SCHEDULE 1 *[to Administrative Services Agreement (Appendix F to Business Affiliation Agreement)]*

HIGHMARK.

BlueCross BlueShield of Delaware

BCBSD Business Integration Initiative Scope of Work

September 2011

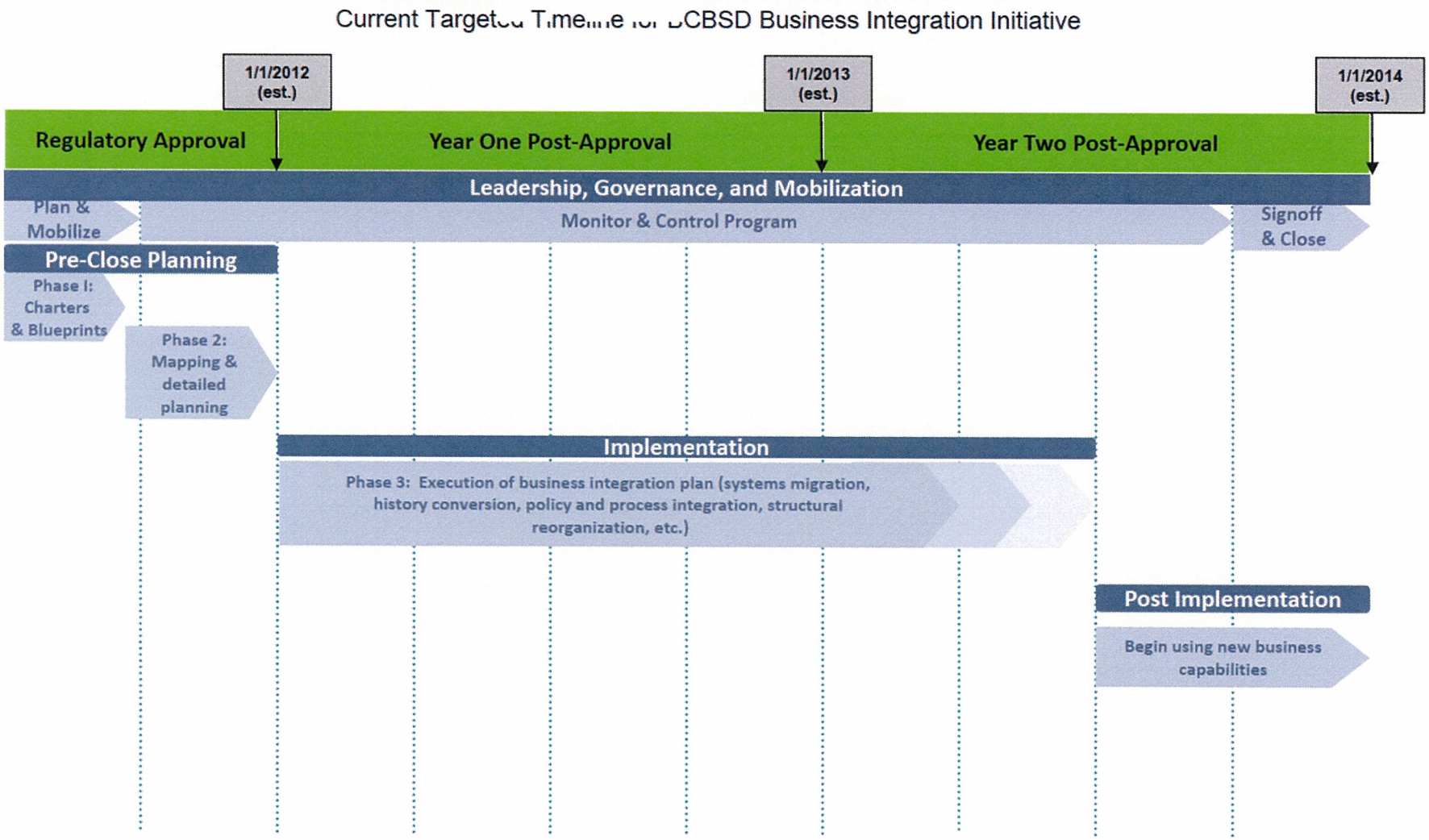
CONFIDENTIAL & PROPRIETARY

Overview

- The scope of the BCBSD Business Integration Initiative is to migrate existing BCBSD business systems and processes onto Highmark systems and processes
- The initiative will be accomplished through the execution of 59 distinct projects as identified on the following pages
- This effort began in January, 2011 in a pre-planning phase; the pre-planning phase is expected to be complete by year-end 2011.
- The implementation phase will begin shortly after the transaction close, currently targeted to be January, 2012.
- The implementation is currently targeted for completion 18 – 24 months post-close.

CONFIDENTIAL & PROPRIETARY

Business Integration Timeline



CONFIDENTIAL & PROPRIETARY

Project List

ID	Project Name	Current estimated funding amount ($ in K) [1, 2]	
CCSP-7	Across Affiliates Database/ Company Profile DB		
CCSP-10	Corp Strategy Policies & Processes		
FN-1	Part I – PeopleSoft & Finance Systems Migration		
FN-1	Part II – Other Finance System Migration (including CBS)		
FN-2	Post Close Interim Reporting Package Design		
FN-3	Treasury & Investment Management Strategy & Process		
FN-4	Procurement Consolidation		
FN-5	Financial & Accounting Policy		
FN-6	Consolidation of Professional Services		
FN-7	Actuarial & Underwriting Strategy & Process		
FN-8	Affiliated Finance Organization		
HO-1	Claims Application System Changes		
HO-2	Customer Service Application System Changes		
HO-3	Client Administration / Benefit Coding Application System Changes		
HO-4	Membership / Enrollment Application System Changes		
HO-5	Billing Application System Changes		
HO-7	Operational Excellenc_ _ata . n_,___		

1) Reflects incremental costs for 2011 – 2013
2) $0 investment represents business as usual (BAU) costs

CONFIDENTIAL & PROPRIETARY

Project List

ID	Project Name	Current estimated funding amount ($ in K) [1, 2]
HO-8	Operational Excellence Process Flow Changes	
HO-9	Communications Impact	
HO-10	Affiliated Health Operations Organization	
HR-1	Workforce Management	
HR-2	HR Systems Migration	
HR-3	Compensation & Benefits	
HR-4	Employee Experience	
HR-5	Affiliated HR Policies & Procedures	
HR-6	Affiliated HR Organization	
IF-1	Informatics Data Migration	
IF-2	Informatics Policy & Reporting	
IF-3	Procurement Contract & Process Consolidation	
IF-4	Affiliated Informatics Organization	
IT-2	Security	
IT-3	Network	
IT-5	IT Internal Application Migration	
IT-6	Capacity Planning	
IT-7	Affiliated IT Infrastructure Organization	

1) Reflects incremental costs for 2011 – 2013
2) $0 investment represents business as usual (BAU) costs

CONFIDENTIAL & PROPRIETARY

Project List

ID	Project Name	Current estimated funding amount ($ in K) [1, 2]
LACEA-1	Affiliated Legal Organization & Processes	
LACEA-2	Affiliated Audit Organization & Processes	
LACEA-3	Affiliated Admin Oversight Organization & Processes	
LACEA-4	Affiliated Compliance Organization & Processes	
LACEA-5	Affiliated External Affairs Organization & Processes	
LACEA-6	Miscellaneous IT (BlueSTAR & other miscellaneous systems)	
MM-1	Pharmacy Management	
MM-2	Affiliated Medical Management Organization Structure	
MM-3	Medical Management Program & Policy Strategy	
MM-4	Medical Management Platform & Systems Integration	
MM-5	Contract Management (Med Mgmt & Provider)	
MPD-1	Product Management & Development	
MPD-2	Customer Engagement & Marketing Communications	
MPD-3	Product Branding Strategy	
MPD-4	Digital Strategy	
MPD-5	Affiliated M&PD Organization	
PV-1	Affiliated Provider Organization	

1) Reflects incremental costs for 2011 – 2013
2) $0 investment represents business as usual (BAU) costs

CONFIDENTIAL & PROPRIETARY

Project List

ID	Project Name	Current estimated funding amount ($ in K) [1, 2]
PV-2	Provider Policies & Processes	
PV-3	Provider Systems Migration	
PV-4	Contract Management (Med Mgmt & Provider)	
SL-2	Salesforce Automation	
SL-3	Distribution Strategy	
SL-4	Sales Support / Marketing Administration	
SL-5	Affiliated Sales Organization	
PMO	PMO Support[3]	
	TOTAL	**$37.2M**

1) Reflects incremental costs for 2011 – 2013
2) $0 investment represents business as usual (BAU) costs
3) Represents effort and incremental costs for overall initiative oversight/management by Program Management Office

CONFIDENTIAL & PROPRIETARY

Project Summaries

CONFIDENTIAL & PROPRIETARY

CCSP-7: Across Affiliates Database / Company Profile DB

Business

Project Description

Capture all BCBSD Client information on AADB to support Sales, Marketing, etc. front-end functions. Use the new matching component of the Company Profile DB

Major Milestones and Activities

- An assessment to determine the feeds into the Client DB for Cross Affiliates DB and what needs to occur for BCBSD – manual entry, automated conversion, etc.
- Interdependent systems need to be analyzed so that the timing and sequencing of the data conversion is as efficient as possible.
- Assess the BCBSD book of business and use the Company Profile database to accomplish unique numbering of Clients
- Map Delaware data for MDM

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

CCSP-10: Corp Strategy Policies & Processes

Business

Project Description

Understand differences between HM and DE departments and develop or modify processes and policies for the affiliated company in :

Advertising, PR, sponsorships, Communications

Major Milestones and Activities

- Identify the decision-makin and a , rovals , rocesses for advertisin , PR contributions and other ke processes/communications and ensure that the outcome provides a collaborative approach that synthesizes best practices , meeting Market Facing needs while following Corporate Strategies.
- Provide access to all Highmark tools, as needed. (Note: Overall effort will be incorporated into the overall HR/EE project)

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

FN-1: Part I – PeopleSoft & Hyperion Migration

Technology

Project Description

BCBSD finance currently uses Walker as the primary financial system along with various supplementary finance systems and applications. As the end-state goal is for BCBSD to apply all Highmark technology, it is important to migrate BCBSD's finance activities onto Highmark's PeopleSoft G/L and all relevant modules as well as other finance system and applications used by Highmark.

Major Milestones and Activities

- PeopleSoft Conversion
  - Complete mapping to HM's COA, ACK & Cost Center structure
  - Convert from Walker to PeopleSoft:
    - General Ledger (including nVision) Accounts Payable, Asset Management, Cost Allocation
    - Accounts Receivable Module *(see HO-5/HO-6)*, Payroll *(see HR-2)*, Procurement *(see FN-4)*
- G/L Interface Implementations
- TCP Conversion - Financial Re, ortin
- Concur Conversion - Expense Reporting
- Hyperion Budgeting Migration
- Hyperion HFM/FDM Migration

CONFIDENTIAL & PROPRIETARY

FN-1: Part II – Other Finance System Migration (including CBS)

Technology

Project Description

BCBSD finance currently uses Walker as the primary financial system along with various supplementary finance systems and applications. As the end-state goal is for BCBSD to apply all Highmark technology, it is important to migrate BCBSD's finance activities onto Highmark's PeopleSoft G/L and all relevant modules as well as other finance system and applications used by Highmark.

Major Milestones and Activities

- Other Finance System Migration to Highmark's Systems
  - Bank recon - T-RECS and UPCS
  - 1099 Reporting – OneSource
  - Broker Commissions - Agent Commission System)
  - Group Settlements – REGS
  - National Business and FEP – BlueMGIC
  - Spending Account Processing - Acclaris, SPI
  - Cash Management
  - Cash Processing Lockbox - HIGHBAR/CATS
  - Claims and Billing – CBS
  - Gifting Information Management – GIM

CONFIDENTIAL & PROPRIETARY

FN-2: Post Close Interim Reporting Package Design

Business

Project Description

FAR Post Close and FP&A Post Close Reporting Packages Design

Major Milestones and Activities

- FAR Post Close
  - Convert Financial Reporting Package to Highmark monthly financial report template
  - Complete high-level mapping to Highmark's COA and ACK structure from a finance perspective
    Updates to BCBSD closing process, if needed, to accelerate close
  - Confirm Day 1 access to LAN drive where reconciliations are stored for reconciliations performed by BCBSD Financial Reporting staff
- Forecasting Reporting Package Design
  - Develop an Excel package to include BCBSD into Enterprise wide Health Forecast
  - Develop an Excel package to include BCBSD into Enterprise wide Investment Forecast
  - Develop an Excel package to include BCBSD into Enterprise wide balance sheet & cash flow
  - Develop an Excel package to include BCBSD into Enterprise wide forecast reporting package
- Close Reporting Package Design
  - Develop an Excel package to include BCBSD into Highmark's Closing Report Package
  - Develop an Excel package to report BCBSD data similar to Highmark's second level Reports
  - Develop an Excel package to send BCBSD data to Highmark for Enterprise wide enrollment for financial reports
  - Develop consistent analysis processes for customer needs

CONFIDENTIAL & PROPRIETARY

FN-3: Treasury & Investment Management Strategy and Process

Business

Project Description

BCBSD will utilize Highmark's banking relationships and investment managers in achieving synergies from banking fees. Bank accounts need to be transitioned and the entire investment management strategy and processes need to be re-aligned with Highmark's operating model in the area

Major Milestones and Activities

- Post Close Projects
  - Update bank resolutions and grant HM staff access to bank systems
  - Update trading resolutions
  - Asset allocation review and manager review. Update agreements with external managers as appropriate. BOD approval of revised trading resolutions
  - Modify custody agreements to reflect HM Treasury authority. Explore moving assets to BNY Mellon
  - Modify policy/strategy as needed. Rebalance portfolios and develop a management reporting process
- Banking Arrangement Transition
  - Eventual transition [redacted]
  - Highmark obtaining approval from FEP Director's Office (FEPDO) and/or Office of Personnel Management (OPM) to access LOCA system on behalf of Delaware to complete draws
- Investment Management Transition
  - Utilize Highmark's Investment Managers
  - Implement asset liability study with revised Investment Managers
  - Review asset allocation and revise existing investment strategy in place today
  - Update trading resolutions and bank resolutions
  - Load DE Treasury & Investment management portfolio
  - Updated Investment Accounting – ePAM

CONFIDENTIAL & PROPRIETARY

FN-4: Procurement Consolidation

Technology

Project Description

Consolidation of BCBSD into Highmark Procurement systems and process. Consolidation of vendors to gain efficiencies

Major Milestones and Activities

- Identify and execute opportunities to [redacted]
  - [redacted]
  - [redacted]
- Conversion to [redacted]
  - Requirements, Design, Development, Validation / Testing, Implementation, Post Implementation, Training
- Conversion to Contract Management
  - Requirements, Design, Development, Validation / Testing, Implementation, Post Implementation, Training

CONFIDENTIAL & PROPRIETARY

FN-5: Financial and Accounting Policy

Business

Project Description

Review of Delaware policies and adoption of Highmark Financial and Accounting Policies by Delaware

Major Milestones and Activities

- [redacted]mapping of trial balance - G/L mapping to identify eliminating entries and consistency of accounting policies, including revenue accounting and analysis
- DE to adopt Highmark's Accounting Policies
  - Review BCBSD equity accounting and update methodology as needed
  - Review BCBSD "other investment" accounting and update methodology as needed
  - Review BCBSD other revenue/ expense account composition and policies. Transition activity to other general ledger accounts as needed
  - Review BCBSD other revenue/ ex ense account com osition and olicies. Transition activit to other eneral ledger accounts as needed then transition activity to other general ledger accounts as needed
  - Review HM reconciliation policies for inclusion into BCBSD processes

CONFIDENTIAL & PROPRIETARY

FN-6: Consolidation of Professional Services

Business

Project Description

Consolidation of services for Audit, Tax and Corporate Insurance post affiliation

Major Milestones and Activities

- Financial Reporting – External Auditors- Transition to PwC
- Taxes – transition all tax functions to Highmark's Tax Department
- Corporate Insurance – include BCBSD into Highmark's insurance policies
- Actuarial – Highmark to assume the current external consultant of BCBSD (Chief Actuarial role) – *Included in FN-7 Actuarial & Underwriting Strategy & Process*

Procurement activities and costs are captured in FN-4 Procurement Consolidation

CONFIDENTIAL & PROPRIETARY

FN-7: Actuarial and Underwriting Strategy & Process

Business & Technology

Project Description

Consolidation of Actuarial and Underwriting policies and processes and adoption of Highmark policies by BCBSD (unless otherwise dictated by Delaware requirements)

Major Milestones and Activities

- Individual and Small Group Prospect Quoting and Renewal Pricing
  - Implement HM individual & SG medical underwriting quoting, including DE specific considerations
  - Implement HM individual & SG renewing, including any DE specific considerations
- Large Group Prospect Quoting and Renewal Pricing
  - Implement HM large group quoting, including any DE specific considerations
  - Implement HM large group renewal pricing, including any DE specific considerations
- MCAP and Provider Contracting Analysis
  - Add Delaware to MCAP
  - Include Delaware in HM provider contracting analysis and support
- Claims Reserves and Trend Analysis
  - Include Delaware in HM claims reserves
  - Include Delaware in HM trend analysis
- Medicare Supplement Product Support
  - Convert DE Med Supp to new filing models. Include DE in MLR certification process
- Pharmacy Product Support
  - Include Delaware in HM rebate accruals
  - Include Delaware in HM pharmacy analysis

CONFIDENTIAL & PROPRIETARY

FN-8: Affiliated Finance Organization

Business

Project Description

Create an effective post-affiliation Finance organization

Major Milestones and Activities

- Finance organization post close reporting structure
- Post close reporting Structure in all finance sub functions
- Identification of Highmark personnel to transition filing responsibilities for BCBSD Reporting
- Highmark FCA area will need to assess transition needs in order to convert to Highmark processes

CONFIDENTIAL & PROPRIETARY

HO-1: Claims Application System Changes – Pg 1 of 3

Project Description

Identify and execute required system changes to Highmark claims applications to handle BCBSD business rules.

Major Milestones and Activities

- Define Project Organization and Staffing
- Business Modeling/Execute Business Gap Analysis
  - Mailroom/OCR
  - Claims Processing
    History, Pending, Accumulator and Spending Account
  - Product/Benefits
  - Managed Care (includes bypass logic)
  - Membership
  - Provider
  - Group/Client
  - Other Party (OPIS/OPL)
  - Financial
  - ITS (Home, Host & B2)
  - FEP
  - Pharmacy Bidirectional
  - Data Warehousing
  - Organization Analysis
- Organizational Analysis

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HO-1: Claims Application System Changes – Pg 2 of 3

Major Milestones and Activities (cont'd)

- Define System Scope
    - Document Vision
    - Develop High-level Business Requirements/Specs
    - Prepare Iteration Plan
    - Refine System Definition (RSD)
    - Update Supplemental Specifications
    - Detail Use Cases and Business Rules

- Define System Context/High Level Architecture

- Outline Plan for Testing

- Identify Test Ideas
    - Lifecycle Objectives Milestones

- Prepare Iteration Plan
- Refine System Definition
- Analysis and Design
- Build and Unit Test
- Develop Business Process Change Management Plan
- Prepare for Testing
- Mailroom Enhancements and Integration
    - Software Enhancements for Compatibility with Highmark Systems

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HO-1: Claims Application System Changes – Pg 3 of 3

Major Milestones and Activities (cont'd)

- OCR
- Code Freeze
- Finalize Deployment Plan
- Implement Code
- Release Milestone
- Post Implementation Support
- Finalize Business Process Change Management Plan
    - Communication Plan
    - Training
    - Processing Guidelines

- Update Cutover Plan
    - Review project migration schedules for all dependent functions
    - Review testing needs (i.e., functional parallels)
    - Develop Data Conversion Strategy and Timeline
    - Determine ITS Tasks and Plan Develop
    - FEP Migration Plan

- Execute Cutover Plan

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HO-2: Customer Service Application System Changes

Project Description

BCBSD and Highmark will ensure that BCBSD migrates to one common customer service system. This will include call routing, grievance / appeals, IVR support ,etc. The Team will understand the tactical next steps required to complete this migration.

Major Milestones and Activities

- Enable call routing across BCBSD/Highmark call centers
- Enable BCBSD Call Recordings onto Highmark's NICE Perform platform
- Enable BCBSD business onto Highmark's image/workflow platform
- Enable BCBSD's Grievance/Appeals process onto Highmark's platform
- Enable BCBSD business onto Highmark's Customer Service Desktop (INSINQ), including 18-months of inquiry conversion from BlueChip
- Enable BCBSD business onto Highmark's Member Self-Service IVR (MSSIVR)
- Retire BCBSD Provider IVR Recommendation a roval needed
- Enable integration of BCBSD self-service transactions (BlueChip) to customer service applications (INSINQ) for seamless resolution
- Work with Ops Excl sub-team to understand their plan for knowledge management and other business process alignment

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HO-3: Client Admin / Benefit Coding Application System Changes

Business & Technology

Project Description

BCBSD and Highmark will ensure that BCBSD migrates to one common client admin / benefit coding system.

Major Milestones and Activities

- Gap Analysis on the Client, Product and Market Facing applications that are in scope for this affiliation and development work items and estimates so that requirements can be developed and capabilities realized.
- Benefits Analysis and review of the BCBSD Products. Identify Gaps in our ability to code any of the BCBSD Benefits. Open work items to enhance our ability to code and maintain this business.
- Develop Copybooks
- Develop the format to transform the data from target applications/databases to source applications/databases.
- Roll out of Front Office applications to BCBSD Sales and Marketing for use as source set up data.
- Establish a dedicated test environment and begin to promote the identified system requirements into the test environment. Ensure that all identified system enhancements are implemented into the test region.
- Be prepared to have to load limited files of data for proof of concept testing.
- Begin test runs of the transformation process and continue through to just prior to full volume test .
- Develop update process to continue to refresh data.
- Commence Production Benefit coding as soon as affiliation is approved and/or after release for any new functionality that is being planned. Point test region to Production.
- Support full volume application and claims testing planned to begin.
- Convert full load of client/group and benefit data to test.
- Maintain data cross walk documentation for dependent processes.
- Training for Delaware staff on the new applications.
- Develop support protocols for system changes.

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HO-4: Membership/Enrollment Application System Changes

Business & Technology

Project Description

BCBSD and Highmark will ensure that BCBSD migrates to one common membership / enrollment system. This will include the conversion of enrollment to ECS. The Team will understand the tactical next steps required to complete this migration.

Major Milestones and Activities

- Conversion of BCBSD enrollment to Highmark system . Group and provider will need to be converted prior to enrollment.
- Review BCBSD inbound files and map to Highmark IFF and ensure group structure prior to end state.
- Ensure Highmark core components can accept and process BCBSD data (ex, plan area, PCP network).
- Adapting IPAT to meet needs of BCBSD underwriters.
- Analyze all processes for enrollment and spending account for new vendor, Acclaris and determine Banking Institution process for HSA.
- Migration of Delaware Inbound FEP enrollment to Highmark file process.
- Identify all enrollment reports to be used by BCBSD and determine recipients and ensure printing facility is available in Delaware.
- Analyze the ID card elements/characteristics for BCBSD and allow ID Card generation to FISERV (i.e. data elements that make up look and feel of cards)
- Perform Gap Analysis on outbound activity to determine if BCBSD will us existing vendors, eliminate or build new file feeds.
- Perform Gap Analysis on batch outbound activity to determine changes needed to existing processes and addition of any new processes.
- Migrate current BCBSD application process to INSINQ workflow
- Ensure all E-Delivery and contracts for file transfer. (Testing begins)
- Transition of new clients are utilizing the Highmark model.

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HO-5: Billing Application Systems Changes

Business & Technology

Project Description

BCBSD and Highmark will ensure that BCBSD migrates to one common billing application system. This will include conversion of current and historical data. The Team will understand the tactical next steps required to complete this migration.

Major Milestones and Activities

- Migrate Direct Pay business to Highmark's CATS . History of one year will be built and out standing balances will be converted.
- Determine the need for flagging of Rx claims, to separate against medical and dental claims. Y1
- Migrate group premium billing to HighBAR and PSAR. History will not be converted only Outstanding Balances will be converted.
- [redacted]
- Determine lockbox/bank arrangements necessary for invoice generation.

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HO-7: Operational Excellence Framework Build

Project Description

BCBSD and Highmark will ensure that there is alignment with Highmark's Operational Excellence data analyses.

Major Milestones and Activities

- Rollout Claims Excellence to DE
- Gather DE data to support Command Center & Ops Analytics projects
    - Identify any account/group specific performance guarantees
    - Develop a plan to understand BCBSD reporting and how aligns with Highmark reporting and determine how to integrate post close
- Rollout Documentation Support (Knowledge Mgmt) to DE
- Identify project impacts or needed initiative support for DE business

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HO-8: Operational Excellence Process Flow Changes

Project Description

BCBSD and Highmark will ensure that there is alignment with Highmark's Operational Excellence process flows.

Major Milestones and Activities

- Rollout Quality to DE
- Rollout Command Center to DE
- Rollout Workforce Planning & Development to DE
- Rollout Compliance to DE
- Support DE with Operations Business Analysts

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HO-9: Communications Impact

Project Description

Health Operations will support Communications for the BCBSD Affiliation Project. The Health Ops effort will be a subset of the overall project effort, but separate plans will be maintained.

Major Milestones and Activities

- Billing
  - Communications plan to customers of differences/new features
- Membership / Enrollment
  - Communication plans to inbound submitters and outbound recipients to offer options, guidance and guidelines for Highmark migration
  - Communication to members informing of changes related to ID Cards, website useage, PO Box, phone numbers
  - Work with DE clients to provide proper information for FSA accounts
- Customer Service
  - Work with Operational Excellence sub-team to understand their plan for governed communications/alerts
- Operational Excellence
  - Identify and establish appropriate communication channel for post close
  - Determine communications strategy and plan for WFP&D services integration for BCBSD
  - Determine communications strategy and plan for WFP&D services integration for BCBSD
  - Info & Events needs to build out HPO communication plans in advance of post close

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HO-10: Affiliated Health Operations Organization

Project Description

Create an integrated post-affiliation health operations organization. Reorganize key talents to achieve an optimized workforce for the end state organization.

Major Milestones and Activities

- Reorganization of talent to achieve optimized workforce for end state organizations
- Consistent Policies and Training for all Employees

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HR-1: Workforce Management

Business

Project Description

Manage workforce transition into new affiliated company, including cost analysis, alignment of roles, responsibilities and job grades.

Major Milestones and Activities:

Workforce Analysis:

- Preliminary identification of enterprise capacity
- Post close organization decisions under discussion with Senior Leadership at Highmark and Delaware

Workforce Transition:

- [redacted]
- [redacted]

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HR-2: HR Systems Migration

Project Description

Assess and consolidate current HR Systems into one, centralized platform which enables the day to day activities of each HR Function.

Major Milestones and Activities

HR Employee Data:

- Defined process for integration for Day 1
- Initial evaluation and mapping of data fields for skeletal records
- Mi_rate defined and a, , roved EE Data from ADP into PS 9.0 for Day 1

Payroll / T&L:

- Determine system migration plan in order to set target conversion dates from ADP - PS
- Develop list of common reports to be run for/by each HR Function
- Plan for a 1/1/13 PeopleSoft migration

Compensation & Benefits:

- [redacted]
- [redacted]
- Migration for Compensation and Benefits will take place throughout Year 1 & Year 2 of Affiliation

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HR-3: Compensation & Benefits

Business

Project Description

Analysis and alignment of compensation and benefits in end-state organization

Major Milestones and Activities

Compensation:

- Map Delaware positions to Highmark positions
- Alignment into Highmark compensation structure including incentive structure
- [redacted]
- Impact analysis for variable pay plans (broad-based plan design, sales plan design, executive pay design)
- [redacted]

Benefits:

- Benefit design alignment and 1/1-12/31 plan year transition for BCBSD; Evaluation of DE and HM voluntary benefits and integrate where possible
- Establish process and guidelines for BCBSD benefit conversion (to occur two years post-close)

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HR-4: Employee Experience (Change Management & Training)

Project Description

Manage employee experience throughout the affiliation process and develop strategies and plans to prepare for appropriate HR communications, training, on-boarding requirements, orientation and assimilation

Major Milestones and Activities

Leadership & Employee Alignment:

- Coordinate leadership interviews and workshop to align Highmark and BCBSD leaders around affiliation vision and objectives

Onboarding Program:

- Develop Welcome on-boarding kits for managers from Highmark and BCBSD employees
- Incorporate employee FAQ document for all affiliation related questions into on boarding kits

Employee Communication:

- Develop commu...ca...ns plan to en..ure messagin.., educa..., ... a... for managers and employees for both pre and post affiliation are coordinated (in collaboration with Communications Team)

Training Plan:

- Identify training requirements and activities across teams

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HR-5: Affiliated HR Policies & Procedures

Business

Project Description

Assess HR policies across Highmark and BCBSD to ensure all obligations are appropriately met when developing affiliated organization policies

Major Milestones and Activities

Policies:

- Assessment of employee programs to identify potential cultural/change impact
- Policy assessment and alignment
- Identify significant policy variations and develop timeline for adoption

Processes & Procedures:

- Align all HR Operations (including Talent Acquisition and Employee Relations)
- Align Talent Management practices including performance management
- Align the new Highmark Talent Acquisition process

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY

HR-6: Affiliated HR Organization

Business

Project Description

Development of affiliated HR organization structure

Major Milestones and Activities

- Understand responsibilities of HR employees in Highmark and BCBSD and assess differences in roles
- Reorganization of HR talent to achieve optimized workforce for end state organizations

*While planning of the project may start earlier, implementation of the project will only start post-close

CONFIDENTIAL & PROPRIETARY