13.0 Detailed Legal Analysis for Confidential Treatment

RFP Reference: 12., 12.1, 12.2. 12.3, 12.4, 12.5, Exhibit D:13

Request for Confidential/Proprietary Determination

Request for Confidential/Proprietary Determination:

12.1 If an Offeror believes that a specific portion of its bid, proposal, offer, specification, or protest contains information that should be withheld from public inspection due to confidentiality, the Offeror shall submit to the Procurement officer a detailed legal analysis, prepared by legal counsel, which sets forth the bases for the requested non-disclosure and the specific harm or prejudice which may arise if disclosed. The analysis shall be presented to the Procurement Officer at the same time as the bid, proposal, offer, specification or protest.

12.2 An entire bid, proposal, offer, specification, or protest shall not be identified as confidential; only those very limited and distinct portions which are considered by the Offeror as confidential may be identified as such. Pricing shall not be considered as confidential.

12.3 In the event that AHCCCS receives a request for disclosure of the information, AHCCCS shall disclose the information in accordance with law. Prior to disclosure, AHCCCS will inform the Offeror of such request and provide the Offeror a period of time to take action it deems appropriate to support non-disclosure.

The Offeror shall be responsible for any and all costs associated with the nondisclosure of the information.

12.4 In addition to the required detailed legal analysis, the Offeror shall summarize in their Submittal Letter the distinct portions, including exact page numbers, of their document is requested to be kept confidential.

12.5 If any pieces of your proposal are being requested to be kept confidential, and withheld from public viewing, please submit an additional redacted copy of the proposal ON A SEPARATE CD. Our office does not require a hard copy of the redacted proposal, only an electronic copy. This will ensure that our office is crystal clear on which version of your proposal is acceptable for public viewing.

13. If any pieces of your proposal are being requested to be kept confidential, and withheld from public viewing, please submit an additional redacted copy of the proposal ON A SEPARATE CD. Our office does not require a hard copy of the redacted proposal, only an electronic copy. This will ensure that our office is crystal clear on which version of your proposal is acceptable for public viewing. An Offeror may only request confidential treatment for LIMITED DISTINCT portions of their proposal. It is at the discretion of AHCCCS to allow such confidential treatment based upon the legal analysis submitted.

In each of the following sections, we have highlighted specific text and figures and tables that we believe meet the State's definition of trade secret. These items detail specific confidential process steps or tasks we use to carry out our current or proposed work on behalf of AHCCCS, discuss confidential and proprietary techniques (such as methodologies or algorithms used to carry out our work), provide screen shots of proprietary HMS systems or describe unique features or functionalities of those systems, or furnish confidential and proprietary sample reports. These steps/tasks, proprietary techniques and systems, and sample reports are the result of 28 years of investment and refinement by HMS, and are based on results we have achieved for clients across the country. Disclosure of this confidential trade secret information would provide an unfair business advantage to those obtaining such information, and would cause substantial economic harm to HMS.

Pages containing such text or items have the following text in the footer: "Confidential and Proprietary. Text and/or exhibits that we claim as being trade secret can be found below in **Table 13-1**.

Table 13-1. HMS Proposal Confidential Detailed Legal Analysis Table

Section	Subsection	Page Number	Detailed Legal Analysis
8.0 Experience and Expertise of the Firm and Key Personnel	Scope-Specific and Client-Specific Experience Produces the Best Results for AHCCCS 8.1 HMS Experience and Past Performance 8.2 HMS Key Personnel	8.0 – 2 through 9 8.0 – 11 through 29 8.0 – 33 through 34 8.0 – 36 8.0 – 39 8.0 – 59	These pages provide confidential information about our key personnel and related information. We do not reveal the details regarding HMS's value add capabilities, client contract information, case studies, project staffing organizational structure, innovation, quality management methods, processes, elements, or corporate compliance protocols communicated in these pages except under assurances or designations of confidentiality, and we maintain the information communicated as a confidential and proprietary trade secret. Disclosure of this information about our system and quality protocols would unnecessarily expose our internal operational efforts to improper actors. It would also give other companies an undue economic advantage because it would enable them to improperly replicate or reverse-engineer our quality processes, and would cause substantial injury to our competitive position.
9.0 HMS Proposed Method of Approach	▪ TPL Methodology and Approach to Fulfilling the Statement of Work ▪ Legislative Support	9.0 – 1 through 7	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and the case management system we have designed exclusively for TPL/RAC/CI/DM projects. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business advantage and development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.0 HMS Proposed Method of Approach	9.0.01 Casualty Tortfeasor	9.0.01 – 1 through 23	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and the case management system we have designed exclusively for casualty recovery/tortfeasor projects. Further, the systematic techniques from which we

Section	Subsection	Page Number	Detailed Legal Analysis
			derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business advantage and development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.0 HMS Proposed Method of Approach	9.0.02 Restitution	9.0.02 – 2 through 4	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and systems of the unique Restitution services that HMS employs. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business advantage and development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.0 HMS Proposed Method of Approach	9.0.03 Estate Recovery	9.0.03 – 1 through 12	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and systems of the unique Estate Recovery services that HMS employs. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business advantage and development opportunity to other parties to whom this is disclosed , which would cause substantial economic harm to HMS.
9.0 HMS Proposed Method of Approach	9.0.04 TEFRA	9.0.04 – 3 through 7	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and systems of the unique TEFRA services that HMS employs. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business advantage and development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS

Section	Subsection	Page Number	Detailed Legal Analysis
9.0 HMS Proposed Method of Approach	9.0.05 Trusts	9.0.05 – 1 through 12	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and systems of the unique Trust services that HMS employs. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business advantage and development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS
9.0 HMS Proposed Method of Approach	9.0.06 Annuities	9.0.06 – 3 through 7	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and systems of the unique Annuity services that HMS employs. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS
9.0 HMS Proposed Method of Approach	9.0.07 Credit Balance Recovery Program	9.0.07 – 1 through 8 9.0.07 – 10 through 14	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and systems of the unique Credit Balance Recovery Program services that HMS employs. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.0 HMS Proposed Method of Approach	9.0.08 Commercial Insurance Recovery	9.0.08 – 2 9.0.08 – 4 through 31	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and systems of the unique Commercial Insurance Recovery services that HMS employs. Further, the systematic techniques from which we derive economic

Section	Subsection	Page Number	Detailed Legal Analysis
			value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.0 HMS Proposed Method of Approach	9.0.09 Commercial Insurance Coverage Verification/Data Match	9.0.09 1 through 24	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and systems of the unique Commercial Insurance Coverage Verification/Data Match services that HMS employs. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.0 HMS Proposed Method of Approach	9.0.010 Medicaid Recovery Audit Contractor RAC Services	9.0.10 – 1 through 38	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and systems of the unique Medicaid Recovery Audit Contractor RAC services that HMS employs. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.1 First Party Liability and Third Party Liability	9.1 First Party Liability and Third Party Liability Recovery Programs ▪ Financial Risk of Choosing an Unproven Vendor ▪ Administrative Risks of Choosing an Unproven Vendor ▪ Casualty and Tortfeasor	9.1 – 1 through 30 9.1 – 32 through 41	Provides detailed descriptions of the proprietary and trade secret approach, processes, resources, and systems of our of the unique First Party Liability and Third Party Liability Recovery Programs services that HMS employs. Disclosure to techniques from which we derive economic value are not generally ascertainable by our competitors. Further, the systematic techniques from which we derive economic value are not generally

Section	Subsection	Page Number	Detailed Legal Analysis
	▪ Restitution ▪ Estate Recovery, TEFRA liens, Trusts, and Annuities ▪ Credit Balance ▪ Commercial Insurance Billing ▪ TPL Program Recoveries Contractor Activities 9.1.1 Casualty and Tortfeasor 9.1.2 Restitution 9.1.3 Estate Recovery 9.1.4 TEFRA Liens 9.1.5 Trusts 9.1.6 Annuities 9.1.7 Credit Balance Recovery Program 9.1.8 Commercial Insurance Recovery		ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.2 Commercial Insurance Coverage Verification/Data Match	9.2.1 Legal Liability of Liable Party 9.2.2 Commercial Insurers' Compliance 9.2.3 Coverage Verification 9.2.4 Commercial Insurance Data Match 9.2.5 Other Data Matches	9.2 – 1 through 12	Provides detailed descriptions of the proprietary and trade secret processes, resources, and systems of our of the unique Commercial Insurance Coverage Verification/Data Match services that HMS employs. Disclosure to techniques from which we derive economic value are not generally ascertainable by our competitors. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.3 Medicaid Recovery Audit Contractor RAC Services	9.3.1 Fee For Service Claim Responsibilities 9.3.2 Audit/Review/Coordination 9.3.3 Appeals 9.3.4 Overpayment	9.3 – 2 through 5 9.3 – 8 through 16 9.3 – 18 through 38	Provides detailed descriptions of the proprietary and trade secret processes, resources, and systems of our of the unique Medicaid Recovery Audit Contractor RAC services that HMS employs. Disclosure to techniques from which we derive economic value are not generally ascertainable by our competitors. Further, the systematic techniques from which we

Section	Subsection	Page Number	Detailed Legal Analysis
	9.3.5 Underpayment		derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.6 Audit Trail Requirements	Entries, Changes, Deletions, and Adjustments	9.6 – 1 through 2	Provides detailed descriptions of the proprietary and trade secret processes of our unique audit trail requirement services that HMS employs. Disclosure to techniques from which we derive economic value are not generally ascertainable by our competitors. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.9 Contactor Personnel	▪ Training Tasks Related to Specific Services ▪ Training Tools ▪ Subcontracts	9.9 – 5 through 9 9.9 – 11	These pages provide confidential information about our key personnel and related information. We do not reveal the details regarding HMS's value add capabilities, client contract information, case studies, project staffing organizational structure, innovation, quality management methods, processes, training, elements, or corporate compliance protocols communicated in these pages except under assurances or designations of confidentiality, and we maintain the information communicated as a confidential and proprietary trade secret. Disclosure of this information about our system and quality protocols would unnecessarily expose our internal operational efforts to improper actors. It would also give other companies an undue economic advantage because it would enable them to improperly replicate or reverse-engineer our quality processes, and would cause substantial injury to our competitive position.

Section	Subsection	Page Number	Detailed Legal Analysis
9.13 Return of Erroneous Payments or Refunds	Forwarding Proper Identifying Information	9.13 - 1	Provides detailed descriptions of the proprietary and trade secret processes of our unique return of erroneous payments or refunds services that HMS employs. Disclosure to techniques from which we derive economic value are not generally ascertainable by our competitors. Further, the systematic techniques from which we derive economic value are not generally ascertainable by our competitors, and disclosure of these proprietary methods would provide an unfair business development opportunity to other parties to whom this is disclosed, which would cause substantial economic harm to HMS.
9.15 Periodic Report Requirements	▪ Timely, Accurate, Complete Submission of Periodic Reports ▪ Compliance with Reporting Requirements	9.15 – 1 through 5	Provides detailed descriptions of the trade secret processes that HMS uses to provide AHCCCS specific reporting's under this project. We do not reveal the detail communicated in this page except under assurances or designations of confidentiality, and we maintain this information as confidential and a proprietary trade secret. Disclosure of this content could be used by competitors to obtain an unfair advantage and cause substantial injury to the competitive position of HMS, which would cause substantial economic harm to HMS.
9.17 Transition to New Contractor	Transition of Contract Related Activities	9.17 – 3	The processes and approach detailed on these pages, including the approach to transition, provides confidential details about HMS's specifically designed, confidential steps we will take to transition solution for AHCCCS to another contractor. The specific details provided on these pages provide confidential details into our transition and solution that differentiates us from other participants in this market space. We do not reveal the specific detail communicated in these pages and graphics except under assurances or designations of confidentiality, and we maintain the information communicated as confidential and a proprietary trade secret. Disclosure of this confidential information about the proprietary and confidential project-management

Section	Subsection	Page Number	Detailed Legal Analysis
			approach would give our competitors an undue economic advantage because it would enable them to replicate these same steps, possibly improperly, to offer a solution of similar value to ours. We feel disclosure of this confidential information would cause substantial injury to the competitive position of HMS.
Attachment 2 - Methodology Questionnaire	▪ Implementation Plan ▪ HMS Project Team Implementation Training ▪ AHCCCS Implementation Participation ▪ HMS Work Locations and In-Person Requirements ▪ HMS Quality Management ▪ Commercial Insurers – Eligibility File Matching ▪ Verification – Commercial Insurance Coverage ▪ Conducting Valid TPL Record Reverification ▪ Verification and Reverification of TPL Leads ▪ Matching Eligible Member to Commercial Insurance Coverage ▪ Avoidance of Duplicated Valid Coverage Records ▪ Returning Invalid TPL Lead Referrals ▪ AHCCCS Required TPL Record Fields ▪ Correction of TPL Coverage Record Errors ▪ Maintaining and Mapping AHCCCS Proprietary Master Carrier ID Number ▪ HMS Recovery Programs Interaction	Attachment 2 – 1-52	The processes and approach detailed on these pages, including implementation details, provides confidential details about HMS's proprietary project time frames, processes, and innovations, including specifically designed, confidential steps we will take to create a TPL/RAC/CI/DM solution for AHCCCS. The specific details provided on these pages provide confidential details into our unique approach to TPL/RAC/CI/DM project management that differentiates us from other participants in this market space. We do not reveal the specific detail communicated in these pages and graphics except under assurances or designations of confidentiality, and we maintain the information communicated as confidential and a proprietary trade secret. Disclosure of this confidential information about the proprietary and confidential approach would give our competitors an undue economic advantage because it would enable them to replicate these same innovations, steps, and time frames, possibly improperly, to offer a solution of similar value to ours. We feel disclosure of this confidential information would cause substantial injury to the competitive position of HMS.

Section	Subsection	Page Number	Detailed Legal Analysis
	▪ HMS's Medicaid RAC Experience ▪ Major National Trends - RAC ▪ RAC Tools and Technologies ▪ RAC – Policies and Procedures ▪ Notification Protocol RAC Overpayments and Underpayments		
Attachment 3 Periodic Reports	▪ Sample Weekly Electronic Delivery ▪ Sample Monthly Electronic Delivery ▪ Sample Quarterly Electronic Delivery ▪ Sample Monthly Hard Copy Delivery ▪ SFTP upload by the 6th of every month	All Pages	Attachment 3 contains samples of reports that HMS currently provides under this project. HMS has refined its approach to reporting on its activities in the most efficient way possible over many years of experience in delivering these services. We do not reveal the detail communicated in this page except under assurances or designations of confidentiality, and we maintain this information as confidential and a proprietary trade secret. If these model reports are publicly disclosed they could be used by competitors to obtain an unfair advantage, which would cause HMS substantial economic harm.
Attachment 4 Draft Implementation Plan	All Subsections	Table of Contents Attachment 4-1 through 15	The processes and approach detailed on these pages, including the Implementation timeline, provides confidential details about HMS's proprietary project milestone time frames, including specifically designed, confidential steps we will take to create a TPL/RAC/CI/DM solution for AHCCCS. The specific details provided on these pages provide confidential details into our unique approach to TPL/RAC/CI/DM project management that differentiates us from other participants in this market space. We do not reveal the specific detail communicated in these pages and graphics except under assurances or designations of confidentiality, and we maintain the information communicated as confidential and a proprietary trade secret. Disclosure of this confidential information about the proprietary and confidential project-management approach would give our competitors an undue economic advantage because it would enable them to

Section	Subsection	Page Number	Detailed Legal Analysis
			replicate these same steps and time frames, possibly improperly, to offer a solution of similar value to ours. We feel disclosure of this confidential information would cause substantial injury to the competitive position of HMS.
Attachment 5 Maestro	All Subsections	Table of Contents Attachment 5 – 1 through 14	Provides detailed descriptions of the HMS Maestro case management system HMS has designed exclusively for Medicaid casualty recovery projects. The Maestro system is a proprietary HMS system and is the only one of its kind in existence today. Disclosure of this information about our system and processes would give our competitors an undue economic advantage because it would enable them to improperly replicate or reverse-engineer our system and methodology and would cause substantial injury to our competitive position. In addition, disclosure of this trade secret information could also be used by improper actors to weaken the security of HMS with respect to the protection of client and member data.
Attachment 6 HMS HITRUST	▪ HITRUST Background ▪ HITRUST Assessment History ▪ APPENDICES	1 through 13	HMS's HITRUST certification, which provides the structure, detail, and clarity relating to information security tailored to the healthcare industry is included in our response. The enclosed HITRUST documentation provides information on existing HMS information security. Disclosure of this information about our system and processes would give our competitors an undue economic advantage because it would enable them to improperly replicate or reverse-engineer our system and methodology and would cause substantial injury to our competitive position. In addition, disclosure of this trade secret information could also be used by improper actors to weaken the security of HMS with respect to the protection of client and member data.

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