8. Georgia	<ul style="list-style-type: none"> • interChange MMIS and business process services • Decision support system, business intelligence, data warehousing, and data analytics services to identify potential fraud and abuse • Gainwell-operated call centers
9. Idaho	<ul style="list-style-type: none"> • MMIS and business process services • Serve beneficiaries of CHIP • Business process services
10. Kansas	<ul style="list-style-type: none"> • interChange MMIS, Medicaid Enterprise System, and business process services • Support case development and case tracking functions and performs audits and investigations • Supported include pre-payment review, overpayment recovery, provider education, and call center services
11. Kentucky	<ul style="list-style-type: none"> • interChange MMIS and business process services • Operates call centers, claims processing, mailroom, and other business processes
12. Louisiana	<ul style="list-style-type: none"> • MMIS and business process services

13. Maine	<ul style="list-style-type: none"> • Provide financial services, coordination of benefits and TPL, program integrity; fee-for-service and managed care benefit/reference data management, and paper and electronic claim/encounter processing and pricing/valuing • MMIS and business process services • Provide program integrity (system tools and analytic support), provider enrollment, provider relations, provider incentive payments, customer service (call center, help desks, web portal), and care management (case management, managed care enrollment)
14. Massachusetts	<ul style="list-style-type: none"> • interChange MMIS • Eligibility verification enrollment, general questions, assistance with Qualified Health plan comparison and selection, application updates for Special Enrollment Periods, QHP, Advanced Premium Tax Credits, Medicaid expansion, and payment processing
15. Minnesota	<ul style="list-style-type: none"> • Three Open Enrollment (OE) periods completed • Call center overflow support from a shared facility • Customer service support includes enrolling in qualified health plans during ACA Open Enrollment periods, as well as year-round customer service for the MinnesotaCare program
16. Mississippi	<ul style="list-style-type: none"> • MMIS and business process services • Provider enrollment, provider customer service (call center), triage of escalated member calls
17. Nevada	<ul style="list-style-type: none"> • MMIS and business process services • Process medical and pharmacy claims, review and process prior authorization requests, and perform utilization management and personal care reviews for the State
18. New Jersey	<ul style="list-style-type: none"> • MMIS and business process services
19. Ohio	<ul style="list-style-type: none"> • MMIS, including application development and management services
20. Oklahoma	<ul style="list-style-type: none"> • MMIS and business process services • Business operations support for claims operations, provider relations, call centers
21. Pennsylvania	<ul style="list-style-type: none"> • interChange MMIS and business process services
22. Puerto Rico	<ul style="list-style-type: none"> • Medicaid Enterprise System • Provide EDI, DSS, provider enrollment and screening module, provider management, and investigative case tracking system
23. Rhode Island	<ul style="list-style-type: none"> • MMIS and business process services • Provide financial payments for adjudicated claims and per member-per month capitations, third-party liability maintenance and benefit recovery, claims resolution for fee-for-service claims, provider call center, and member call center
24. Vermont	<ul style="list-style-type: none"> • MMIS and business process services
25. Virgin Islands	<ul style="list-style-type: none"> • MMIS and business process services

26. West Virginia	<ul style="list-style-type: none"> • MMIS and business process services
27. Wisconsin	<ul style="list-style-type: none"> • interChange MMIS and business process services • Longest-standing Medicaid contract with more than 44 years of continuous service

2.3.15 Indiana Preferences - Pursuant to IC 5-22-15-7, Respondent may claim only one (1) preference. For the purposes of this RFP, this limitation to claiming one (1) preference applies to Respondent's ability to claim eligibility for Buy Indiana points. **Respondent must clearly indicate which preference(s) they intend to claim. Additionally, the Respondent's Buy Indiana status must be finalized when the RFP response is submitted to the State.**

Approval will be system generated and sent to the point of contact email address provided within the Bidder Registration profile. This is to be attached as a screenshot (copied/pasted) for response evaluation.

Buy Indiana

Refer to Section 2.7 for additional information.

Gainwell does not qualify as an "Indiana Business" under the definition provided in RFP section 2.6.2, Buy Indiana Initiative/Indiana Company, and therefore is not eligible for the Buy Indiana evaluation points. Gainwell has indicated this status on RFP Attachment J, Attestation Form.

2.3.16 Payment – Removed at request of agency.

2.3.17 Extending Pricing to Other Governmental Bodies – Remove at request of agency.

2.3.18 Cloud Terms – Additional Terms and Conditions related to Cloud-based systems the State expects to execute with the successful Respondent(s) are provided in Attachment B1, B2, and B3. Depending on your proposed System, you could be required to agree to one or more of the following sets of Additional Terms and Conditions:

- a) Attachment B1 – IOT Additional Terms and Conditions - Platform as a Service Engagements (PaaS)
- b) Attachment B2 – IOT Additional Terms and Conditions - Software as a Service Engagements (SaaS)
- c) Attachment B3 – IOT Additional Terms and Conditions - Infrastructure as a Service Engagements (IaaS)
- d) Please indicate in your response below which of these sets of Additional Terms and Conditions you believe applies to your proposed System. Review these Additional Terms and Conditions and indicate acceptance

and / or any redlined edits, via Track Changes. It is the State's strong desire to not deviate from the Additional Terms and Conditions that are provided in these attachments and as such the State reserves the right to reject any and all requested changes. Any or all portions of this RFP and any or all portions of your response may be incorporated as part of the final contract.

- e) In addition to your response below, Respondents are also required to review and respond to the questions included in Attachment M, IOT Cloud Provider Questions Form.

2.3.18 Cloud Terms

Gainwell has reviewed Attachment B1, B2, and B3 and does not request to make changes to the sample contract or the State's Cloud Terms and Conditions.

Additionally, Gainwell has reviewed and completed Attachment M, IOT Cloud Provider Questions Form, as a part of this submittal.