

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

TRUSTMARK HEALTH
BENEFITS, INC.,

Plaintiff,

vs.

WALTON COUNTY BOARD OF
COMMISSIONERS, MSI
BENEFITS GROUP and
MATTHEW S. BIDWELL,

Defendants.

Civil Action File No.:

COMPLAINT

Plaintiff Trustmark Health Benefits, Inc. (“Trustmark”), by its undersigned counsel, complains of Defendants Walton County Board of Commissioners (“BOC”), MSI Benefits Group (“MSI”) and Matthew S. Bidwell (“Bidwell”) (collectively “Defendants”) as follows:

The Parties

1.

Trustmark is a company, incorporated under the laws of Delaware with a principal place of business in Lake Forest, Illinois. Trustmark contracts with public and private health plan administrators to provide third party claims review services.

2.

BOC is the governing body of Walton County, Georgia, and a citizen of Georgia. BOC is the plan sponsor of a self-funded health and welfare benefit plan for eligible employees of Walton County and their dependents.

3.

MSI is an employee benefit consulting and brokerage firm organized under the law of the State of Georgia with its principal place of business in Kennesaw, Cobb County, Georgia.

4.

Bidwell is a licensed insurance broker, affiliated with MSI, with extensive experience in employee welfare benefit programs, specifically, health benefit programs, for Georgia's municipalities and counties. Bidwell is a citizen of Georgia.

Jurisdiction and Venue

5.

This Court has original jurisdiction over this lawsuit pursuant to 28 U.S.C. §1332(a)(1) in that there is diversity between the parties and the amount in controversy exceeds \$75,000.00.

6.

Venue is proper in this district pursuant to 28 U.S.C. §1331(a)(2) since a substantial part of the events or omissions giving rise to this claim occurred within the Northern District of Georgia.

Nature of Action

7.

Trustmark seeks damages for BOC's breach of the Administrative Services Agreement ("ASA") entered into between Trustmark and BOC effective July 1, 2021, and fraudulent misrepresentations regarding same, and as a result of MSI's and Bidwell's respective fraudulent and negligent actions and omissions in brokering the ASA. A true and correct copy of the ASA is attached hereto as **Exhibit A** ("Ex. A") and fully incorporated by reference herein.

Statement of Facts

8.

After BOC decided to opt out of the group health program available to all Georgia counties, the ACCG group health program, BOC's then broker Insurance Office of America ("IOA") solicited Trustmark's proposal for administration of health claims and stop-loss insurance coverage in connection with BOC's self-

funded health and welfare benefit plan (“Plan”), with 562 participating employees and their respective dependents, starting July 1, 2021.

9.

Trustmark provided proposals for 12 and 24 months of services. BOC subsequently appointed IOA as its broker of record and elected to enter into a 36 months/3 year agreement at discounted rates with an annual wellness credit in the amount of \$50,000.00.

10.

Relying on BOC’s representations, Trustmark worked with IOA to implement the relationship and commenced providing claims administration services to the Plan on July 1, 2021.

11.

On July 28, 2021, Trustmark provided IOA with the ASA, memorializing the terms of the relationship between Trustmark and BOC for a period of three (3) years, stating “[p]lease have the County sign and return a copy to us. Our Regional President will sign and we’ll return a fully executed copy to you.”

12.

In September 2021, due to service and implementation issues, BOC changed its broker of record from IOA to MSI, its previous broker since at least 2016. The meeting minutes reflect the following:

Discussion and possible action regarding Healthcare Broker - Insurance Office of America Human Resources Director Melissia Rusk addressed the Board with concerns and problems the County is experiencing with Insurance Office of America and requested that the services of Insurance Office of America be terminated immediately and that the Board return to a contract with MSI Benefits, the former broker. She stated that employees and covered dependents have experienced a total of 623 medical and pharmacy denials since July 1st. She also cited numerous examples of unacceptable customer service and support. Motion: Chairman Thompson made a motion to notify and terminate the services of Insurance Office of America effective today if possible and give HR Director Melissia Rusk the authority to specify the specific date. Commissioner Adams seconded the motion. All Commissioners including Chairman Thompson voted in favor.

13.

The change in BOC's broker of record from IOA to MSI resulted in several revisions to the ASA, including reducing the term from 3 years to 2 years. Trustmark adjusted the ASA to reflect the desired changes and sent a final draft to Bidwell at MSI on November 3, 2021, relying on his expertise in putting the ASA into effect. The same day, BOC through its broker Bidwell at MSI, returned a signed copy of the prior ASA draft provided in July, reflecting a 3 year term, to Trustmark.

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