

EXHIBIT D

BEFORE THE PENNSYLVANIA OFFICE OF OPEN RECORDS

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| -----: PUBLIC INTEREST LAW CENTER OF PHILADELPHIA, -----: | Petitioner, v. COMMONWEALTH OF PENNSYLVANIA, DEPARTMENT OF PUBLIC WELFARE, Respondent. | DOCKET NO. AP 2012-2017 |
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AFFIDAVIT OF Mark Haraway, DentaQuest

I, Mark Haraway of full age and being duly sworn according to law, depose and state as follows:

1. I am Regional Vice President of DentaQuest, LLC (“DentaQuest”). I have served in this capacity since 2011. I have approximately 23 years of experience in the health care insurance industry.
2. DentaQuest is a subcontractor to Medicaid Health Maintenance Organizations (“HMOs”) that participate in Pennsylvania’s HealthChoices Program. Pursuant to that program, the HMOs contract with the Pennsylvania Department of Public Welfare (“DPW”) to arrange for the provision of health care services to Medicaid beneficiaries who enroll in the HMOs. During the relevant period, three HMOs, namely, Aetna Better Health Inc., Keystone Mercy Health Plan, and Health Partners of Philadelphia, Inc., each subcontracted with DentaQuest; DentaQuest, in turn, contracted with dental providers to provide dental services to each HMO’s enrollees.

3. I am familiar with the October 3, 2012, request pursuant to Pennsylvania's Right-to-Know Law ("RTKL"), by the Public Interest Law Center of Philadelphia ("PILCOP") addressed to DPW, in which PILCOP seeks various records for the period January 1, 2008 until June 30, 2012, including any document that "(a) sets forth the amount for any one or more dental procedure codes that any Medicaid HMO and/or Medicaid Dental Subcontractor pays or has paid to dentists (and/or other providers of dental services) for the provision of dental services to Medicaid recipients in Southeastern Pennsylvania, or (b) otherwise establishes the rate of payment by which any Medicaid HMO and/or Medicaid Dental Subcontractor compensates or has compensated dentists (and/or other providers of dental services) for the provision of dental services to Medicaid recipients in Southeastern Pennsylvania." PILCOP specifically excluded from the request any documents that it had previously requested from DPW in its June 17, 2011, request. It is my understanding that the October 3, 2012 request, unlike the June 17, 2011 request, specifically sought rates that the dental subcontractors, such as DentaQuest, paid the dental providers. I am also familiar with DPW's denial of PILCOP's request, dated November 13, 2012. I submit this affidavit in support of DPW's denial in this appeal.

4. To the extent that PILCOP's request can be construed to require the production of documents and information showing the rates that DentaQuest paid to dental providers, DentaQuest strongly objects to the disclosure of such documents and information. DentaQuest considers such documents and information to be confidential, proprietary to DentaQuest, and DentaQuest's trade secrets.

5. During my time in the health care insurance industry, it has been standard industry practice to keep confidential any information relating to rates that insurance plans

and/or their subcontractors pay to providers. Consistent with this practice, DentaQuest has kept provider rates confidential. Each subcontract that DentaQuest has with the HMOs contains confidentiality provisions that protect from disclosure rate information, including the rates that DentaQuest pays to dental providers.

6. DentaQuest takes steps to ensure that internal disclosure of rate information is as limited as possible, and that those DentaQuest employees with access to the information protect its confidentiality. DentaQuest provides confidentiality training to its employees to protect all confidential information. DentaQuest limits access to rate information to senior management and those employees with specific need for the information in the performance of their jobs, such as designated contract negotiators and managers with specific business accountability.

7. DentaQuest maintains documents containing rate information in both hard copy and electronic format. Access to these documents is limited to a "need to know" basis. Electronic copies of the documents are maintained in electronic files that can only be accessed by employees identified as having a business need for the information. DentaQuest also ensures that managers review, on a regular basis, the security rights of their staff to electronic folders.

8. DentaQuest has expended substantial time, effort, and expense in developing its provider rates, and in protecting the confidentiality of its rate information.

9. The disclosure of DentaQuest's rate information to DentaQuest's competitors, *i.e.*, other subcontractors in the HealthChoices program, would substantially harm DentaQuest's ability to compete fairly in the market for reasonable contract rates. Armed with DentaQuest's rate information, DentaQuest's competitors could undercut DentaQuest, causing DentaQuest to suffer lost business. In addition, disclosure of the rate information of other HMOs or

subcontractors to the providers could cause the providers to seek higher rates from DentaQuest, to DentaQuest's economic detriment. For these reasons, DentaQuest's rate information has independent economic value to DentaQuest and, if disclosed, would have value to DentaQuest's competitors.

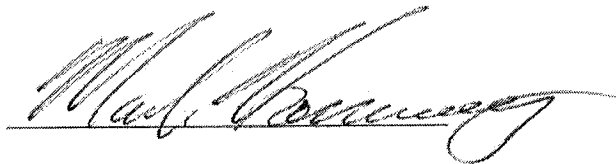
10. In addition, for these same reasons, the disclosure of DentaQuest's rate information would cause substantial harm to DentaQuest's competitive position if disclosed.

11. For all of these reasons, the documents and information sought in the Request have independent economic value to DentaQuest.

12. Because of DentaQuest's efforts to maintain the confidentiality of its provider rates as described above, it would be very difficult for others to acquire or duplicate those rates by legitimate means. Those rates could only be legitimately acquired by others through the RTKL process, and then only if those rates are not protected as trade secrets or confidential proprietary information of DentaQuest and DPW is required to disclose them.

13. In addition, any documents containing DentaQuest's rates that reflect an individual encounter with a dental provider are confidential treatment records that contain individually identifiable health information. Because disclosure of such documents would reveal private and confidential health information of the HMOs' subscribers in the HealthChoices program, such disclosure would harm those subscribers.

I understand that the statements made herein are subject to the penalties of 18 Pa.C.S. § 4904, relating to unsworn falsification to authorities.

A handwritten signature in black ink, appearing to read "Mark Berney", is written over a horizontal line.