

NOTICE AND REASONS FOR PROTECTIVE ORDER

(Pursuant to Section 25-61-9 of the Mississippi Code of 1972 and applicable law)

To: **Taylor Vance** ([taylorcvance96@gmail.com](mailto:taylorcvance96@gmail.com))

and

**Mississippi Division of Medicaid**

c/o Cody Smith ([Cody.Smith@medicaid.ms.gov](mailto:Cody.Smith@medicaid.ms.gov))

Attorney II

Mississippi Division of Medicaid

550 High Street, Suite 1000

Jackson, MS 39201

From: **TrueCare**

George H. Ritter ([ghr@wisecarter.com](mailto:ghr@wisecarter.com))

John P. Sneed ([jps@wisecarter.com](mailto:jps@wisecarter.com))

Wise Carter Child & Caraway

P.O. Box 651

Jackson, MS 39205-0651

**Counsel for TrueCare**

Messrs. Vance and Smith:

By email dated April 11, 2023, Mr. Vance (“Requestor”) made a public records request (“PRR”) to Mississippi Division of Medicaid (“DOM”) seeking information relating to DOM’s Request for Qualification No. 20211210 (“RFQ”) as set forth in Requestor’s email attached hereto as **Exhibit 1**. The PRR dated April 11, 2023 requests the following:

“...access to and a copy of the protests and supplemental protests of RFQ # 20211210 at the Mississippi Division of Medicaid” [and] “access to and a copy of a letter dated December 3, 2021, from state Sen. Kevin Blackwell to Executive Drew Snyder.”

(Ex. 1).

By email dated April 20, 2023, Mr. Vance amended his PRR to request information, including certain confidential and proprietary information of TrueCare and its contractors and/or subcontractors, as follows:

“...to request access to and a copy of the protests and supplemental protests of RFQ # 20211210 at the Mississippi Division of Medicaid *and any other responses of another bidder to the protest*” [and] “access to and a copy of the letter dated

December 3, 2021, from state Sen. Kevin Blackwell to Executive Director Drew Snyder.”

(Ex. 1) (emphasis added).

TrueCare was first notified of Mr. Vance’s PRR in an email to TrueCare’s counsel from Cody Smith of DOM on April 20, 2023. *See id.* Certain information attached to TrueCare’s response to the protests is protected or exempt from disclosure pursuant to Section 25-61-9(7) of the Mississippi Code of 1972, other applicable law, and an order of the court, as described below.

Please take notice that pursuant to Section 25-61-9(7) and other applicable law, TrueCare hereby gives notice to Requestor of TrueCare’s intent to seek a protective order from the Chancery Court of Hinds County, Mississippi, First Judicial District, seeking protection of certain confidential and proprietary information and trade secrets covered by the PRR, as amended. In particular, Exhibit TC 2A to TrueCare’s responses to the protests contains information that is confidential and proprietary to TrueCare and its contractors/subcontractors and constitutes trade secret information that is exempt from disclosure under Mississippi law. Moreover, such information sought by the PRR is expressly protected from disclosure pursuant to the Protective Order [Doc. # 49] entered by the Honorable Tiffany Grove, Chancery Court Judge, in the case styled “*Mississippi True d/b/a TrueCare v. United Healthcare of Mississippi, Inc. et al.*”, No. G-2022-1044 G/2 in the Chancery Court of the First Judicial District of Hinds County, Mississippi. A true copy of the Protective Order is attached hereto as **Exhibit 2**.

As a result of entry of the Protective Order and the relief granted therein, such information is protected from disclosure and was submitted under seal to DOM in responding to the protests. TrueCare seeks continued protection of this protected information. Notably, TrueCare does not seek protection regarding the content of the protests or of any responses thereto, excepting Exhibit TC 2A to TrueCare’s responses to the protests.

As this information is protected by law and this has been confirmed by court order, it may not be disclosed to the Requestor (or otherwise) pursuant to the Mississippi Public Records Act exemptions, including those found in Sections 25-61-1 and 79-23-1(1) of the Mississippi Code of 1972 and the court’s order.

Unless Requestor withdraws or modifies its PRR within seven (7) days to confirm that it is not seeking disclosure of Exhibit TC 2A to TrueCare’s response to the protests, TrueCare will file its petition or complaint for a protective order in the Chancery Court of Hinds County, Mississippi and will issue process to both Requestor and DOM. This notice and reasons will be posted on the Mississippi procurement portal (MAGIC) for a minimum of seven (7) days before TrueCare files its petition or complaint for a protective order in accordance with the requirements of the applicable statutes and rules.

Any questions related to this notice and reasons or the petition for protective order shall be directed to the undersigned counsel for TrueCare.

This the 27<sup>th</sup> day of April, 2023.

**Mississippi True d/b/a TrueCare**

By:  \_\_\_\_\_

George H. Ritter ([ghr@wisecarter.com](mailto:ghr@wisecarter.com))

John P. Sneed ([jps@wisecarter.com](mailto:jps@wisecarter.com))

**Wise Carter Child & Caraway**

P.O. Box 651

Jackson, MS 39205-0651

Its Attorneys

## John Sneed

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**From:** Cody A. Smith <Cody.Smith@medicaid.ms.gov>  
**Sent:** Thursday, April 20, 2023 1:44 PM  
**To:** Hosay, Robert H.; Grossman, Benjamin J.; Barfield, Mariah D.; Mark Garriga; Neumann, Mallory; Velvet Johnson; Sammy Brown; Parker Berry; George Ritter; John Sneed; Phil Buffington; Timothy J. Anzenberger; Austin Stewart; Hontos, Alex; Weisenburger, Eric; Niemczycki, Sarah; Mary Margaret Gay; Loehrer, Jeannie; Candy Olson; Tim Sensing; Tracy Kittrell  
**Cc:** Margaret O. Middleton; Brant Ryan  
**Subject:** Notice of Public Records Request- Protests and Responses to Protest  
**Attachments:** Re\_ Taylor Vance public records request.pdf

<<< EXTERNAL SENDER: This email is from someone outside WCCC's email system. Do not click links, open attachments, or provide your user ID/password unless you trust the source and know the contents are safe.>>>

Afternoon everyone,

DOM received the attached public records request from Taylor Vance with the Daily Journal. Since y'all are the outside counsel for your respective clients and this is an ongoing protest, I am sending notice to y'all. Because some of the protests or responses to protests may contain confidential commercial or financial information protected under MS Code § 25-61-9, DOM is required to provide notice of this request and to inform you that your clients would need to file for a protective order in accordance with MS Code §25-61-9 to prevent disclosure. Please inform DOM if you consider this information confidential or if you approve of its release. Please be aware of the requirements under Rule 1-301 of the Office of Personal Service Contract Review Rules and Regulations.

If DOM does not hear from you regarding this matter within 21 days, DOM will be obligated to disclose the documents.

### Cody Smith

Attorney II

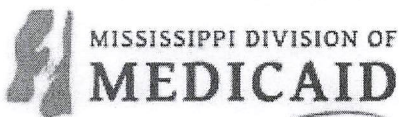
Mississippi Division of Medicaid

550 High Street, Suite 1000 | Jackson, MS 39201

Phone: 601-359-6583

Email: [Cody.Smith@medicaid.ms.gov](mailto:Cody.Smith@medicaid.ms.gov)

Website: <http://www.medicaid.ms.gov>



Confidentiality Note: *This message and all attachments are confidential and/or proprietary to the Mississippi Division of Medicaid, and the use, disclosure or distribution to anyone other than the intended receiver without the prior written permission of the Mississippi Division of Medicaid is strictly prohibited. The information contained and attached to this message is intended for the exclusive use of the individual or entity named herein. If you have received this message in error, please notify the sender by replying to the e-mail or contact the telephone number above for instructions on how to delete or return the information without additional disclosure. Thank you for your assistance in the protection of confidential information*



**From:** [Taylor Vance](#)  
**To:** [Requests F. Information](#)  
**Subject:** Re: Taylor Vance public records request  
**Date:** Thursday, April 20, 2023 10:20:59 AM

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CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

I write today to amend my initial complaint that was made on April 11 to request access to and a copy of the protests and supplemental protests of RFQ # 20211210 at the Mississippi Division of Medicaid and any other responses of another bidder to the protest. I also request access to and a copy of a letter dated December 3, 2021, from state Sen. Kevin Blackwell to Executive Director Drew Snyder.

Thank you for your assistance.

Best,  
Taylor Vance

> On Apr 11, 2023, at 12:47 PM, Taylor Vance <taylorcvance96@gmail.com> wrote:

>

> Pursuant to the state open records law Miss. Code. Ann. Secs. 25-61-1 to 25-61-19, I write to request access to and a copy of the protests and supplemental protests of RFQ #20211210 at the Mississippi Division of Medicaid. I also request access to and a copy of a letter dated December 3, 2021, from state Sen. Kevin Blackwell to Executive Director Drew Snyder.

>

> If you choose to deny this request, please provide a written explanation for the denial including a reference to the specific statutory exemption(s) upon which you rely. Also, please provide all segregable portions of otherwise exempt material.

>

> I respectfully request that you communicate with me through this email address and deliver any responsive records to this email address.

>

> Thank you for your assistance.

>

> Best,

>

> Taylor Vance

**FILED**  
NOV 15 2022  
EDDIE JEAN CARR, CHANCERY CLERK  
*E. Carr*

**IN THE CHANCERY COURT OF HINDS COUNTY, MISSISSIPPI  
FIRST JUDICIAL DISTRICT**

**MISSISSIPPI TRUE D/B/A TRUECARE**

**PETITIONER**

**V.**

**CAUSE NO. G-2022-1044 G/2**

**UNITEDHEALTHCARE OF MISSISSIPPI, INC.,  
AMERIGROUP MISSISSIPPI, INC.,  
MAGNOLIA HEALTH PLAN, INC.,  
MOLINNA HEALTHCARE OF MISSISSIPPI, INC.,  
and MISSISSIPPI DIVISION OF MEDICAID**

**RESPONDENTS**

**CONSOLIDATED WITH:**

**CAUSE NO. G-2022-1046 G/2**

**CAUSE NO. G-2022-1050 T/1**

**CAUSE NO. G-2022-1057M/4**

**CAUSE NO. G-2022-1058 G/2**

**PROTECTIVE ORDER**

BEFORE THIS COURT are five (5) separate Petitions for Protective Order filed in the above captioned five (5) cause numbers by Mississippi True d/b/a Truecare ("MS True"), UnitedHealthCare of Mississippi, Inc. ("United"), AmeriGroup Mississippi, Inc. ("AmeriGroup"), Magnolia Health Plan, Inc. ("Magnolia"), and Molina Healthcare of Mississippi, Inc. ("Molina"). All parties, including the Mississippi Division of Medicaid ("DOM"), agreed that the issues in each petition for protective order are the same as, or similar to, the issues in the other petitions for protective order. Accordingly, this Court entered an Order consolidating all five (5) causes of action. This Court has held hearing on the Petitions and has

**EXHIBIT**  
**2**

accepted all written argument in support and opposition thereto. In addition, this Court has received a privilege log from each Petitioner, as well as objections thereto. The Court has also considered both the redacted and un-redacted proposals submitted to DOM. After much negotiation, the parties herein have limited the disputed redacted portions for which protective orders are sought and opposed. The Court has conducted an *in camera* review of each disputed redacted item to determine whether disclosure is appropriate. After careful consideration, and in accordance with Mississippi Code Annotated Sections 25-61-9(1), 75-26-3(d) and 79-23-1(1), the Court finds and orders as follows:

IT IS THEREFORE ORDERED AND ADJUDGED that:

1. The Division of Medicaid is hereby enjoined from disclosing the following information listed on the privilege log served by MSTRue in this matter:

A. Technical Qualification: 4.2.2.3 Care Management (p. 161). The redacted portions of this page contains information regarding a closed-loop partnership with a CBO. The Court has reviewed this information and finds that the same constitutes confidential commercial information generated by and unique to MSTRue that is necessarily a part of maintaining a competitive, profitable business. Disclosure of this information would likely cause economic and competitive harm to MSTRue.

B. Technical Qualification: 4.2.2.4 Quality Management (p. 227; Figure 4.2.2.4 F) (p.241; Figure 4.2.2.4 K) (p. 243; Figure 4.2.2.4 L). The redactions on these pages contain information regarding a proprietary quality management dashboard developed and maintained by MSTRue as a part of a unique formula, pattern, compilation, program, device, method, technique

or process from which MSTRue derives independent economic value. The Court has reviewed the same and finds that the information constitutes a trade secret subject to protection from disclosure.

C. Technical Qualification: 4.2.2.4 Quality Management (p.262; Appendix 4.2.2.4.c1-1g) (p. 264; Appendix 4.2.2.4.c 1-1.i). These pages contain proprietary quality management sample reports. The redactions contain confidential commercial information.

D. Technical Qualification: 4.2.2.6 Information Technology (p. 302; Figure 4.2.2.6 C) (p. 305; Figure 4.2.2.6 E) (p. 308; Figure 4.2.2.6 G). The redactions on these pages contain information and flowcharts regarding a proprietary quality management dashboard developed and maintained by MSTRue as a part of a unique formula, pattern, compilation, program, device, method, technique or process from which MSTRue derives independent economic value. The Court has reviewed the same and finds that the information constitutes a trade secret subject to protection from disclosure.

E. Technical Qualification: 4.2.2.6 Information Technology (p. 312; Table 4.2.2.6 D). The redacted table contains a compilation of interventions and impact analysis concerning efficacy of population health initiatives. The same is unique to MSTRue and constitutes a trade secret.

F. Technical Qualification: 4.2.2.7 Subcontractual Relationships and Delegation (p. 331). The redacted portion contains an example of success in subcontractor oversight by MSTRue in other contracts. The same contains confidential commercial information that is not subject to disclosure.

G. Technical Qualification: 4.2.3.1 Value-Based Purchasing (p. 401; Table 4.2.3.1 A). The redacted table contains a compilation of projections and analysis of participation in a VBP



program. The same is unique to MSTRue, developed and maintained exclusively, and constitutes a trade secret.

H. Technical Qualification: 4.2.3.2 Patient-Centered Medical Home (PCMH) (p. 411; Figure 4.2.3.2 B). The redacted figure contains an example of efficiency in PCMH programs by MSTRue in other contracts. The same contains confidential commercial information that is not subject to disclosure.

I. Technical Qualification: 4.2.3.3 Social Determinants of Health (SDOH) (p. 420-421). The redacted sentence contains specific identifiable information of an example of efficiency in SDOH programs by MSTRue in other contracts. The same contains confidential commercial information that is not subject to disclosure.

J. Technical Qualification: 4.2.3.8 Use of Technology (p. 492; Figure 4.2.3.8 B) (p.493; bottom four (4) lines) (p. 494; top eleven (11) lines) (p.494; Figure 4.2.3.8 C). The redactions on these pages contain information regarding a proprietary quality management dashboard developed and maintained by MSTRue as a part of a unique formula, pattern, compilation, program, device, method, technique or process from which MSTRue derives independent economic value. The Court has reviewed the same and finds that the information constitutes a trade secret subject to protection from disclosure.

K. Management Qualification: 4.3.3.3. Administrative Requirements (p. 519) (p.520; Figure 4.3.3.3 A). The Court has reviewed these pages and finds that the redacted portion contains a data access platform and model constituting a program, method, technique or process that is unique to MSTRue and from which MSTRue derives independent economic value. The

Court has reviewed the same and finds that the information constitutes a trade secret subject to protection from disclosure.

L. Management Qualification: 4.3.3.5 Subcontractors (p. 549) (p.553-580; Appendix H 4.3.3.5). These documents identify references for MSTRue's subcontractors and contain sensitive information regarding MSTRue's monitoring, oversight and relationship with these subcontractors. Additionally, the documents give details of MSTRue's unique "business plan" which is confidential commercial information not subject to disclosure. However, the Court does find that the names of subcontractors do not constitute confidential information and shall be disclosed as set forth below.

M. Management Qualification: 4.3.4.1 Day-to-Day Management (p. 616; Figure 4.3.4.1 H). The redacted table contains specific identifiable information of an example of efficiency in call programs by MSTRue in other contracts. The same contains confidential commercial information that is not subject to disclosure.

N. Management Qualification: 4.3.4.4 Emergency Preparedness Plan (p. 633) (p. 634; Figure 4.3.4.4 B). The Court has reviewed these pages and finds that the redacted portion contains a data access platform and model constituting a program, method, technique or process that is unique to MSTRue and from which MSTRue derives independent economic value.

O. Technical Qualification: 4.2.2.2 Provider Network and Services (p.111). This one redacted sentence contains confidential financial information.

P. Technical Qualification: 4.2.3.5 Performance Improvement Projects (p. 467-470; Appendix E 4.2.3.5-1). These pages contain proposals for four (4) specific projects that were

designed and created solely by MStTrue. The same constitutes unique, proprietary information that is a trade secret as MStTrue derives independent economic value from the projects remaining confidential. The Court has reviewed the same and finds that the pages constitute both trade secrets as well as confidential commercial information.

Q. Management Qualification: 4.3.1.1 Corporate Background (p. 28) (p. 38) (p. 39). These two (2) redacted sentences and one redacted figure contain confidential financial information.

R. Management Qualification: 4.3.3.6 Economic Impact (p. 581-582). The Court has reviewed these redacted pages and finds that they are replete with confidential financial information.

S. Technical Qualification: 4.2.1 Executive Summary (p. 10); Technical Qualification: 4.2.2.6, Information Technology (p. 318); Technical Qualification: 4.2.3.1 Value-Based Purchasing (p. 404); Technical Qualification: 4.2.3.1 Value-Based Purchasing (p. 407; Figure 4.2.3.1 C); Technical Qualification: 4.2.3.2 Patient-Centered Medical Home (PCMH) (p. 408); Technical Qualification: 4.2.3.3 Social Determinants of Health (SDOH) (p. 423-424). The redacted portions of these pages all contain confidential financial information that is not subject to disclosure.

T. Technical Qualification: 4.2.3.3 Social Determinants of Health (SDOH) (p. 425, final sentence). The final sentence of this page contains confidential financial information that is not subject to disclosure.

U. Technical Qualification: 4.2.3.3 Social Determinants of Health (SDOH) (p. 427; Table 4.2.3.3.C). This table contains confidential financial information that is not subject to disclosure.

V. Technical Qualification: 4.2.3.4 Value Added Benefits (Value-Adds) (p. 432-463; Appendix 4.2.3.4-1). These documents contain proprietary charts of proposed Value Added Benefits as compiled and prepared by MSTRue. The same constitutes unique, proprietary information that is a trade secret as MSTRue derives independent economic value from the projects remaining confidential. The Court has reviewed the same and finds that the pages constitute both trade secrets as well as confidential commercial information.

W. Technical Qualification: 4.2.3.9 Potential Partnership (p. 497-500; Appendix E 4.2.3.9-1). Those sections entitled “Goal of partnership”, “Expected financial commitment to project/partnership” and “Scale of project (local, statewide)” contain confidential commercial and/or financial information that is not subject to disclosure. The remaining sections are to be disclosed as set forth below.

X. Management Qualifications: 4.3.1.1 Corporate Background (p. 21-23; Table 4.3.1.1 C). These documents contain specific examples of products and services, as well as their efficacy and efficiency, provided by MSTRue in other contracts. The same also contain specific proprietary products developed and maintained by MSTRue. The same constitutes unique, proprietary information that is a trade secret as MSTRue derives independent economic value from the projects remaining confidential.

Y. Management Qualification: 4.3.1.1 Corporate Background (p. 26-27; Table 4.3.1.1 F). This table contains a proprietary list of proposed Value Added Benefits as compiled and prepared

by MSTRue. The same constitutes unique, proprietary information that is a trade secret as MSTRue derives independent economic value from the projects remaining confidential. The Court has reviewed the same and finds that the pages constitute both trade secrets as well as confidential commercial information.

Z. Management Qualification: 4.3.2.6 Audited Financial Statements and Pro Forma Financial Template (p. 125-136; Attachment 4.3.2.6-1.a) (p.137-180; Attachment 4.3.2.6-1.b) (p. 181-192; Attachment 4.3.2.6-1.c) (p. 193-242; Attachment 4.3.2.6-1.d) (p.243-254; Attachment 4.3.2.6-1.e) (p. 255-302; Attachment 4.3.2.6-1.f) (p. 303-318). The Court has reviewed the same and finds that it contains confidential financial information. While some of this information is publicly available, the Court finds that the compilation of this financial information in a single source is not publicly available. The Court further finds merit in the Affidavit of Richard Roberson that disclosure of this information in this readily available format would provide competitors an advantage and would cause substantial competitive harm to MSTRue.

AA. Any other documentation contained in the privilege log submitted by MSTRue and not specifically addressed herein.

2. The Division of Medicaid shall disclose to the requestors herein the following un-redacted information:

A. Management Qualification: 4.3.3.5 Subcontractors (p. 549) (p.553-580; Appendix H 4.3.3.5). These documents identify references for MSTRue's subcontractors. While the same contain certain confidential information, the names of subcontractors do not constitute confidential information. Therefore, the names of the subcontractors contained in these documents shall be disclosed.

B. Technical Qualification 4.2.3.3 Social Determinants of Health (SDOH) (p. 429-430; Appendix E 4.2.3.3). This Court has considered the same *in camera* and cannot find that it contains confidential commercial information. While the staffing charts are a part of an overall business plan that is confidential in nature, the charts alone do not constitute confidential commercial information such as to prevent disclosure. Similarly, the job title and proposed number of full time employees is not confidential commercial information.

C. Technical Qualification: 4.2.3.5 Performance Improvement Projects (p. 471; Appendix E 4.2.3.5-2). This Court has considered the same *in camera* and cannot find that it contains confidential commercial information. While the staffing charts are a part of an overall business plan that is confidential in nature, the charts alone do not constitute confidential commercial information such as to prevent disclosure. Similarly, the job title and proposed number of full time employees is not confidential commercial information.

D. Technical Qualification 4.2.3.3 Social Determinants of Health (SDOH) (p. 422). The Court has reviewed this document and finds that the redacted paragraph regarding contracts with CBOs does not qualify as confidential commercial information.

E. Technical Qualification 4.2.3.3 Social Determinants of Health (SDOH) (p. 425). The final sentence of this page contains confidential financial information. However, the remaining portion of the page does not include confidential commercial information. Therefore, it is subject to disclosure.

F. Technical Qualification: 4.2.3.3 Social Determinants of Health (SDOH) (p.427). The paragraph entitled "Closed Loop Referrals and Addressing Member Goals" is not confidential commercial or financial information.

G. Technical Qualification: 4.2.3.4 Value Added Benefits (Value-Adds) (p. 464-465; Appendix E 4.2.3.4-2). This Court has considered the same *in camera* and cannot find that it contains confidential commercial information. While the staffing charts are a part of an overall business plan that is confidential in nature, the charts alone do not constitute confidential commercial information such as to prevent disclosure. Similarly, the job title and proposed number of full time employees is not confidential commercial information.

H. Technical Qualification: 4.2.3.9 Potential Partnership (p. 497-500; Appendix E 4.2.3.9-1). This Court has reviewed the documents and finds that the sections containing “Name of Organization”, “Type of Organization (community-based organization or government)” and “Population(s) targeted by the partnership” are not confidential commercial information and are, therefore, appropriate for limited disclosure.

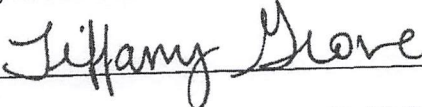
3. The disclosed information shall be considered confidential in nature and may only be used in connection with the MississippiCAN and/or CHIP protests and related proceedings.

4. All parties herein shall take appropriate action to protect, to the extent reasonably possible, the continued confidentiality of the disclosed information if such is used in any filings (including without limitation requesting to file such materials under seal).

5. Access to the disclosed information shall be limited to attorneys and persons involved in the protests and related proceedings.

6. After the protest proceedings (including any following or related judicial proceedings) are concluded, the disclosed information shall be destroyed.

SO ORDERED, ADJUDGED AND DECREED this the 15<sup>th</sup> day of November, 2022.

  
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CHANCELLOR TIFFANY GROVE