

No. **2025-9600**

**Official Order
of the
Texas Commissioner of Insurance**

Date: 11/14/2025

Subject Considered:

ProCare Advantage, LLC
2537 Golden Bear Dr.
Carrollton, TX 75006-2377

Consent Order
TDI Enforcement File No. 36972

General remarks and official action taken:

This is a consent order with ProCare Advantage, LLC (ProCare) because a change in control was executed prior to commissioner approval. ProCare has agreed to pay a \$10,000 administrative penalty for this violation.

Waiver

ProCare acknowledges that the Texas Insurance Code and other applicable law provide certain rights. ProCare waives all of these rights, and any other applicable procedural rights, in consideration of the entry of this consent order.

Findings of Fact

1. ProCare, company identification number 147315, is a domestic health maintenance organization authorized by the Texas Department of Insurance (TDI) since December 14, 2018.
2. Pursuant to TEX. INS. CODE § 843.085, any change in control of a health maintenance organization requires commissioner approval as indicated under TEX. INS. CODE, Chapter 823.

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3. Pursuant to TEX. INS. CODE § 823.154, before acquisition or divestiture of control:
 - a. the acquiring or divesting person shall file a statement with the commissioner that satisfies the requirements of TEX. INS. CODE § 823; and
 - b. the change in control must be approved by the commissioner.
4. Pursuant to TEX. INS. CODE § 823.154(c), the acquisition, exercise of control, or divestiture statement must be filed no later than the 60th day before the effective date of the change of control.

Organizational Structure:

5. Prior to October 24, 2024, the Longo Grandchildren's 2011 Trust (the Trust) was the sole owner of Albert Joseph Longo Ltd. (Longo Ltd), and the only ultimate controlling entity indicated for ProCare.
6. ProCare purports that Longo Ltd is the majority shareholder of Medcare Management Holdings, Inc. (MMHI), and that MMHI is one of seven minority shareholders of ProCare. The minority shareholder of MMHI, Hillsdale Home Builders Ltd. (Hillsdale), previously filed a disclaimer of control with TDI.
7. On October 24, 2024, the Trust distributed all its assets, including the shares of Longo Ltd., to its 10 individual beneficiaries. Immediately after distribution, on October 24, 2024, without a timely filing or commissioner approval, the Trust was dissolved. On October 25, 2024, four of the individual beneficiaries sold all their shares in Longo Ltd. to Hillsdale and 2840060 Ontario Inc.
8. The filing for a change in control was due 60 days prior to the change, or by August 25, 2024.
9. A change of control statement was not submitted until March 19, 2025.
10. The change in control occurred without commissioner approval.

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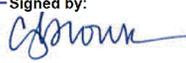
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Conclusions of Law

1. The commissioner has jurisdiction over this matter under TEX. INS. CODE §§ 82.051–82.055, 84.021–84.044, 801.052, 843.071, 843.085, 823.154, and 823.165.
2. The commissioner has the authority to informally dispose of this matter as set forth in TEX. GOV'T. CODE § 2001.056, and TEX. INS. CODE §§ 36.104 and 82.055.
3. ProCare has knowingly and voluntarily waived all procedural rights to which it may have been entitled regarding the entry of this order, including, but not limited to, issuance and service of notice of intention to institute disciplinary action, notice of hearing, a public hearing, a proposal for decision, rehearing by the commissioner, and judicial review.
4. A violation of TEX. INS. CODE § 823.154 occurred when ProCare's ultimate controlling entity on record was dissolved.
5. TEX. INS. CODE § 843.085 was violated when ProCare's ultimate controlling entity was dissolved without obtaining commissioner approval required for any change in control.

Order

It is ordered that ProCare Advantage, LLC, pay an administrative penalty of \$10,000 within 30 days from the date of this order. The administrative penalty must be paid as instructed in the invoice, which the department will send after entry of this order.

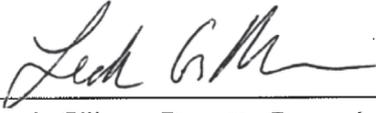
Signed by:

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Cassie Brown
Commissioner of Insurance

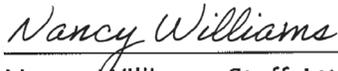
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Recommended and reviewed by:



Leah Gillum, Deputy Commissioner
Fraud and Enforcement Division



Nancy Williams, Staff Attorney
Enforcement

Approved as to form and content:



Barry Senterfitt
Greenberg Traurig LLP

Affidavit

STATE OF New York §
§
COUNTY OF New York §

Before me, the undersigned authority, personally appeared Sean Hladky,
who being by me duly sworn, deposed as follows:

"My name is Sean Hladky. I am of sound mind, capable of making
this statement, and have personal knowledge of these facts which are true and correct.

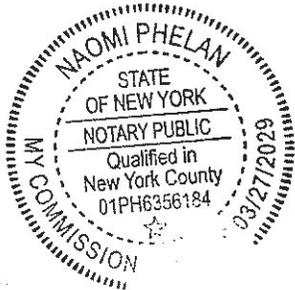
I hold the office of CFO and am the authorized representative of
ProCare Advantage, LLC. I am duly authorized by said organization to execute this
statement.

ProCare Advantage, LLC has knowingly and voluntarily entered into the foregoing consent
order and agrees with and consents to the issuance and service of the same by the
commissioner of insurance of the State of Texas."

[Signature]
Affiant

SWORN TO AND SUBSCRIBED before me on October 27th, 2025.

(NOTARY SEAL)



Naomi Phelan
Signature of Notary Public

Naomi Phelan
Printed Name of Notary Public