



4. Respondent admits to all of the facts relating to the above-referenced violations.

5. In accordance with the corrective action plan previously provided by Respondent and approved by the Department, Respondent shall implement procedures and processes designed to ensure Respondent's compliance with the primary care spend requirements set forth in 18 *Del. C.* §§ 3342B(b)(3) and 3556(b)(3) (the "Corrective Actions"). Respondent shall have 30 days from the date this Order is fully executed to (1) complete the Corrective Actions and notify the Department of their completion, and (2) submit to the Department an updated 2024 Progress Update template.

6. Respondents' failure to comply with the requirements of Paragraph 5 of this Order shall constitute a breach of this Order and shall entitle the Department to pursue all remedies allowed by Delaware law. Such remedies may include administrative penalties and the suspension or revocation of Respondent's certificate of authority.

7. Respondent waives any right to challenge in an administrative or court proceeding any of the terms or conditions of this Order on any legal theory.

8. This Order is the free and voluntary act of Respondent, and its terms are binding upon Respondent and may be admitted into evidence in any judicial or administrative proceeding that may be required against Respondent to enforce such terms. Respondent acknowledges that it has had a full opportunity to seek and receive advice of counsel on all matters related to this Order.

9. This Order contains all of the terms and conditions agreed to by the parties and constitutes the final agreement between Respondent and the Department.

10. No change, amendment, or modification hereto shall be effective or binding unless it is in writing, dated, and signed by the parties.

11. If the Department fails to act on any one or more defaults by the Respondent, such failure to act shall not be a waiver of any rights hereunder on the part of the Department to declare Respondent in default and to take such action as may be permitted by this Order or by law.

12. This Order may be signed in duplicate, and both documents shall be considered originals. Execution by facsimile or by electronically submitted signature shall be fully and legally effective and binding. Respondent agrees that an uncertified copy of this Order shall be valid as evidence in any proceeding that may be required for purposes of enforcement. The person executing this Order on behalf of Respondent shall acknowledge his or her signature before a notary public and, by executing this Order, certifies that he or she is duly authorized to execute this Order on behalf of Respondent.

13. This Order shall survive Respondent and be enforceable against its successors, transferors, or assigns.

