

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

NATIONAL FAMILY PLANNING AND
REPRODUCTIVE HEALTH
ASSOCIATION,

Plaintiff,

v.

ROBERT R. KENNEDY, JR.,
Secretary of Health and Human Services, et
al.,

Defendants.

Civil Action No. 25-1265 (ACR)

**MOTION TO DISMISS OR FOR SUMMARY JUDGMENT AND
MEMORANDUM IN SUPPORT THEREOF**

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Defendants Robert F. Kennedy, Secretary of Health and Human Services, Dorothy Fink, Acting Assistant Secretary for Health, and Amy L. Margolis, Deputy Director of the Office of Population Affairs (collectively, “Defendants” or “HHS”), respectfully move to dismiss the complaint or, in the alternative, for summary judgment pursuant to Federal Rules of Civil Procedure (“Rules”) 12(b)(1), 12(b)(6), and 56.

INTRODUCTION

Plaintiff National Family Planning & Reproductive Health Association (“Plaintiff”) brings this lawsuit, purportedly on behalf of fourteen of its members, while only identifying Essential Access Health and Missouri Family Health Council,¹ under the Administrative Procedure Act (“APA”) (Counts I–IV), and, in the alternative, alleging that Defendants’ actions are *ultra vires* (Count V). *See* Compl. (ECF No. 1). Plaintiff claims that HHS, under 45 C.F.R. § 75.371(a), has improperly withheld Title X grants for federally funded family planning services from Title X grantees, because HHS allegedly has failed to make any determination that the grantees violated any federal statutes, regulations, or the terms and conditions of a Federal award, and thus Defendants’ actions allegedly are contrary to law. *Id.* ¶ 1. The gravamen of Plaintiff’s Complaint is that grantees have not been paid monies that they are purportedly due under the notice of awards, and those funds allegedly should be restored. *Id.*

¹ As previously mentioned, on June 25, 2025, Defendants notified Essential Access Health and Missouri Family Health Council that their Title X grants were restored, and each entity should have started to receive funding again. Thus, the claims relating to those entities are moot. *See* Defs.’ Supp. Pre-Motion Notice (ECF No. 22). And because Plaintiff has not identified any other members in its Complaint besides those two entities who have allegedly suffered an injury, Plaintiff lacks Article III standing. *Id.* At the July 15, 2025, hearing, the Court stated it did not want briefing on this issue and ordered Plaintiff to either file an amended complaint or declaration identifying the other members. To the extent that Plaintiff fails to formally identify the other members, Defendants intend to supplement this motion with an argument that Plaintiff lacks Article III standing, for the reasons Defendants previously indicated in their Supplemental Pre-Motion Notice.

As discussed further below, this Court should dismiss the Complaint in its entirety. As a threshold matter, this Court lacks jurisdiction over Plaintiff's claims because Plaintiff's claims are fundamentally contractual and must be heard by the Court of Federal Claims. There is also a second jurisdictional barrier: Plaintiff's claims are not ripe for judicial review. Further, Plaintiff fails to state claim, because it is not challenging a final agency action, and Plaintiff has other adequate alternative remedies, which forecloses relief under the APA. As for Plaintiff's *ultra vires* claim, Plaintiff misses the mark completely because there is alternative review for this claim. Finally, should the Court nonetheless find that it has jurisdiction over Plaintiff's claims and there is final agency action, HHS's decision to temporarily withhold the funds is not arbitrary or capricious and not contrary to law.

BACKGROUND

I. Statutory and Regulatory Background

Congress enacted Title X of the Public Health Service Act, 42 U.S.C. §§ 300, *et seq.*, as a means of “making comprehensive voluntary family planning services readily available to all persons desiring such services.” Family Planning Services and Population Research Act of 1970, Pub. L. No. 91-572, § 2(1), 84 Stat. 1504 (1970). The statute authorizes the Secretary of Health and Human Services to “make grants to and enter into contracts with public or nonprofit private entities to assist in the establishment and operation of voluntary family planning projects which shall offer a broad range of acceptable and effective family planning methods and services (including natural family planning methods, infertility services, and services for adolescents).” 42 U.S.C. § 300(a). Projects funded under this program provide the services “necessary to aid individuals to determine freely the number and spacing of their children.” 42 C.F.R. § 59.1.

Family planning services “include a broad range” of methods and services, 42 U.S.C. § 300(a). Congress also provided that Title X grants “shall be made in accordance with such

regulations as the [HHS] Secretary may promulgate,” 42 U.S.C. § 300a-4(a), and “shall be payable . . . subject to such conditions as the Secretary may determine to be appropriate to assure that such grants will be effectively utilized for the purposes for which made,” 42 U.S.C. § 300a-4(b). The implementing regulations explicitly incorporate requirements found at 45 CFR part 75. *See* 42 C.F.R. § 59.9 (“Any funds granted under this subpart shall be expended solely for the purpose for which the funds were granted in accordance with the approved application and budget, the regulations of this subpart, the terms and conditions of the award, and the applicable cost principles prescribed in 45 C.F.R. part 75.”). Regulations prescribe record retention and access requirements, 45 C.F.R. § 75.364, as well as remedies for non-compliance. 45 C.F.R. § 75.371–.372.

II. Factual Background

On March 31, 2025, the Office of the Assistant Secretary for Health (“OASH”) notified fourteen alleged members of Plaintiff, including Essential Access Health and Missouri Family Health Council, that pursuant to 45 C.F.R. § 75.371(a) a disbursement under the Title X grant award was being temporarily withheld based on possible violations of the terms and conditions set forth in the notice of award. *See* Compl. ¶ 4; AR at 441–59. To assess compliance with the terms and conditions of the notice of award, OASH asked each entity provide a response or documents, including, but not limited to, a statement of position, a copy of nondiscrimination policies, and a copy of any complaints or grievances alleging discrimination against a job applicant on the basis of race. *Id.*

On April 10, 2025, grantees Adagio Health, Converge, Essential Access Health, and Missouri Family Health Council adequately responded to OASH’s March 31 letters. *See* Ex. 1 at 000004–9, 18–20. Additional grantees AccessMatters, Bridgercare, and Maine Family Planning, provided responses partially addressing OASH’s concerns. *Id.* at 00001–03, 10–17. Another set

of grantees—all Planned Parenthood affiliates—sent what was essentially a template letter response, with no underlying records. *Id.* at 000021–63.

On June 25, 2025, OASH notified the entities that either their funds were restored or requested additional information and/or documents to ensure compliance with the terms and conditions of the notice of award. More specifically, Adagio Health, Converge, Essential Access Health, and Missouri Family Health Council were notified that their Title X funding was restored, *see* Ex. 2; while AccessMatters, Bridgercare, Maine Family Planning, and the Planned Parenthood affiliates were notified that OASH remained concerned about possible violations of Federal civil rights law and requested additional information, including remedial steps taken, to confirm that any policies and practices that may be in violation of Federal civil rights laws have been appropriately addressed, *see* Ex. 3.

On July 16, 2025, the Planned Parenthood affiliates were notified in writing, as acknowledged by the affiliates' letters sent to OASH on April 10, that OASH did not receive a complete response to its March 31, 2025, letter, and, further, OASH did not receive any response to its June 25, 2025, letter from the Planned Parenthood affiliates; thus, OASH remained concerned about potential violations of Federal civil rights law and requested a complete response to its outstanding inquiries by 5:00 pm EDT on July 18, 2025; OASH also indicated that it was concerned about compliance with the records requirements provided in 45 C.F.R. 75.364. *See* Ex. 4. On July 18, 2025, the Planned Parenthood affiliates responded to OASH's letters, *see* Ex. 5, and OASH's review of the overdue material remains ongoing.

On July 23, 2025, AccessMatters, Bridgercare, and Maine Family Planning were notified that their Title X funding was restored. *See* Ex. 6. As of this filing, these entities should have started to receive funding again.

As of the date of this filing, the only entities whose funds remain paused are those that (a) provided no records in response to the March 31 Letter and admitted that they had not “respond[ed] fully”; that also (b) provided no records and response at all to the June 25, 2025, Letter; and that also (c) only finally produced records for review, as required under 45 C.F.R. 75.364, on July 18, 2025, approximately one week before this filing. *See* Ex. 5

III. Procedural Background

On April 24, 2025, Plaintiff filed this action purportedly on behalf of fourteen of its members against Defendants for temporarily withholding Title X funding. *See generally* Compl. Plaintiff alleges violations of the APA (Counts I–IV) and bring an *ultra vires* claim (Count V). *Id.* at 26–33.

On June 23, 2025, the parties filed their Pre-Motion Notice, *see* ECF Nos. 13, 14, and appeared for a Pre-Motion Conference on July 15, 2025, *see* July 15, 2025, Min. Entry for Video Proceedings. At the Pre-Motion Conference, the Court set a briefing schedule. *Id.*

In conformance therewith, Defendants now move to dismiss the Complaint or, in the alternative, for summary judgment.

LEGAL STANDARDS

I. Rule 12(b)(1)

Under Rule 12(b)(1), a plaintiff bears the burden of establishing jurisdiction by a preponderance of the evidence. *See Lujan v. Defenders of Wildlife*, 504 U.S. 555, 561 (1992). A court considering a Rule 12(b)(1) motion must “assume the truth of all material factual allegations in the complaint and ‘construe the complaint liberally, granting plaintiff the benefit of all inferences that can be derived from the facts alleged.’” *Am. Nat’l Ins. Co. v. FDIC*, 642 F.3d 1137, 1139 (D.C. Cir. 2011) (quoting *Thomas v. Principi*, 394 F.3d 970, 972 (D.C. Cir. 2005)). A court

may examine materials outside the pleadings as it deems appropriate to resolve the question of its jurisdiction. *See Herbert v. Nat’l Acad. of Scis.*, 974 F.2d 192, 197 (D.C. Cir. 1992).

II. Rule 12(b)(6)

Under Rule 12(b)(6), the Court may dismiss a Complaint where a plaintiff fails to state a claim upon which relief can be granted. To survive a Rule 12(b)(6) motion to dismiss, “a complaint must contain sufficient factual matter, accepted as true, to ‘state a claim to relief that is plausible on its face.’” *Ashcroft v. Iqbal*, 556 U.S. 662, 678 (2009) (quoting *Bell Atl. Corp. v. Twombly*, 550 U.S. 544, 570 (2007)). When resolving a motion to dismiss pursuant to Rule 12(b)(6), the pleadings are construed broadly so that all facts pleaded therein are accepted as true, and all inferences are viewed in a light most favorable to the plaintiff. *See Iqbal*, 556 U.S. at 678. However, a court is not required to accept conclusory allegations or unwarranted factual deductions as true. *Id.* “Threadbare recitals of the elements of a cause of action, supported by mere conclusory statements, do not suffice.” *Id.* Likewise, a court need not “accept as true a legal conclusion couched as a factual allegation.” *Papasan v. Allain*, 478 U.S. 265, 286 (1986). Ultimately, the focus is on the language in the complaint and whether that sets forth sufficient factual allegations to support a plaintiff’s claims for relief.

III. Rule 56

Summary judgment is warranted “when there is no genuine dispute as to any material fact and [] the movant is entitled to judgment as a matter of law.” Fed. R. Civ. P. 56(a). In cases challenging agency action under the APA, the district court “sits as an appellate tribunal,” and review “is based on the agency record and limited to determining whether the agency acted arbitrarily or capriciously.” *Rempfer v. Sharfstein*, 583 F.3d 860, 865 (D.C. Cir. 2009) (quotation marks omitted). A reviewing court may set aside agency action that is “arbitrary, capricious, an abuse of discretion,” “otherwise not in accordance with law,” or “unsupported by substantial

evidence.” 5 U.S.C. § 706(2)(A), (E). Substantial evidence is that which “a reasonable mind might accept as adequate to support the [agency’s] conclusion.” *Mach Mining, LLC v. Sec’y of Labor*, 809 F.3d 1259, 1263 (D.C. Cir. 2016). This “requires more than a scintilla, but can be satisfied by something less than a preponderance of the evidence.” *Epsilon Elecs., Inc. v. Dep’t of Treasury*, 857 F.3d 913, 918, 925 (D.C. Cir. 2017) (cleaned up). “Under this highly deferential standard of review, the court presumes the validity of agency action and must affirm unless the [agency] failed to consider relevant factors or made a clear error in judgment.” *Nat’l Lifeline Ass’n v. FCC*, 983 F.3d 498, 507 (D.C. Cir. 2020) (cleaned up). So long as an agency “articulate[s] a satisfactory explanation for its action including a rational connection between the facts found and the choice made,” *Motor Vehicle Mfrs. Ass’n v. State Farm Mut. Auto. Ins. Co.*, 463 U.S. 29, 43 (1983) (internal quotation marks omitted), a court may not “substitute [its] judgment for the agency’s,” even if it “might have reached a different conclusion in the first place.” *Epsilon Elecs.*, 857 F.3d at 918.

ARGUMENT

I. This Court Does Not Have Jurisdiction Over Plaintiff’s Claims.

A. Plaintiff’s Claims Belong in the Court of Federal Claims.

In its Complaint, Plaintiff seeks to reverse the temporary withholding of contractual agreements and obtain a court order that requires Defendants to pay out money it states is due under those agreements. *See* Compl. ¶ 1; *see also id.*, Prayer of Relief. Plaintiff’s claims should be dismissed at the threshold because, as the Supreme Court recently confirmed, district courts lack jurisdiction under the APA “to enforce . . . contractual obligation[s] to pay money” against the federal government. *Dep’t of Educ. v. California*, 145 S. Ct. 966, 968 (2025) (quoting *Great-West Life & Annuity Ins. Co. v. Knudson*, 534 U.S. 204, 212 (2002)). Rather, “the Tucker Act grants the Court of Federal Claims jurisdiction over suits based on ‘any express or implied contract

with the United States.” *Id.* at 968–69 (quoting 28 U.S.C. § 1491(a)(1)). That jurisdictional principle applies with equal force to any such obligations created by the grant agreements in this case. The proper course here would be for the parties to the grant agreements to seek appropriate recourse under the terms of the grant agreements—not for Plaintiff, as a non-party, to seek such relief through this suit.

“[T]he party asserting federal jurisdiction . . . has the burden of establishing it.” *Jenkins v. Howard Univ.*, 123 F.4th 1343, 1347 (D.C. Cir. 2024) (quoting *DaimlerChrysler Corp. v. Cuno*, 547 U.S. 332, 342 n.3 (2006)); see *Perry Capital LLC v. Mnuchin*, 864 F.3d 591, 603 (D.C. Cir. 2017) (“Before delving into the merits, we pause to assure ourselves of our jurisdiction, as is our duty.”). To “bring a claim against the United States,” the plaintiff must “identify an unequivocal waiver of sovereign immunity.” *Franklin-Mason v. Mabus*, 742 F.3d 1051, 1054 (D.C. Cir. 2014); see *Perry Capital*, 864 F.3d at 619 (noting that sovereign immunity is “jurisdictional in nature”). Plaintiff here asserts claims under the APA, Compl. at 1, 26–33, which “provide[s] a limited waiver of sovereign immunity for claims against the United States ‘seeking relief other than money damages’ for persons ‘adversely affected or aggrieved by agency action.’” *Crowley Gov’t Servs., Inc. v. Gen. Servs. Admin.*, 38 F.4th 1099, 1105 (D.C. Cir. 2022) (quoting 5 U.S.C. § 702). “But even for claims that are not for money damages, the APA confers no ‘authority to grant relief if any other statute that grants consent to suit expressly or impliedly forbids the relief which is sought.’” *Albrecht v. Comm. on Emp. Benefits*, 357 F.3d 62, 67 (D.C. Cir. 2004) (quoting 5 U.S.C. § 702). This “important carveout” to the APA’s sovereign immunity waiver “prevents plaintiffs from exploiting” that waiver “to evade limitations on suit contained in other statutes.” *Match-E-Be-Nash-She-Wish Band of Pottawatomi Indians v. Patchak*, 567 U.S. 209, 215 (2012).

Here, Plaintiff’s attempt to use the APA to compel the federal government to continue to provide funding under the terms of a grant agreement is “impliedly forbid[den],” 5 U.S.C. § 702, by the Tucker Act, 28 U.S.C. § 1491(a)(1)—which provides for judicial review of “any express or implied contract with the United States,” *California*, 145 S. Ct. at 968 (quoting 28 U.S.C. § 1491(a)(1)). That is, “the Tucker Act . . . ‘impliedly forbid[s]’ contract claims against the government from being brought in district court under . . . the APA.” *Perry Cap. LLC v. Mnuchin*, 864 F.3d 591, 618–19 (D.C. Cir. 2017) (citing *Albrecht*, 357 F.3d at 67–68). Thus—regardless of how a claim is styled—a district court lacks jurisdiction over that claim if it “is in ‘its essence’ contractual.” *Id.* at 619 (quoting *Megapulse, Inc. v. Lewis*, 672 F.2d 959, 967 (D.C. Cir. 1982)).

That jurisdictional barrier exists for good reasons. It ensures that contract claims against the federal government are channeled into a court “that possesses expertise in questions of federal contracting law.” *Alphapointe v. Dep’t of Veterans Affairs*, 475 F. Supp. 3d 1, 11 (D.D.C. 2020); *see also, e.g., Ingersoll-Rand Co. v. United States*, 780 F.2d 74, 78 (D.C. Cir. 1985). And it respects Congress’s deliberate choice to limit the remedies available for such claims. *See Megapulse*, 672 F.2d at 971. Relevant here, a plaintiff “cannot maintain a contract action in either the district court or the Court of Claims seeking specific performance of a contract.” *Id.*; *see Ingersoll-Rand* at 79–80.

Determining whether a claim “is ‘at its essence’ contractual”—and therefore falls outside of the APA’s waiver of sovereign immunity—“depends both on the source of the rights upon which the plaintiff bases its claims, and upon the type of relief sought (or appropriate).” *Crowley*, 38 F.4th at 1106 (quoting *Megapulse*, 672 F.2d at 968). Applying the *Megapulse* factors here confirms that Plaintiff’s claims amount to the very sort of contractual claims for monetary relief against the federal government over which this Court lacks jurisdiction.

In terms of the first factor, in examining the “source of the rights” prong, the D.C. Circuit has “rejected the ‘broad’ notion ‘that any case requiring some reference to or incorporation of a contract is necessarily on the contract and therefore directly within the Tucker Act.’” *Id.* at 1107 (quoting *Megapulse*, 672 F.2d at 1107). But the Circuit has also warned that plaintiffs cannot avoid the Tucker Act and its jurisdictional consequences by artfully crafting a complaint to disguise what is essentially a contract claim as a claim for equitable relief under a separate legal authority. *See id.*; *Kidwell v. Dep’t of Army, Bd. for Corr. of Mil. Recs.*, 56 F.3d 279, 284 (D.C. Cir. 1995); *see also Megapulse*, 672 F.2d at 969–70 (“This court retains the power to make rational distinctions between actions sounding genuinely in contract and those based on truly independent legal grounds.”). A court must therefore consider, among other factors, whether “the plaintiff’s asserted rights and the government’s purported authority arise from statute”; whether “the plaintiff’s rights ‘exist[] prior to and apart from rights created under the contract’”; and whether “the plaintiff ‘seek[s] to enforce any duty imposed upon’ the government ‘by the . . . relevant contracts to which’ the government ‘is a party.’” *Crowley*, 38 F.4th at 1107 (citation omitted).

Here, like the *California* plaintiffs, Plaintiff seeks relief based upon a grant award; Plaintiff has no statutory or constitutional right to such funding. Indeed, Plaintiff cannot point to the APA or any regulation, including 45 C.F.R. part 75, as the source of a right whereby Defendants *must* continue funding. To the contrary, the source of rights underlying Plaintiff’s claims are the grant agreements. The grant agreements are prototypical contracts: they set out obligations that the grantee must accept and fulfill in exchange for consideration from the government. And Plaintiff’s claims are effectively based on an alleged right to continued funding under the various grant agreements. Plaintiff’s theories of standing, relief, and harm hinge entirely on contractual routing of future funding to the grantees as provided for in the grant agreements. And deciding whether

HHS breached those grant agreements by unlawfully withholding the funding points right back to the terms and conditions of each grant agreement.

In terms of the second prong, the relief Plaintiff seeks only confirms that its claims are essentially contractual in nature. *See Crowley*, 38 F.4th at 1110 (“We turn next to ‘the type of relief sought.’”). Indeed, courts have found this factor “dispositive.” *U.S. Conf. of Cath. Bishops v. Dept of State*, 770 F. Supp. 3d 155, 163 (D.D.C. 2025), *appeal dismissed*, No. 25-5066, 2025 WL 1350103 (D.C. Cir. May 2, 2025). In *Catholic Bishops*, for example, it was determinative that “[t]he nature of the relief the Conference seeks”—an “order [that] the Government . . . stop withholding the money due under the Cooperative Agreements”—“sounds in contract.” *Id.* at *5. So too here. Plaintiff seeks an order “[d]eclar[ing] unlawful and set[ting] aside the Agency’s withholding of funding pursuant to the March 31 Letters,” Compl. at 34 (Prayer for Relief)—i.e., an order that the government keep paying money due under the agreements. In other words, “[s]tripped of its equitable flair,” Plaintiff “seeks the classic contractual remedy of specific performance.” *U.S. Conf. of Cath. Bishops*, 770 F. Supp. 3d at 163 (quoting *Spectrum Leasing*, 764 F.2d at 894); *see also Vera Inst. of Just. v. Dep’t of Just.*, Civ. A. No. 25-1643 (APM), 2025 WL 1865160, at *13 (D.D.C. July 7, 2025), *appeal pending*, No. 25-5248 (D.C. Cir. filed July 10, 2025) (concluding that the plaintiffs seek continued payment of the grants—in other words, specific performance and thus, the remedy sought also marks the claim as essentially contractual). And a request for an order that the government must perform or for “specific performance” on the grant agreements “must be resolved by the Claims Court.” *Vera Inst.*, 2025 WL 1865160, at *13 (citing *Ingersoll-Rand*, 780 F.2d at 80).

Indeed, like the *California* plaintiffs, Plaintiff asserts a challenge under the APA, including on the ground that the agency action is arbitrary and capricious. In *California*, the Supreme Court

held that the government was “likely to succeed in showing the District Court lacked jurisdiction to order the payment of money under the APA,” *id.* at 968, reasoning that “the Tucker Act grants the Court of Federal Claims jurisdiction over suits based on ‘any express or implied contract with the United States.’” *Id.* (quoting 28 U.S.C. § 1491(a)(1)). And, like the district court in *California*, 145 S. Ct. at 968, this Court too “lack[s] jurisdiction . . . under the APA” to compel Defendants “to pay money” under the grant awards. Plaintiff’s claims are exactly those traditional contract claims that this Court is precluded from reviewing; *California* is instructive and confirms that dismissal is appropriate. *See, e.g., Vera Inst.*, 2025 WL 1865160, at *13 (dismissing APA claims because they were essentially contractual); *Sustainability Inst. v. Trump*, No. 25-1575, 2025 WL 1587100, at *1 (4th Cir. June 5, 2025) (staying injunction based on *California* where grants “were awarded by federal executive agencies to specific grantees from a generalized fund”); *Am. Library Ass’n v. Sonderling*, Civ. A. No. 25-1050, 2025 WL 1615771 (RJL), at *5–9 (D.D.C. June 6, 2025) (after granting TRO, denying preliminary injunction where plaintiffs alleged grant terminations, because *California* “cast[] doubt on district courts’ jurisdiction to hear cases involving grant terminations”); *U.S. Conf. of Cath. Bishops*, 770 F. Supp. 3d at 163 (denying TRO after concluding that the court lacked the authority to “order the Government to pay money due on a contract”).²

² In *Widakuswara v. Lake*, No. 25-5150, 2025 WL 1288817 (D.C. Cir. May 3, 2025) (*per curiam*), a D.C. Circuit motions panel relied on *California* to stay a preliminary injunction that required the federal government to restore grants to federally funded broadcast networks that the government had terminated. The panel explained that the district court’s injunction, “[w]hether phrased as a declaration that the agreements remain in force” or “an order to pay the money committed by those agreements,” amounted “in substance” to an order for “specific performance of the grant agreements”—a remedy that is “quintessentially contractual.” *Id.* at *4. The panel accordingly concluded that, as the “claims of government nonpayment necessarily challenge[d]” the government’s “performance under the grants,” such claims “are squarely contract claims under the Tucker Act.” *Id.* The en banc D.C. Circuit subsequently denied the government’s stay motion. *Widakuswara v. Lake*, No. 25-5150, 2025 WL 1521355 (D.C. Cir. May 28, 2025). That action does not undermine Defendants’ position here. In denying a stay, the en banc court considered whether the government made a “‘strong showing’ of a likelihood of success”; that standard is

B. Plaintiff's Claims Are Not Ripe for Review.

If the Court determines this case does not belong in the Court of Federal Claims, this Court lacks subject matter jurisdiction over Plaintiff's claims for another reason: the claims are not ripe. The ripeness doctrine requires that a litigant's claims be "constitutionally and prudentially ripe," so as to protect (1) "the agency's interest in crystallizing its policy before that policy is subjected to judicial review," (2) "the court's interests in avoiding unnecessary adjudication and in deciding issues in a concrete setting," and (3) "the petitioner's interest in prompt consideration of allegedly unlawful agency action." *Asante v. Azar*, 436 F. Supp. 3d 215, 224 (D.D.C. 2020) (quoting *Nevada v. Dep't of Energy*, 457 F.3d 78, 83–84 (D.C. Cir. 2006)). "Ripeness is a justiciability doctrine designed to prevent the courts, through avoidance of premature adjudication, from entangling themselves in abstract disagreements over administrative policies, and also to protect the agencies from judicial interference until an administrative decision has been formalized and its effects felt in a concrete way by the challenging parties." *Nat'l Park Hosp. Ass'n v. Dep't of Interior*, 538 U.S. 803, 807–08 (2003) (quoting *Abbott Labs. v. Gardner*, 387 U.S. 136, 148–49 (1967)).

Here, Plaintiff fails to demonstrate that its claims are prudentially ripe. To satisfy the prudential elements of ripeness, courts consider "(1) the fitness of the issues for judicial decision and (2) the hardship to the parties of withholding court consideration." *Nat'l Park Hosp. Ass'n*, 538 U.S. at 808. In actions against agencies, the inquiry focuses on: "(1) whether delayed review would cause hardship to the plaintiffs; (2) whether judicial intervention would inappropriately interfere with further administrative action; and (3) whether the courts would benefit from further

distinct from a finding of actual success or even a preliminary injunction stage finding that a *plaintiff* is likely to succeed. *Id.* at *1. The court also acknowledged that its order was necessarily preliminary and "of course does not constrain the ability of the panel that hears the government's appeals to reach any conclusion following full merits briefing and argument." *Id.*

factual development of the issues presented.” *Nevada v. Dep’t of Energy*, 457 F.3d 78, 84 (D.C. Cir. 2006) (quoting *Ohio Forestry Ass’n v. Sierra Club*, 523 U.S. 726, 733 (1998)).

Plaintiff attempts to challenge a temporary withholding of funds, *see generally* Compl., however, as elaborated further below, Plaintiff does not challenge any final agency action. The temporary withholding of the funds was merely the first stage of a process, and the review process is underway. As the March 31, 2025, Letters, advised the grantees, there is a need for Defendants to determine whether the grantee violated the terms and conditions set forth in the respective notices of award. *See* AR at 441–59. HHS requested that each grantee provide a response or documents, including, but not limited to, a statement of position, a copy of nondiscrimination policies, and a copy of any complaints or grievances alleging discrimination against a job applicant on the basis of race, in order for HHS to determine compliance. *See id.* At the time of the Complaint, Defendants had not issued a formal finding, and the March 31, 2025, letter is not the consummation of Defendants’ fact finding. During the review, the entities will be able to produce documentation and explain any discrepancies that may be found during such review.

As noted, the review process is very much still *ongoing*, which is underscored by the fact that in the intervening period between the filing of the Complaint and the date of this filing, records have been received and reviewed by HHS, and funding already has been restored to entities that responded to HHS’s request for records and satisfied their obligations under 45 C.F.R. § 75.364. *See* Exs. 1–6. Further, when HHS renewed its March 31 request for records from the non-responsive entities, responses and records were only recently received as of July 18. *See* Ex. 5. Any intervention by the Court at this time would be premature and would circumvent the administrative process, which is very much still active and ongoing.

Importantly, “[t]his Circuit has previously held that courts should refrain from intervening into matters that may best be reviewed at another time or in another setting, even if the issue presented is purely legal and otherwise fit for review.” *Belmont Abbey Coll. v. Sebelius*, 878 F. Supp. 2d 25, 40 (D.D.C. 2012) (internal quotation marks and citations omitted). The Court would benefit from further factual development of the issues presented in this case. If Plaintiff eventually challenges Defendants’ final agency action under the APA, the Court will have the benefit of a “complete” administrative record, compiled by the agency, reflecting what the agency considered in making its decision and the agency’s explanation for its final agency action. *See Fla. Power & Light Co. v. Lorion*, 470 U.S. 729, 744 (1985) (“[T]he task of the reviewing court is to apply the appropriate APA standard of review, 5 U.S.C. § 706, to the agency decision based on the record the agency presents to the reviewing court.”); *see also* 5 U.S.C. § 706 (“the court shall review the whole record”). This factor also weights against review presently. *See Oregonians for Floodplain Prot.*, 334 F. Supp. 3d 66, 73–74 (D.D.C. 2018) (dismissing on ripeness grounds in part to allow for more fact development); *Food & Water Watch v. EPA*, 5 F. Supp. 3d 62, 80–81 (D.D.C. 2013).

The outcome of the administrative process is unknown currently, and judicial intervention would impede this administrative process. Instead, dismissal is warranted. *See Oregonians for Floodplain Prot.*, 334 F. Supp. 3d at 73–74 (dismissing on ripeness grounds in part to not interfere with administrative process); *Food & Water Watch*, 5 F. Supp. 3d at 80–81 (same); *Finca Santa Elena, Inc. v. Army Corps of Eng’rs*, 873 F. Supp. 2d 363, 370–71 (D.D.C. 2012) (granting motion to dismiss based on lack of prudential ripeness). And any “theoretical possibility of future hardship arising from the Court’s decision to withhold review until the agency’s position is settled does not overcome the finding that the case is not yet ‘fit’ for judicial resolution.” *Belmont Abbey Coll.*, 878 F. Supp. 2d at 41.

* * *

As an additional matter, this Court must determine that it has jurisdiction before proceeding to the merits. *Steel Co. v. Citizens for a Better Env't*, 523 U.S. 83, 94 (1998). *abrogated on other grounds as stated in Riley v. Bondi*, No. 23-1270, 2025 WL 1758502, at *8 (U.S. June 26, 2025) (“Without jurisdiction the court cannot proceed at all in any cause.”) (citation omitted); *see also Talal Al-Zahrani v. Rodriguez*, 669 F.3d 315, 318 (D.C. Cir. 2012) (“Because a federal court without jurisdiction cannot perform a law-declaring function in a controversy, ‘the Supreme Court [has] held “that Article III jurisdiction is always an antecedent question” to be answered prior to any merits inquiry.’”) (quoting *Pub. Citizen v. U.S. Dist. Court for the Dist. of Columbia*, 486 F.3d 1342, 1346 (D.C. Cir. 2007)); *Ass’n of Battery Recyclers, Inc. v. EPA*, 716 F.3d 667, 674 (D.C. Cir. 2013) (“this Circuit treats prudential standing as a jurisdictional issue which cannot be waived or conceded” (citations and quotations omitted)). Defendants have argued in the first instance that no judicial review is available here, and the Court must first determine whether it has jurisdiction before proceeding to the other issues raised below.

II. Plaintiff’s APA Claims Are Unreviewable and Fail on the Merits.

To the extent the Court determines that it has jurisdiction over this matter, Plaintiff’s APA claims are subject to dismissal for several reasons. First, Plaintiff fails to seek judicial review of a final agency action. Second, there are adequate alternative remedies available thus precluding Plaintiff’s APA challenges. Third, Defendants’ actions are committed to agency discretion. Moreover, even if the withholding of the funds were reviewable under the APA, Plaintiff has not shown that HHS’s actions were contrary to law or arbitrary and capricious.

A. Plaintiff Does Not Seek Review of Final Agency Action.

Plaintiff’s claims have been brought under the APA, *see* Compl. ¶¶ 34–47, which limits review to “final agency action for which there is no other adequate remedy in a court.” 5 U.S.C. §

704 (emphasis added). Finality is a “threshold question” that determines whether judicial review is available under the APA. *See Fund for Animals, Inc. v. U.S. Bureau of Land Mgmt.*, 460 F.3d 13, 18 (D.C. Cir. 2006). “An agency action is final only if it is *both* ‘the consummation of the agency’s decisionmaking process’ and a decision by which ‘rights or obligations have been determined’ or from which ‘legal consequences will flow.’” *Nat’l Min. Ass’n v. McCarthy*, 758 F.3d 243, 250 (D.C. Cir. 2014) (quoting *Bennett v. Spear*, 520 U.S. 154, 177–78 (1997)) (emphasis in original). Plaintiff’s challenges fail, at minimum, at the first step—Plaintiff has not challenged the consummation of the Agency’s decisionmaking process, as that process remains ongoing to this day.

“*Bennett* directs courts to look at finality from the agency’s perspective (whether the action represents the culmination of the agency’s decisionmaking) and from the regulated parties’ perspective (whether rights or obligations have been determined, and legal consequences flow).” *Soundboard Ass’n v. FTC*, 888 F.3d 1261, 1271 (D.C. Cir. 2018). “Deficiency from either perspective is sufficient to dismiss a claim.” *Id.* “Thus, there is no need to reach the second *Bennett* prong if the action does not mark the consummation of agency decisionmaking.” *Id.*

“Context matters, especially when determining whether an action is the ‘consummation’ of a decision-making process.” *Or. Health & Sci. Univ. v. Engels*, Civ. A. No. 24-2184 (RC), 2025 WL 1707630, at *7 (D.D.C. June 17, 2025). To mark the consummation of the agency’s decisionmaking, the decision “must not be of a merely tentative or interlocutory nature.” *Bennett*, 520 U.S. at 177–78. The Agency’s decision must instead “represent[] the culmination of the agency’s decisionmaking.” *Soundboard*, 888 F.3d at 1271. Subsequent actions by an agency may prove that an interim event in question was precisely that—i.e., interim—and was not the culmination of the agency’s decisionmaking process. *See, e.g., Sw. Airlines Co. v. Dep’t of*

Transp., 832 F.3d 270, 275 (D.C. Cir. 2016) (“In assessing whether a particular agency action qualifies as final for purposes of judicial review, this court and the Supreme Court have looked to the way in which the agency subsequently treats the challenged action.”); *BenefitAlign, LLC v. Ctrs. for Medicare & Medicaid Servs.*, Civ. A. No. 24-2494 (JEB), 2024 WL 6080275, at *1 (D.D.C. Sept. 30, 2024) (“Here, given that CMS is currently conducting an audit that will determine Plaintiffs’ final status, it is unclear why the interim suspension could stand as the consummation of the agency’s decisionmaking process.”).

Here, Plaintiff has not identified any final agency action, which is necessary to sustain any claims under the APA, and, if as here the challenged agency action is not “final,” the claims must be dismissed.³ Plaintiff contends that “the withholding of funds constitutes a final agency action subject to review.” *See, e.g.*, Compl. ¶¶ 8, 94, 101, 106, 111. The March 31 Letters, however, can hardly be considered “final agency action.” Contrary to Plaintiff’s claims, and as made clear from the two March 31 Letters annexed to Plaintiff’s Complaint, the Title X grants at issue in this matter have been *temporarily* withheld based on possible violations of the terms and conditions set forth in the respective notices of award. *See* AR 441–59. HHS requested that each grantee provide a response or documents, including, but not limited to, a statement of position, a copy of nondiscrimination policies, and a copy of any complaints or grievances alleging discrimination against a job applicant on the basis of race in order for HHS to determine compliance. *See id.* After receiving responses to the March 31 Letters, HHS reviewed the information provided by the entities and sent a subsequent letter, on June 25, 2025, to each entity either notifying the grantee that its grant was restored, *see* Ex. 2, or that additional information was necessary, *see* Ex. 3. On

³ In *Trudeau v. FTC*, 456 F.3d 178, 184–85 (D.C. Cir. 2006), the D.C. Circuit made clear that, even though the APA’s final agency action requirement was not jurisdictional, it was a necessary requirement in order for the plaintiff to state a cause of action under the APA.

July 23, 2025, additional entities were notified that their grants were restored. The only remaining entities are Planned Parenthood affiliates, which only provided a response on July 18, 2025, *see* Ex. 5. This back-and-forth between HHS and the grantees is the model example of actions that do not “represent[] the culmination of the agency’s decisionmaking,” *Soundboard*, 888 F.3d at 1271, and are instead actions of “a merely tentative or interlocutory nature.” *Bennett*, 520 U.S. at 177–78. Thus, the March 31 Letters constitute a “preliminary” decision to *temporarily* withhold funds while HHS determines whether the entities are complying with a grant agreement’s terms and conditions, which decision is “not directly reviewable.” *See* 5 U.S.C. § 704. “It may be a step, which if erroneous will mature into a prejudicial result[.]” *Chi. & S. Air Lines, Inc. v. Waterman S.S. Corp.*, 333 U.S. 103, 112 (1948). But that does not make such preliminary steps the “consummation of the administrative process” as to the grants at issue. *Id.* at 113. As such, the March 31 Letters signal only the beginning of HHS’s review process; they do not “mark the consummation of the agency’s decisionmaking process.” *See Bennett*, 520 U.S. at 177–178.

Eventually, if a decision is made to terminate Plaintiff’s alleged members’ grants once the entities provide records pursuant to 45 C.F.R. § 75.364 and HHS concludes its review, then Plaintiff’s members will be presented a final agency decision, but that situation has not occurred. Thus, Plaintiff has failed to identify any action, including the March 31 Letters or the temporary withholding of funds, that constitutes a final agency action under *Bennett*, 520 U.S. at 177–78, and the Complaint therefore fails to state a claim on this ground alone.

Moreover, as Plaintiff has not identified a final agency action, Defendants should not be required to compile and produce an administrative record.⁴ *See Brzezinski v. Dep’t of Homeland*

⁴ Although Defendants do not believe an administrative record is warranted, Defendants produced an administrative record in compliance with the Court’s July 15, 2025, Minute Entry. To the extent the Court determines that the withholding of funds is a “final agency action,” Plaintiff’s

Sec., Civ. A. No. 21-0376 (RC), 2021 WL 4191958, at *3 (D.D.C. Sept. 15, 2021). Indeed, the production of an administrative record at this stage is unnecessary, for Defendants seek dismissal not based on an administrative record but instead based on the facts alleged in the Complaint and the arguments described herein. *See Diakanua v. Rubio*, Civ. A. No. 24-1027 (TJK), 2025 WL 958271, at *11 n.10 (D.D.C. Mar. 31, 2025) (“[T]he Court will ‘follow the general practice’ and deny that motion because ‘the administrative record is not necessary for the Court’s decision.’” (citation modified; quoting *Arab v. Blinken*, 600 F. Supp. 3d 59, 65 n.2 (D.D.C. 2022))).

Moreover, consider what the administrative record would look like if the Court were to deem Plaintiff to have challenged a final agency action. Certainly, the administrative record could not include documents that postdate the March 31 Letters because actions that postdate them were not relied upon at the time the Letters were issued and, similarly, the administrative record could not include material postdating the Complaint because those actions are not part of the Complaint. *See Kendrick v. FBI*, No. 22-5271, 2023 WL 8101123, at *1 (D.C. Cir. Nov. 21, 2023) (summarily affirming; “[t]o the extent appellant argues that appellee’s search was inadequate because it failed to produce documents related to a separate FOIA request he submitted, appellant’s other FOIA request was not at issue in this litigation because he had not yet submitted that request when he filed his complaint in this case, and he never amended his complaint to add claims about it”); *West*

members were notified of the withholdings on March 31 by letter. Thus, the administrative record is limited to what was before HHS at the time the March 31 Letters were issued. *See* 5 U.S.C. § 706(2)(F) (when reviewing agency actions under the APA, the Court’s review is limited to the administrative record, either “the whole record or those parts of it cited by a party.”); *Hill Dermaceuticals, Inc. v. FDA*, 709 F.3d 44, 47 (D.C. Cir. 2013) (it is “black-letter administrative law that in an [APA] case, a reviewing court should have before it neither more nor less information than did the agency when it made its decision”); *James Madison Ltd. v. Ludwig*, 82 F.3d 1085, 1095 (D.C. Cir. 1996) (“The administrative record includes all materials compiled by the agency that were before the agency at the time the decision was made.” (citations and internal quotations omitted)).

v. Lynch, 845 F.3d 1228, 1235 n.8 (D.C. Cir. 2017) (explaining that any “assertions of injury” that “postdate[] West’s complaint” “are chronologically problematic”). The “ever-changing” history of this action—i.e., some grants being restored, HHS conducting its review, and the back and forth between HHS and the entities—warrants a finding that Plaintiff has not challenged the culmination of the Agency’s decisionmaking process. Again, “[i]n assessing whether a particular agency action qualifies as final for purposes of judicial review, [the D.C. Circuit] and the Supreme Court have looked to the way in which the agency subsequently treats the challenged action.” *Sw. Airlines*, 832 F.3d at 275. A review of the record here demonstrates that HHS had not consummated its decisionmaking process when Plaintiff filed the Complaint.

B. There are Other Adequate Alternative Remedies Available.

The availability of adequate alternative remedies forecloses Plaintiff’s APA claims. APA review is available only where “there is no other adequate remedy in a court.” 5 U.S.C. § 704. The requirement that a party have “no other adequate remedy in court,” *id.*, reflects that “Congress did not intend the general grant of review in the APA to duplicate existing procedures for review of agency action,” *Bowen v. Massachusetts*, 487 U.S. 879, 903. As the D.C. Circuit has observed, “the alternative remedy need not provide relief identical to relief under the APA, so long as it offers relief of the ‘same genre.’” *Garcia v. Vilsack*, 563 F.3d 519, 522 (D.C. Cir. 2009) (citation omitted). Further, a remedy may be adequate even if “the arguments that can be raised [in the alternative proceeding] are not identical to those available in an APA suit.” *Elm 3DS Innovations LLC v. Lee*, Civ. A. No. 16-1036, 2016 WL 8732315, at *6 (E.D. Va. Dec. 2, 2016). If there exists an alternative adequate judicial remedy, a plaintiff lacks a cause of action under the APA. *Perry Cap. LLC v. Mnuchin*, 864 F.3d 591, 621 (D.C. Cir. 2017); see *Versata Dev. Corp. v. Rea*, 959 F. Supp. 2d 912, 927 (E.D. Va. 2013) (dismissing putative APA claim under Rule 12(b)(6) because decision at issue was not a final agency action, and an alternative adequate remedy existed by way

of appeal to the Federal Circuit). As already described above in § I(A), Plaintiff's challenges to the withholding of funds for certain grantees are contractual, and therefore the Court of Federal Claims provides an adequate alternative under the Tucker Act.

C. HHS's Actions are Committed to Agency Discretion by Law.

Plaintiff's challenges to the grant withholdings fail for a separate reason: such a decision concerning how to allocate and expend federal funding is "committed to agency discretion by law" and is thus not subject to APA review. 5 U.S.C. § 701(a)(2). In *Lincoln v. Vigil*, the Supreme Court underscored that the APA, by its own terms, "preclude[s] judicial review of certain categories of administrative decisions that courts traditionally have regarded as 'committed to agency discretion.'" 508 U.S. 182, 191 (1993) (quoting *Franklin v. Massachusetts*, 505 U.S. 788, 817 (1992)). *Lincoln* then held that an agency's "allocation of funds from a lump-sum appropriation" is one such "administrative decision traditionally regarded as committed to agency discretion," given that "the very point of a lump-sum appropriation is to give an agency the capacity to adapt to changing circumstances and meet its statutory responsibilities in what it sees as the most effective or desirable way." *Id.* at 192. The Court thus concluded that the agency's decision to discontinue a program that was (1) funded through the agency's yearly lump-sum appropriations from Congress (2) but not otherwise mandated or prescribed by statute was "committed to the [agency's] discretion" and thus "unreviewable" under the APA. *Id.* at 193–94.

That same principle squarely applies to HHS discretionary grant funding, and Plaintiff's APA claims fail because they seek to challenge decisions quintessentially "committed to agency discretion by law," for which the APA does not provide review. 5 U.S.C. § 701(a)(2). An agency's determination of how best to administer appropriated funds to fulfill its legal mandates is classic discretionary agency action. *See Lincoln*, 508 U.S. at 193. As *Lincoln* made clear, HHS's "allocation of funds" from those lump-sum appropriations to various programs and priorities

“requires ‘a complicated balance of a number of factors,’” including whether agency “‘resources are best spent’ on one program or another,” and “whether a particular program ‘best fits the agency’s overall policies.’” *Lincoln*, 508 U.S. at 193 (quoting *Heckler v. Chaney*, 470 U.S. 821, 831 (1985)). Decisions regarding HHS’s administration of the grants, including investigations, interim steps and timing, are squarely committed to agency discretion. *See Lincoln*, 508 U.S. at 193–94; *Int’l Union, United Auto., Aerospace, & Agric. Implement Workers of Am. v. Donovan*, 746 F.2d 855, 861 (D.C. Cir. 1984) (“A lump-sum appropriation leaves it to the recipient agency (as a matter of law, at least) to distribute the funds among some or all of the permissible objects as it sees fit.”). Defendants’ funding administration decisions thus are “unreviewable under § 701(a)(2)” and cannot form the basis for Plaintiff’s APA claims. *Lincoln*, 508 U.S. at 193.

D. The Withholding of Funds Was Not Arbitrary and Capricious or Contrary to Law.

The APA permits a reviewing court to set aside a final agency action only if it is “arbitrary, capricious, an abuse of discretion, or otherwise not in accordance with law.” 5 U.S.C. § 706(2)(A). “[T]he scope of review under the arbitrary and capricious standard is narrow and a court is not to substitute its judgment for that of the agency.” *Motor Vehicle Mfrs. Ass’n v. 463 U.S. at 43* .

Plaintiff bears the burden of showing that the actions are arbitrary and capricious. *City of Olmsted Falls v. FAA*, 292 F.3d 261, 271 (D.C. Cir. 2002). Plaintiff comes nowhere close to meeting its pleading burden. “Judicial review under [the arbitrary and capricious] standard is deferential, and a court may not substitute its own policy judgment for that of the agency.” *FCC v. Prometheus Radio Project*, 592 U.S. 414, 423 (2021). Rather, the Court must ensure “that the agency has acted within a zone of reasonableness[.]” *Id.* “[T]he standard of review is highly deferential” in determining whether an action is arbitrary and capricious, *Littlefield v. Dep’t of Interior*, 85 F.4th 635, 643 (1st Cir. 2023), and agency action to ensure that grantees are complying

with the terms and conditions of grant agreements, including compliance with Federal statutes and executive orders, if reviewable at all, must be afforded highly deferential rational basis review, *cf. Lincoln*, 508 U.S. at 192 (noting that, absent a statutory directive to the contrary, an agency has unreviewable “capacity to adapt to changing circumstances and meet its statutory responsibilities in what it sees as the most effective or desirable way”).

Here, the entities were notified that the “grants regulation for the Department of Health and Human Services, 45 C.F.R. §75.371(a), provides HHS may temporarily withhold cash payments pending correction of the deficiency by the grantee or more severe enforcement action.” *See* AR 441–59. Also, in accordance with the regulatory directives set forth in 45 CFR § 75.364(a), HHS explained it is conducting a compliance review and requested documentation from the entities. HHS “must have the right of access to any documents, papers, or other records of the [grantee] which are pertinent to the Federal award.” 45 C.F.R. § 75.364(a).

For example, in terms of the remaining grantee (i.e., Planned Parenthood affiliates), in the March 31, 2025, Letter, HHS specifically notified Planned Parenthood, that according to the terms of the grant agreement, it “must administer [its] project in compliance with federal civil rights laws that prohibit discrimination on the basis of race, color, [and] national origin,” and “[r]eview of public materials posted by numerous Planned Parenthood affiliates, . . . suggests that Planned Parenthood may be engaged in conduct that violates Title VI and Title VII of the Civil Rights Act.” *See* AR 456–59. HHS identified several examples of why Planned Parenthood was likely in violation of the terms of each respective grant. *See id.* 457–59. HHS’s withholdings decisions were both “reasonable and reasonably explained,” *Prometheus Radio*, 592 U.S. at 423, and HHS gave “a satisfactory explanation” for each withholding. *Motor Vehicle Mfrs. Ass’n*, 463 U.S. at 43. As such, HHS’s actions—withholding funds while it confirms compliance with the terms and

conditions of the grant agreement—were not arbitrary and capricious, contrary to law, in excess of statutory authority, or *ultra vires*.

Further, even if this Court were to conclude that HHS’s actions violate the APA, the “appropriate course is simply to identify a legal error and then remand to the agency, because the role of the district court in such situations is to act as an appellate tribunal.” *N. Air Cargo v. Postal Serv.*, 674 F.3d 852, 861 (D.C. Cir. 2012); *see Fla. Power & Light*, 470 U.S. at 744 (“the proper course . . . is to remand to the agency for additional . . . explanation,” not any type of injunction).

III. Plaintiff Fails to Sufficiently Plead an *Ultra Vires* Claim (Count V).

Plaintiff fails to state an *ultra vires* claim. The leading decision on *ultra vires* review is *Leedom v. Kyne*, 358 U.S. 184 (1958). That case arose from an improper certification of a collective-bargaining unit—an interlocutory order excluded from the judicial-review provision of the National Labor Relations Act. *See id.* at 185, 187. The Supreme Court held that district-court review was available, however, because the order was “made in excess of [the agency’s] delegated powers and contrary to a specific prohibition” in the National Labor Relations Act. *Id.* at 188–89. Time and again, courts have stressed that *ultra vires* review has “extremely limited scope.” *Griffith v. FLRA*, 842 F.2d 487, 493 (D.C. Cir. 1988); *see Bd. of Governors of Fed. Rsrv. Sys. v. MCorp Fin., Inc.*, 502 U.S. 32, 43 (1991) (*Kyne* does not “authoriz[e] judicial review of any agency action that is alleged to have exceeded the agency’s statutory authority”); *Boire v. Greyhound Corp.*, 376 U.S. 473, 479–80 (1964) (*Kyne* was “characterized by extraordinary circumstances”). And the *Kyne* exception does not apply simply because an agency arguably has reached “a conclusion which does not comport with the law.” *Nuclear Regul. Comm’n v. Texas*, 145 S. Ct. 1762, 1776 (2025) (citation omitted). Rather, “it applies only when an agency has taken action entirely in excess of its delegated powers and contrary to a *specific prohibition* in a statute.” *Id.* (emphasis in original). The D.C. Circuit has described a *Kyne* exception as “essentially a Hail Mary pass—and

in court as in football, the attempt rarely succeeds.” *Nyunt v. Chairman, Broad. Bd. of Governors*, 589 F.3d 445, 449 (D.C. Cir. 2009).

To sufficiently allege an *ultra vires* claim, the plaintiff must aver: “(i) the statutory preclusion of review is implied rather than express; (ii) there is no alternative procedure for review of the statutory claim; and (iii) the agency plainly acts in excess of its delegated powers and contrary to a specific prohibition in the statute that is clear and mandatory.” *DCH Reg’l Med. Ctr. v. Azar*, 925 F.3d 503, 509 (D.C. Cir. 2019) (cleaned up). The third requirement is especially demanding. *FedEx v. Dep’t of Comm.*, 39 F.4th 756, 764 (D.C. Cir. 2022) (“Only error that is patently a misconstruction of the” pertinent statute, “that disregards a specific and unambiguous statutory directive, or that violates some specific command of a statute will support relief.” (cleaned up)); *see also DCH Reg’l Med. Ctr.*, 925 F.3d at 509 (“The third requirement covers only “extreme” agency error, not merely garden-variety errors of law or fact.” (internal quotation marks and citations omitted)). In other words, an agency violates a “clear and mandatory” statutory command only when the error is “so extreme that one may view it as jurisdictional or nearly so.” *Griffith*, 842 F.2d at 493. Plaintiff fails to meet that demanding standard.

To begin, Plaintiff’s asserted *ultra vires* cause of action is foreclosed because there are other channels for review of Plaintiff’s claims. Namely, to the extent Plaintiff’s claims are justiciable, those claims should be before the Court of Federal Claims. *Supra* at 7–12. Also, Plaintiff argues that the APA is applicable and, even on Plaintiff’s own view of this matter, the *ultra vires* claim is not the only one available option to Plaintiff. Therefore, *ultra vires* review is inappropriate—no federal statute has precluded all judicial review of the agency’s conduct. *See e.g., FedEx*, 39 F.4th at 764. Thus, Plaintiff has “an alternative review” for its claims, rendering

them unable to prevail on either the first or second prongs of the *ultra vires* test. *Id.*; *Nuclear Regul. Comm’n*, 145 S. Ct. at 1776.

Although the availability of a statutory remedy is alone sufficient to defeat Count V on the first two prongs of the *ultra vires* test, Plaintiff’s claim also fails on the third prong, because Plaintiff has failed to sufficiently plead facts that “Defendants acted entirely in excess of their delegated powers and contrary to a specific prohibition in any appropriations statute.” *Vera Inst.*, 2025 WL 1865160, at *17. Plaintiff’s *ultra vires* claim asserts that HHS has withheld funds from Plaintiff’s members in a manner that unlawfully disregards 42 U.S.C. § 2000d-1. *See* Compl. ¶¶ 123–26. Contrary to Plaintiff’s allegations, however, there is nothing in the statute that prevents HHS from *temporarily* withholding funds to ensure that a grantee is complying with the terms and conditions set forth in the notice of award. Thus, Defendants have not violated any “clear and mandatory” statutory command. Accordingly, Plaintiff’s *ultra vires* claim fails.

CONCLUSION

For these reasons, the Court should dismiss Plaintiff’s complaint and enter judgment in favor of Defendants.

Dated: July 28, 2025

Respectfully submitted,

JEANINE FERRIS PIRRO
United States Attorney

By: /s/ Stephanie R. Johnson
STEPHANIE R. JOHNSON,
D.C. Bar # 1632338
Assistant United States Attorney
Civil Division, 601 D Street, NW
Washington, DC 20530
(202) 252-7874
Stephanie.Johnson5@usdoj.gov

Attorneys for the United States of America

Exhibit 1



Subject: Response to Request for Information – Award Number 6 FPHPA006515-03-02

April 10, 2025

Amy Margolis
Deputy Director
Office of Population Affairs
Office of the Assistant Secretary for Health
Department of Health and Human Services

Dear Amy Margolis,

We are in receipt of your letter dated March 31, 2025. Thank you for the opportunity to clarify and expand on the details of our grant. We've addressed your requests point by point below.

1. Please provide a statement of positions on the concerns described above.

AccessMatters is in compliance with Title VI and Title VII of the Civil Rights Act. AccessMatters does not discriminate or tolerate discrimination on the basis of color, race or any other legally protected status/characteristic in any of its hiring or operations practices. Although AccessMatters does not directly provide “patient treatment,” it also does not discriminate or tolerate discrimination on the basis of color, race or any other legally protected status/characteristic in connection with any of the services it provides.

More specifically, AccessMatters does not fund or otherwise facilitate racially-segregated spaces (real or virtual), and the webpage cited in your letter (which dated from 2020) is no longer published on its website. In addition, AccessMatters has conducted a thorough review of its website and the other materials it publishes in an effort to ensure compliance with Title VI and Title VII of the Civil Rights Act.

As set forth in further detail below, to the best of AccessMatters’ knowledge and belief, its subrecipients are likewise in compliance with Title VI and Title VII of the Civil Rights Act.

2. The name(s), title(s), and contact information for the individual(s) the entity designates as points of contact during this review.

Ayana Bradshaw
President & CEO

[REDACTED]
[REDACTED]

3. A copy of any nondiscrimination policies.

AccessMatters is submitting herewith its EEO policies with respect to discrimination on the basis of race, color and national origin, including its policies against discrimination as well as such policies for its sub-awardees.

4. A summary of how the entity resolves complaints or grievances from patients, visitors, and other non-employees alleging discrimination on the basis of race, color, or national origin.

1700 MARKET STREET, SUITE 1540, PHILADELPHIA, PA 19103
215-985-2600 | 215-732-1252 - FAX | WWW.ACCESSMATTERS.ORG



Non-employees (including visitors) are covered by AccessMatters' EEO policies. (Please note that, as AccessMatters does not provide patient treatment, its policies do not address *patient* complaints or grievances specifically.) Sub-awardees also report that non-employees are covered by their anti-discrimination policies, with sub-awardees who support patient care reporting that they have in place policies by which patients can submit complaints alleging discrimination.

- 5. A list of any patients who requested but were denied any lawful healthcare services that the entity otherwise provides to other patients in the last year, including the race of each patient and a narrative or summary explaining the reason for denial.**

AccessMatters and certain sub-awardees do not provide patient treatment. To the extent that sub-awardees provide patient treatment, none has reported denying lawful healthcare services to any patient in the last year.

- 6. A copy of any complaints or grievances alleging discrimination against an employee on the basis of race in any aspect of their employment.**

AccessMatters has not received any complaints or grievances alleging discrimination against an employee on the basis of race since January 20, 2025. None of its sub-awardees reported receiving any complaints or grievances alleging discrimination against an employee on the basis of race since January 20, 2025.

- 7. A copy of any complaints or grievances alleging discrimination against a job applicant on the basis of race.**

AccessMatters has not received any complaints or grievances alleging discrimination against a job applicant on the basis of race since January 20, 2025. None of its sub-awardees reported receiving any complaints or grievances alleging discrimination against an employee based on race since January 20, 2025.

- 8. A copy of any complaints or grievances alleging retaliation against an employee or job applicant for alleging discrimination on the basis of race.**

None. Please see responses to Items 6 and 7 above.

- 9. A copy of any complaints or grievances alleging the entity was responsible for race-based harassment resulting in a hostile work environment.**

AccessMatters has not received any complaints or grievances alleging it was responsible for race-based harassment resulting in a hostile work environment since January 20, 2025. None of its sub-awardees reported receiving any complaints or grievances alleging the sub-awardee was responsible for race-based harassment resulting in a hostile work environment since January 20, 2025.

- 10. In the case of the awardee only, a copy of any policies relating to any facilitated spaces segregated on the basis of race.**

No such policies exist.

- 11. A copy of any policies related to the treatment of illegal aliens, including all individuals who are in the United States without legal status.**

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AccessMatters does not maintain any such policies. None of its sub-awardees reported maintaining any such policies.

I welcome any further questions and look forward to your response.

Ayana Bradshaw
President and CEO

[Redacted signature block]

THE LAW OFFICE OF

Robert B. McDuff767 North Congress Street • Jackson, MS 39202 • 601.259.8484 (m) • 601.969.0802 (o) • rbm@mcdufflaw.com

April 10, 2025

Delivered By Converge Inc. Through Grantsolutions

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office of the Assistant Secretary of Health
Department of Health and Human Services
Washington, D.C. 20201

Dear Ms. Margolis:

I represent Converge Inc. in responding to your letter of March 31, 2025. As explained in this letter, Converge has complied with all federal civil rights laws and all terms and conditions of the Title X grant award. Accordingly, please vacate the temporary suspension of disbursement of grant funds as soon as possible. Even if the investigation continues, please unfreeze some or all of the funds pending the outcome of the investigation. Without the funds, many of the people in the communities that are eligible under Title X will not receive the contraceptive services that help avoid unplanned pregnancies. Through partnerships with over 110 health clinics across Mississippi and Tennessee, Title X funding helps sustain services in some of the most medically underserved regions in the country. Without continued support, many of these clinics would be forced to scale back, putting essential services further out of reach for those who need them most.

These answers to your requests are provided on behalf of Converge. The responses of the sub-awardees are provided in a separate document. Converge's answers cover the time period from the creation of Converge in 2019 to the present.

1. Statement of Positions: Converge has always complied with federal civil rights laws that prohibit discrimination on the basis of race, color, and national origin, including Title VI and Title VII of the Civil Rights Act. Although Converge has indicated in the past that diversity has value, it never employed race as a factor in employment, operations, or patient treatment. It has always hired and promoted the people it believed to be the best applicants for any given position irrespective of their race. It never made an employment selection based on whether a particular applicant would contribute to diversity in the office. Although your letter said that "Converge, Inc. may be engaged

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in widespread practices across hiring, operations, and patient treatment that ‘unavoidably employ race in a negative manner,’” that is not the case. Converge is not engaged in such practices.

Converge removed the statement “Our Commitment to Addressing System Racism” from our website last month and recently conducted a review of all materials to remove diversity, equity, and inclusion from Title X manuals. We seek to comply with the administration’s orders and resume providing much needed services.

We are not aware of any individuals who were served by Converge while being unlawfully present in the United States. We have not been provided, and have not been instructed to use, any eligibility verification systems regarding legal status. All of the health services Converge provides are conducted through telehealth. Thus, we have no face-to-face interaction with any of the members of the public who seek our assistance.

2. The point of contact during this review is attorney Robert McDuff, [REDACTED]
[REDACTED]
3. Converge follows the non-discrimination requirements of Title VI and Title VII of the Civil Rights Act and the Title X non-discrimination requirements contained in 42 CFR 59.5(a)(4).
4. Converge has had no complaints or grievances from patients, visitors, or other non-employees alleging discrimination on the basis of race, color, or national origin. If such a complaint or grievance were made, Converge would investigate the matter, or retain someone to investigate it, and if the investigation proved that discrimination occurred, Converge would take appropriate action in light of all of the facts and circumstances. Any such action would include discipline for any personnel who engaged in discrimination.
5. Converge has not denied any lawful healthcare services and therefore has no list of patients who requested but were denied healthcare services.
6. Converge has had no complaints or grievances alleging discrimination against an employee on the basis of race in any aspect of their employment.

THE LAW OFFICE OF

Robert B. McDuff

767 North Congress Street • Jackson, MS 39202 • 601.259.8484 (m) • 601.969.0802 (o) • rbm@mcdufflaw.com

7. Converge has had no complaints or grievances alleging discrimination against a job applicant on the basis of race.
8. Converge has had no complaints or grievances alleging retaliation against an employee or job applicant for alleging discrimination on the basis of race.
9. Converge has had no complaints or grievances alleging it or any of its employees were responsible for race-based harassment resulting in a hostile work environment.
10. Converge has adopted no policies related to the treatment of illegal aliens, including all individuals who are in the United States without legal status. As mentioned previously, we are not aware of any individuals who were served by Converge while being unlawfully present in the United States. To our knowledge, we have not been instructed or required adopt any such policies but will follow any future instructions in this regard.

Having responded to this request for information, Converge now requests that HHS please remove the suspension of disbursement and resume the funding provided by the terms of the HHS grant.

Thank you.

Sincerely,



Robert B. McDuff

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April 10, 2025

To whom it may concern:

Below and attached is Essential Access Health's (Essential Access) response to your March 31, 2025, letter concerning the temporary withholding of grant for grant numbers **FPHPA006537** and **FPHPA006538**.

1. Essential Access Health (Essential Access) appreciates the opportunity to respond to the letter received on March 31, 2025, outlining the cause and terms of our Title X grant awards being withheld, and look forward to resolving this matter and resuming distribution of critical resources that support individual, family, and community health and economic security as quickly as possible. First, the "Equity Principles + Roadmap for Action" that was referenced in the letter (previously found at <https://www.essentialaccess.org/sites/default/files/Equity-Principles-Roadmap.pdf>) was drafted and shared in 2020. The roadmap outlined in the document was never implemented and is not now and never was put into practice. The "roadmap" document has been taken down from our website. Second, Essential Access has all appropriate policies and procedures in place to ensure that employees, service providers, and funding recipients are not unfairly discriminated against. We are and have always been in full compliance with federal policy and Title X program requirements. The responses and associated documentation that has been requested from Essential Access and collected from our subrecipients for the applicable period of January 20, 2025 to present, except for #5, are below and attached. The withholding of funding has already created harm to Essential Access and our subrecipients, and any further delay will result in severe disruptions in service delivery and access to essential, time-sensitive services. Our responses reflect our cooperation and commitment to the Title X program and our provider network and do not constitute an admission of any kind or a waiver of any objection, claim, or defense. Due to the harms already incurred, we request that you notify of us of any next steps and the timeline of releasing the funding in a timely manner and no later than Friday, April 25th.
2. Dr. Nomsa Khalfani, PhD, Co-CEO, [REDACTED]

3. Please see Attachment 1 – Nondiscrimination policies for Essential Access and subrecipients.
4. Here is a summary of how Essential Access and subrecipients resolves complaints or grievances from patients, visitors, and other non-employees. Also see Attachment 2 – Patient/Visitor Complaints or Grievances Policy.

A thorough and impartial investigation should follow. This may involve interviewing involved parties, reviewing any available evidence, and ensuring that the process is fair and respectful to everyone concerned. Throughout the process, the organization must stay compliant with applicable civil rights laws—especially Title VI of the Civil Rights Act if the organization receives federal funding.

If the investigation confirms the allegation, the organization should take appropriate corrective action. This might include disciplinary measures, policy updates, or additional training. Even if the complaint is not substantiated, it should still be taken as an opportunity to strengthen internal practices and reaffirm a culture of inclusion.

Once the review is complete, the organization should follow up with the complainant, sharing whatever information is appropriate and reassuring them that their concerns have been heard and addressed. Lastly, the organization should take time to reflect on the incident, review its current anti-discrimination policies, and make improvements where necessary—ensuring clear, accessible grievance procedures are in place for everyone, not just employees.

5. Not applicable for Essential Access or subrecipients
6. Not applicable for Essential Access or subrecipients
7. Not applicable for Essential Access or subrecipients
8. Not applicable for Essential Access and subrecipients
9. Not applicable for Essential Access or subrecipients
10. As Title X recipients, Essential Access and subrecipients are required to follow the guidance outlined in the Title X Program Requirements and Title X Handbook, including Provide services without the imposition of any durational residence

requirement or a requirement that the client be referred by a physician. (42 CFR § 59.5(b)(5)). Also see Attachment 3 for Essential Access and subrecipients.

Should you have any questions regarding this information please contact me using the contact information listed above. We are looking forward to resolving this manner and resuming distribution of critical resources to members of our Title X network as soon as possible.

Sincerely,



Nomsa Khalfani, PhD

Co-CEO, Essential Access Health

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Post Office Box 587
Augusta, ME 04332-
0587

t: 207.622.7524

f: 207.622.0836

April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office of the Assistant Secretary of Health
Department of Health and Human Services
Washington, DC 20201

Dear Ms. Margolis:

In response to your letter dated March 31, 2025, the Family Planning Association of Maine (d/b/a Maine Family Planning) provides the following information.

MFP has been a high quality provider of essential health care services to Mainers and an exemplary financial steward of its Title X funds for decades. Maine Family Planning strongly disputes the assertion that we have violated the terms of our grant or that we have failed to comply with federal civil rights laws. Nevertheless, we are submitting this letter response and attached documentation as a showing of good faith and with the expectation that our grant funds will be dispersed without further delay.

Please note that due to the short response time, the breadth of the requests, and the need for MFP to collect and organize responses from its seven sub-awardees, some responses related to the sub-awardees may not be complete. MFP will supplement this response upon receipt of any additional information from its sub-awardees. Our response to your requests for information pertains to the period of time between April 1, 2024, which was the starting date of our most recent grant from OPA, and the date of this letter.

Response of Maine Family Planning

Regarding Item 1: MFP has been a Title X grantee of excellent standing for more than 50 years, and we have long complied with all applicable federal laws in implementing our Title

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X Family Planning Program. Indeed, regular site visits and audits have repeatedly confirmed MFP's compliance with Title X rules and regulations.

MFP's Equity Statement and our Strategic Framework are consistent with the priority areas identified by your own Office of Population Affairs in its January 11, 2022 "Notice of Funding Opportunity for Family Planning Service Grants." I direct your attention to page 9 of that document, Section b, Subsection 1:

*Health **equity** is when all persons have the opportunity to attain their full health potential and no one is disadvantaged from achieving this potential because of social position or other socially determined factors. **Advancing equity for all, including people from low-income families, people of color, and others who have been historically underserved, marginalized and adversely affected by persistent poverty and inequality, is a priority for HHS, for OPA and for the Title X program.** By focusing on advancing **equity** in the Title X program, we can create opportunities to support communities that have been historically underserved, which benefits everyone. We expect recipients to ensure that the predominantly low-income clients who rely on Title X services as their usual source of medical care have access the same quality healthcare, including full medical information and referrals, that higher income clients and clients with private insurance are able to access. Key strategies for advancing **equity** include, but are not limited to, removing barriers to accessing services, improving the quality of services, and providing services that are client-centered.*

Regarding MFP's compliance with Executive Order 14218 entitled "Ending Taxpayer Subsidization of Open Borders," here again, we have been guided by the Office of Population Affairs' own *Title X Program Handbook*, which states that we must:

Provide services in a manner that does not discriminate against any client based on religion, race, color, national origin, disability, age, sex, sexual orientation, gender identity, sex characteristics, number of pregnancies, or marital status.

42 CFR Section 59.5(a)(4).

Similarly, 42 CFR Section 59.5(a)(4) states that we must "Provide services without the imposition of any durational residency requirement or requirement that the patient be referred by a physician."

In compliance with these federal regulations, MFP does not discriminate in hiring, operations, or patient treatment based on any of these characteristics. MFP does not employ quotas, set-asides, or preferential treatment when making decisions related to hiring, operations, or patient treatment.

Accordingly, MFP requests that our grant funding be restored.

Regarding Item 2: Our point of contact for this review is Evelyn Kietylka, Senior Vice President of Program Services, ekietylka@mainefamilyplanning.org, 207-248-3917.

Regarding Items 3 and 4: Copies of our nondiscrimination policies and complaint/grievance procedures are attached as Exhibits A and B.

Regarding items 5, 6, 7, 8, and 9: MFP has had no such complaints, grievances or requests and, therefore, has no responsive documents.

Regarding item 10: MFP has no written policy that addresses this issue. As discussed above, we comply with the *Title X Program Handbook* which states that we must “provide services in a manner that does not discriminate against any client based on religion, race, color, national origin, disability, age, sex, sexual orientation, gender identity, sex characteristics, number of pregnancies, or marital status” and that we must “provide services without the imposition of any durational residence requirement or a requirement that the client be referred by a physician.”

Responses Provided by Sub-Awardees

Calais School District

Regarding Item 1: We comply with all applicable laws regarding recruitment, hiring, and retention of health center staff and do not discriminate in our educational programs, employment practices, or other activities on the basis of race, national origin, religion, sex, sexual orientation, age, or disability.

Regarding Item 2: Our point of contact for this review is Dustin Korasadowicz, BDHC Director and RN, 207-454-8262.

Regarding Items 3 and 4: Copies of our nondiscrimination policies and complaint/grievance procedures are attached as Exhibits C and D.

Regarding items 5, 6, 7, 8, and 9: We have had no such complaints, grievances or requests and, therefore, have no responsive documents.

Regarding Item 10: We do not have any such policy.

DFD Russell Medical Centers

Regarding Item 1: DFD Russell Medical Centers follows all state and federal laws with regard to discrimination including the Civil Rights Act of 1964 and does not discriminate on the basis of race, color, sex, religion, or national origin.

Regarding Item 2: Our point of contact for this review is Laurie Kane-Lewis, Chief Executive Officer, DFD Russell Medical Center, 180 Church Hill Road, Leeds, Maine 04263.

Regarding Items 3 and 4: A copy of our nondiscrimination policy and a description of our complaint/grievance procedures are attached as Exhibits E and F.

Regarding items 5, 6, 7, 8, and 9: We have had no such complaints, grievances or requests and, therefore, have no responsive documents.

Regarding Item 10: We do not have any such policy.

Greater Portland Health

Regarding Item 1: Greater Portland Health follows all state and federal laws and policies regarding non-discrimination and does not discriminate on the basis of race, color, sex, religion, or national origin.

Regarding Item 2: Our point of contact for this review is Ann Tucker, SHRM-SCP, Chief Executive Officer, Greater Portland Health, 100 Brickhill Avenue, Suite 101, South Portland, ME 04106.

Regarding Items 3 and 4: Copies of our nondiscrimination policies and a description of our complaint/grievance procedures are attached as Exhibits G and H.

Regarding items 5, 6, 7, 8, and 9: We have had no such complaints, grievances or requests and, therefore, have no responsive documents.

Regarding Item 10: We do not have any such policy.

HealthReach Community Health Centers

Regarding Item 1: HealthReach Community Health Centers (“HRCHC”) policies prohibit HRCHC and its staff from discriminating on the basis of race, color, or national origin. Our policy on Patient Rights (attached) states that “HRCHC adheres to all federal and state laws prohibiting discrimination based on race, color, ... [and] national origin.” Such a statement is also included in our Patient Bill of Rights and Responsibilities (attached) that is made available to every one of our patients, so they are aware of their right to be free from unlawful discrimination.

HRCHC policy also forbids discrimination in employment decisions. HRCHC’s personnel policy statement on non-discrimination (attached) provides: “[a]ll decisions concerning hiring, discharge, transfer promotion, discipline, training, job opportunities, wage, and salary levels, etc. shall be made without discrimination based on race, color, ... [or] national origin.” HRCHC’s policy is to “ensure that people are recruited and promoted based on their merit, ability, and potential.”

With respect to EO 14218, HRCHC policy is to comply with all applicable federal and state laws, as well as with grant requirements and funding requirements under Section 330 of the Public Health Service Act. Under the terms of HRCHC’s Section 330 funding, HRCHC is required to provide health care services to all, regardless of ability to pay. *HRSA Health Center Program Compliance Manual*, Ch. 9; 42 C.F.R. § 51c.303(u).

Regarding Item 2: Our point of contact for this review is Constance Coggins, CEO 207-872-5610 and Kate Quimby, Compliance Specialist 207-872-5610.

Regarding Item 3: A copy of our patient rights is attached as Exhibit I. Below is an applicable excerpt from our personnel policy handbook.

HealthReach Community Health Centers (HRCHC) is committed to promoting equal opportunity for all in its employment practices and strives to assure that employment procedures and practices are free from discrimination. All decisions concerning hiring, discharge, transfer, promotion, discipline, training, job opportunities, wage, and salary levels, etc., shall be made without discrimination based on race, color, sex, age, national origin, religion, physical or mental disability, gender identity, or sexual orientation. HRCHC will employ individuals who have disabilities and are able to perform the essential duties of a position either without special accommodations or with reasonable accommodations (so long as this can be accomplished without undue hardship to HRCHC or its employees).

Through our Corporate Compliance Plan, we have an opportunity to reaffirm our commitment to equal opportunity in all facets of our business. Valuing the differences that each employee brings to the workplace allows employees to produce the best work for themselves, for our patients, and for the communities we serve. Our Compliance Specialist and Human Resources Department will ensure that people are recruited and promoted based on their merit, ability, and potential.

Any employee with a question or concern about this statement or its implementation should contact the Compliance Specialist or the Human Resources Director.

Regarding Item 4: The complaint would be logged into our incident reporting system, investigated by our Compliance Specialist, and after the investigation, a resolution would be proposed.

Regarding items 5, 6, 7, 8, and 9: We have had no such complaints, grievances or requests and, therefore, have no responsive documents.

Regarding Item 10: We do not have any such policy.

Planned Parenthood Northern New England

Planned Parenthood Northern New England (“PPNNE”) has indicated to MFP that they will be responding directly to you regarding your March 31, 2025 letter. PPNNE is a sub-awardee of MPF with regard to its operations in Maine and also is also a direct grantee under the same program with regard to its operations in New Hampshire. As a direct grantee, PPNNE received its own, substantially similar letter from you at essentially the same time. PPNNE has determined that it would be most efficient for them to prepare a single response to OPA, given the significant overlap between how it would respond with regard to its New Hampshire operations and how it would respond as a subgrantee of Maine Family Planning with regard to operations in the State of Maine.

Penobscot Community Health Care

Regarding Item 1: PCHC's policies and practices fully comply with applicable state and federal anti-discrimination laws and, in accordance with Title X regulations, PCHC does not discriminate against any individual or any client based on religion, race, color, national origin, disability, age, sex, sexual orientation, gender identity, sex characteristics, number of pregnancies, or marital status. Furthermore, PCHC is compliant with the terms of its subaward with Maine Family Planning, including Paragraph 12 of Rider B of the Standard Agreement, which prohibits discrimination against any employee or applicant for employment because of race, color, religion, sex, age, national origin or physical handicap.

Regarding Item 2: Our point of contact for this review is Megan Sanders, Esq., Chief Legal Officer, Compliance Officer, Chief Human Resources Officer, PCHC 103 Maine Ave. Bangor, ME 04401, msanders@pchc.com, 207-852-8035.

Regarding Item 3: Copies of our nondiscrimination policies are attached as Exhibits J and K.

Regarding Item 4: A copy of our Patient Complaint Procedure is attached as Exhibit L.

Regarding Item 5: During the last year (April 9, 2024-April 9, 2025), PCHC terminated the provider-patient relationship with three patients on account of each patient issuing specific threats of violence to staff, destroying PCHC property, and/or engaging in threatening conduct while accessing care on site at a PCHC location. Demographic data included in each patients' electronic health record reflects that two of the three patients identify as "White/ Caucasian" and one patient identifies as "White/Caucasian" and "More than one race."

Regarding Items 6, 7, 8, and 9: None. For purposes of answering these questions, PCHC applied a one-year lookback, April 9, 2024 – April 9, 2025, consistent with the one-year look back period specified in question 5, above.

Regarding Item 10: We do not have any such policy.

Regional School Unit 38

Regarding Item 1: RSU 38 does not discriminate on the basis of sex and other protected categories in its educational programs and activities, as required by federal and state laws and regulations.

Regarding Item 2: Our point of contact for this review is Sarah Morrill RN, BSN, Director, School-Based Health Center, Maranacook Community High School, (207) 685-4923 x1019.

Regarding Items 3 and 4: A copy of our nondiscrimination policy is attached as Exhibit M. Any complaints or grievances of any kind would be submitted to and resolved by district administration.

Regarding items 5, 6, 7, 8, and 9: We have had no such complaints, grievances or requests and, therefore, have no responsive documents.

Regarding Item 10: We do not have any such policy.

Maine Family Planning strongly objects to the withholding of grant funds while these requests for information remain pending. The withholding of these grant funds is harming our ability to operate and threatens access to medical services for thousands of Mainers.

Sincerely,

A handwritten signature in black ink, appearing to read "George A. Hill", with a stylized flourish at the end.

George A. Hill
President and CEO



Missouri Family
Health Council, Inc.

Building healthy foundations for Missouri families.

April 10, 2025

Amy Margolis
Deputy Director
Office of Population Affairs
Office of the Assistant Secretary for Health
Department of Health and Human Services

Subject: Response to HHS Inquiry – Title X Grant Compliance

Dear Ms. Margolis,

This letter is intended to be responsive to your letter dated March 31, 2025 regarding Missouri Family Health Council's (MFHC) compliance with the Title X grant requirements. We appreciate the opportunity to address your concerns and show that MFHC is in compliance with federal civil rights laws, Title X regulations, and the terms of our contract.

Statement of Position

MFHC submits the following documentation pursuant to the requests made by Ms. Margolis on March 31, 2025 on behalf of itself and its seventeen sub-awardees. This documentation represents all current requested policies, protocols, and other responsive material from the period of January 20, 2025 to the time of submission (the "applicable period").¹ The sub-awardee documents are redacted to remove information outside of the scope of this request.

MFHC's policies clearly articulate our commitment to non-discrimination and compliance with all federal laws including Title VI and VII of the Civil Right Act, Americans with Disabilities Act, as amended, the Missouri Human Rights Act, and all applicable state and local laws. No one is given any special treatment based on their protected class. MFHC provides equal employment opportunities to all employees and applicants and prohibits discrimination and harassment of any type on the basis of sex, color, race, religion, national origin, age, physical or mental disability, sexual orientation, citizenship, veterans status, political affiliation, marital status, gender identity, number of pregnancies, or any other characteristic protected by federal, state, or local laws. This policy applies to all terms and conditions of employment, including recruiting, hiring, placement, promotion, termination, layoff, leaves of absence, compensation, and training.

¹ January 20, 2025 is the date upon which the current definition of related terms went into effect.



Missouri Family Health Council, Inc.

Building healthy foundations for Missouri families.

MFHC and its sub-awardees follow all applicable federal, state, and local laws along with the Title X program requirements and appreciate the opportunity to move into compliance on any areas that may be found to be out of compliance by way of this inquiry and review. We respectfully request confirmation of receipt of this response and written expectations about next steps, including a timeline, in this inquiry process.

Submission of this documentation does not constitute a waiver of any kind to take legal action relevant to this matter.

Below you will find the additional available documentation related to your request:

1. Contact Information
 - a. Michelle Trupiano
Executive Director, Missouri Family Health Council
[REDACTED]
 - b. Ashley Kuykendall
Director of Service Delivery, Missouri Family Health Council
[REDACTED]
2. A copy of any nondiscrimination policies
 - a. See Exhibit A for MFHC policies
 - b. See Exhibit B for all sub-awardee policies regarding nondiscrimination
3. A narrative or summary of how the entity resolves complaints or grievances from patients, visitors, and other non-employees alleging discrimination on the basis of race, color, or national origin
 - a. See Exhibit A for all MFHC policies
 - b. See Exhibit C for all sub-awardee protocols regarding complaints or grievances
4. A list of any patients who requested but were denied any lawful healthcare services that the entity otherwise provides to other patients in the last year, including the race of each patient and a narrative or summary explaining the reasons for denial
 - a. None during the applicable period



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5. A copy of any complaints or grievances alleging discrimination against an employee on the basis of race in any aspect of their employment
 - a. None during the applicable period
6. A copy of any complaints or grievances alleging discrimination against a job applicant on the basis of race
 - a. None during the applicable period
7. A copy of any complaints or grievances alleging retaliation against an employee or job applicant alleging discrimination on the basis of race
 - a. None during the applicable period
8. A copy of any complaints or grievances alleging the entity was responsible for race-based harassment resulting in a hostile work environment
 - a. None during the applicable period
9. A copy of any policies related to the treatment of illegal aliens, including all individuals who are in the United States without legal status
 - a. See Exhibit D

Please do not hesitate to be in touch with any questions related to this inquiry.

Sincerely,

Michelle Trupiano

Michelle Trupiano, MSW
Executive Director
Missouri Family Health Council



Great Northwest, Hawai'i,
Alaska, Indiana, Kentucky

2001 East Madison St.
Seattle, WA 98122
206.552.9877
ppgnhaik.org

April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notices of Award FPHPA006575 (AK);
FPHPA006576 (KY); FPHPA006577 (ID); FPHPA006578 (IN)

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood Great Northwest, Hawai'i, Alaska, Indiana, Kentucky ("PPGNHAIK") in response to your March 31, 2025, letter. At a high level, we believe we have complied with the terms of our awards and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs ("OPA") on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA's inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America ("PPFA") on one letterhead, each PPFA affiliate is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, PPGNHAIK operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the awards referenced in your letter.¹ Of those awards, PPGNHAIK is only associated with notices of award FPHPA006575, FPHPA006576, FPHPA006577, and FPHPA006578. The employees and patients of PPGNHAIK are not employees or patients of PPFA. Accordingly, I write only with regard to PPGNHAIK and PPGNHAIK's obligations under the above-listed awards.

We believe this distinction is important to note at the outset of this letter because, as justification for temporarily withholding payments, your letter identifies certain public information that "suggests" "recipients of the above-listed grants" "may" be

¹ See, e.g., *Planned Parenthood of Houston & Se. Tex. v. Sanchez*, 403 F.3d 324, 337–38 (5th Cir. 2005); *Planned Parenthood Ass'n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

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Amy Margolis

April 10, 2025

Page 2

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We are equally troubled that OPA has acted to exercise its authority to temporarily withhold funds pursuant to the awards.² Under 45 C.F.R. § 75.371, the authority to temporarily withhold payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee “fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award.” Your letter does not state that you have concluded PPGNHAIK has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to “assess compliance.” We cannot concede that this sequencing is consistent with the agency’s authority.³

Nonetheless, in a show of our commitment to a constructive dialog with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

PPGNHAIK is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. For example, the source cited in footnote two of your letter includes the following equal opportunity statement: “Planned Parenthood Great Northwest, Hawai’i, Alaska, Indiana, Kentucky complies with applicable Federal civil rights laws and does not discriminate on the basis of race, color, national origin, age, disability, gender identity, sexual orientation, or sex. Planned Parenthood Great Northwest, Hawai’i, Alaska, Indiana, Kentucky does not exclude people or treat them differently because of race, color, national origin, age, disability, gender identity, sexual

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to “temporarily with[o]ld” funds under the above-listed grant awards, there are no funds available under a new notice of award.

³ Additionally, we are unclear on the basis of OPA’s request for several categories of information, since it is the jurisdiction of the Office of Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. *See About Us*, U.S. DEPT OF HEALTH AND HUMAN SERVS., OFFICE OF C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

Amy Margolis

April 10, 2025

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orientation, or sex.” The same webpage includes an equity and inclusion statement, which outlines PPGNHAIK’s priorities of “build[ing] an equitable and inclusive organization and workplace,” as well as the goal of advancing equity. Further, the Department included in the award terms and requirements a condition that PPGNHAIK implement programs to address disparities in health treatment. *See, e.g.,* NOA § 35, Special Terms and Requirements 3, Standard Terms 9; NOFO at 9–10, 52. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, PPGNHAIK is required to adhere to them. In addition, PPGNHAIK has systems in place to receive and address reports raised by our employees or our patients, as appropriate.⁴

The existence of certain programs incorporating nondiscrimination and diversity best practices at PPGNHAIK are not illegal.⁵ Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. Additionally, OPA conducted a program review of our Idaho and Alaska programs in April and June 2024, respectively, and concluded that we had met the expectation to “[p]rovide services in a manner that does not discriminate against any client based on religion, race, color, national origin, disability, age, sex, sexual orientation, gender identity, sex characteristics, number of pregnancies, or marital status.” We are also unaware of any Title X requirement that health care providers like PPGNHAIK inquire as to the immigration status of patients or deny services on that basis. To our knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct.

We trust that the information provided above addresses your concerns, especially measured against their limited predication and specificity as to PPGNHAIK. If you have additional questions about the information we have provided above, we are, of course, pleased to engage further, consistent with our obligations under the award.

⁴ These equal opportunity and anti-discrimination policies are similar to those of the Department. *See* HHS Equal Employment Opportunity and Anti-Harassment Policy Statement (updated Feb. 3, 2025), <https://www.hhs.gov/about/agencies/asa/eo/policy/index.html>.

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Amy Margolis

April 10, 2025

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We are continuing to evaluate the further requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully.⁶ At this stage, we also do not understand OPA's need for the significant volume of sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. PPGNHAIK must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we are in a position to respond further to your requests.

As I wrote at the outset, PPGNHAIK is committed to compliance with the terms of our awards, and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, Yamelsie Rodriguez, Chief Strategy and Business Innovation Officer, will be our point of contact for OPA, and further communications should be sent to her attention via email to [REDACTED] and with a copy to [REDACTED]

Respectfully,



Rebecca Gibron

Chief Executive Officer

⁶ We understand other recipients of a similar letter from OPA have requested and been denied an extension of time in which to respond.



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April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notices of Award FPHPA006575 (AK);
FPHPA006576 (KY); FPHPA006577 (ID); FPHPA006578 (IN)

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood Great Northwest, Hawai'i, Alaska, Indiana, Kentucky ("PPGNHAIK") in response to your March 31, 2025, letter. At a high level, we believe we have complied with the terms of our awards and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs ("OPA") on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA's inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America ("PPFA") on one letterhead, each PPFA affiliate is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, PPGNHAIK operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the awards referenced in your letter.¹ Of those awards, PPGNHAIK is only associated with notices of award FPHPA006575, FPHPA006576, FPHPA006577, and FPHPA006578. The employees and patients of PPGNHAIK are not employees or patients of PPFA. Accordingly, I write only with regard to PPGNHAIK and PPGNHAIK's obligations under the above-listed awards.

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Amy Margolis

April 10, 2025

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We are equally troubled that OPA has acted to exercise its authority to temporarily withhold funds pursuant to the awards.² Under 45 C.F.R. § 75.371, the authority to temporarily withhold payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee “fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award.” Your letter does not state that you have concluded PPGNHAIK has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to “assess compliance.” We cannot concede that this sequencing is consistent with the agency’s authority.³

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Amy Margolis

April 10, 2025

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Amy Margolis

April 10, 2025

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Rebecca Gibron

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April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notices of Award FPHPA006575 (AK);
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Amy Margolis

April 10, 2025

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We are equally troubled that OPA has acted to exercise its authority to temporarily withhold funds pursuant to the awards.² Under 45 C.F.R. § 75.371, the authority to temporarily withhold payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee “fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award.” Your letter does not state that you have concluded PPGNHAIK has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to “assess compliance.” We cannot concede that this sequencing is consistent with the agency’s authority.³

Nonetheless, in a show of our commitment to a constructive dialog with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

PPGNHAIK is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. For example, the source cited in footnote two of your letter includes the following equal opportunity statement: “Planned Parenthood Great Northwest, Hawai’i, Alaska, Indiana, Kentucky complies with applicable Federal civil rights laws and does not discriminate on the basis of race, color, national origin, age, disability, gender identity, sexual orientation, or sex. Planned Parenthood Great Northwest, Hawai’i, Alaska, Indiana, Kentucky does not exclude people or treat them differently because of race, color, national origin, age, disability, gender identity, sexual

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to “temporarily with[o]ld” funds under the above-listed grant awards, there are no funds available under a new notice of award.

³ Additionally, we are unclear on the basis of OPA’s request for several categories of information, since it is the jurisdiction of the Office of Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. *See About Us*, U.S. DEPT OF HEALTH AND HUMAN SERVS., OFFICE OF C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

Amy Margolis

April 10, 2025

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orientation, or sex.” The same webpage includes an equity and inclusion statement, which outlines PPGNHAIK’s priorities of “build[ing] an equitable and inclusive organization and workplace,” as well as the goal of advancing equity. Further, the Department included in the award terms and requirements a condition that PPGNHAIK implement programs to address disparities in health treatment. *See, e.g.*, NOA § 35, Special Terms and Requirements 3, Standard Terms 9; NOFO at 9–10, 52. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, PPGNHAIK is required to adhere to them. In addition, PPGNHAIK has systems in place to receive and address reports raised by our employees or our patients, as appropriate.⁴

The existence of certain programs incorporating nondiscrimination and diversity best practices at PPGNHAIK are not illegal.⁵ Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. Additionally, OPA conducted a program review of our Idaho and Alaska programs in April and June 2024, respectively, and concluded that we had met the expectation to “[p]rovide services in a manner that does not discriminate against any client based on religion, race, color, national origin, disability, age, sex, sexual orientation, gender identity, sex characteristics, number of pregnancies, or marital status.” We are also unaware of any Title X requirement that health care providers like PPGNHAIK inquire as to the immigration status of patients or deny services on that basis. To our knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct.

We trust that the information provided above addresses your concerns, especially measured against their limited predication and specificity as to PPGNHAIK. If you have additional questions about the information we have provided above, we are, of course, pleased to engage further, consistent with our obligations under the award.

⁴ These equal opportunity and anti-discrimination policies are similar to those of the Department. *See* HHS Equal Employment Opportunity and Anti-Harassment Policy Statement (updated Feb. 3, 2025), <https://www.hhs.gov/about/agencies/asa/eo/policy/index.html>.

⁵ *See, e.g., Peterson v. Hewlett-Packard Co.*, 358 F.3d 599, 604 (9th Cir. 2004) (diversity policy intended to reduce sexual orientation discrimination consistent with goals of civil rights laws); *Bernstein v. St. Paul Co.*, 134 F. Supp. 2d 730, 739 (D. Md. 2001) (“A company’s (or its CEO’s) commitment to ‘diversity,’ if expressed in terms of creating opportunities for employees of different races and both genders, or fostering workplace tolerance, is not proof of discriminatory motive with respect to any specific hiring decision.”); *Lutes v. Goldin*, 62 F. Supp. 2d 118, 131 (D.D.C. 1999) (employer’s statements which expressed “concern for diversity in the workforce,” but did not suggest that any particular group be disadvantaged in favor of another did not support a claim of discrimination).

Amy Margolis

April 10, 2025

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We are continuing to evaluate the further requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully.⁶ At this stage, we also do not understand OPA's need for the significant volume of sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. PPGNHAIK must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we are in a position to respond further to your requests.

As I wrote at the outset, PPGNHAIK is committed to compliance with the terms of our awards, and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, Yamelsie Rodriguez, Chief Strategy and Business Innovation Officer, will be our point of contact for OPA, and further communications should be sent to her attention via email to [REDACTED] and with a copy to [REDACTED]

Respectfully,



Rebecca Gibron

Chief Executive Officer

⁶ We understand other recipients of a similar letter from OPA have requested and been denied an extension of time in which to respond.



2001 East Madison St.
Seattle, WA 98122
206.552.9877
ppgnhaik.org

April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notices of Award FPHPA006575 (AK);
FPHPA006576 (KY); FPHPA006577 (ID); FPHPA006578 (IN)

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood Great Northwest, Hawai'i, Alaska, Indiana, Kentucky ("PPGNHAIK") in response to your March 31, 2025, letter. At a high level, we believe we have complied with the terms of our awards and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs ("OPA") on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA's inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America ("PPFA") on one letterhead, each PPFA affiliate is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, PPGNHAIK operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the awards referenced in your letter.¹ Of those awards, PPGNHAIK is only associated with notices of award FPHPA006575, FPHPA006576, FPHPA006577, and FPHPA006578. The employees and patients of PPGNHAIK are not employees or patients of PPFA. Accordingly, I write only with regard to PPGNHAIK and PPGNHAIK's obligations under the above-listed awards.

We believe this distinction is important to note at the outset of this letter because, as justification for temporarily withholding payments, your letter identifies certain public information that "suggests" "recipients of the above-listed grants" "may" be

¹ See, e.g., *Planned Parenthood of Houston & Se. Tex. v. Sanchez*, 403 F.3d 324, 337–38 (5th Cir. 2005); *Planned Parenthood Ass'n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

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Amy Margolis

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engaged in conduct that is noncompliant with the relevant notice of award. Citing only the titles of a list of public documents and websites without quoting any of their content, you write that, “[t]aken together, these documents and websites . . . reflect a *likely* violation of the terms of each respective grant.” (Emphasis added.) But of the listed sources, only one is affiliated with PPGNHAIK. Indeed, it appears several of the titles pertain to entities that do not participate in Title X programs. Accordingly, as a matter of methodology and law, there is little in your letter to which PPGNHAIK is in a position to address. Therefore, we do not concur that PPGNHAIK is in violation of the terms of the grant or that the information provided suggests it is “likely” that it is.

We are equally troubled that OPA has acted to exercise its authority to temporarily withhold funds pursuant to the awards.² Under 45 C.F.R. § 75.371, the authority to temporarily withhold payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee “fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award.” Your letter does not state that you have concluded PPGNHAIK has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to “assess compliance.” We cannot concede that this sequencing is consistent with the agency’s authority.³

Nonetheless, in a show of our commitment to a constructive dialog with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

PPGNHAIK is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. For example, the source cited in footnote two of your letter includes the following equal opportunity statement: “Planned Parenthood Great Northwest, Hawai’i, Alaska, Indiana, Kentucky complies with applicable Federal civil rights laws and does not discriminate on the basis of race, color, national origin, age, disability, gender identity, sexual orientation, or sex. Planned Parenthood Great Northwest, Hawai’i, Alaska, Indiana, Kentucky does not exclude people or treat them differently because of race, color, national origin, age, disability, gender identity, sexual

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to “temporarily with[o]ld” funds under the above-listed grant awards, there are no funds available under a new notice of award.

³ Additionally, we are unclear on the basis of OPA’s request for several categories of information, since it is the jurisdiction of the Office of Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. *See About Us*, U.S. DEPT OF HEALTH AND HUMAN SERVS., OFFICE OF C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

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orientation, or sex.” The same webpage includes an equity and inclusion statement, which outlines PPGNHAIK’s priorities of “build[ing] an equitable and inclusive organization and workplace,” as well as the goal of advancing equity. Further, the Department included in the award terms and requirements a condition that PPGNHAIK implement programs to address disparities in health treatment. *See, e.g.,* NOA § 35, Special Terms and Requirements 3, Standard Terms 9; NOFO at 9–10, 52. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, PPGNHAIK is required to adhere to them. In addition, PPGNHAIK has systems in place to receive and address reports raised by our employees or our patients, as appropriate.⁴

The existence of certain programs incorporating nondiscrimination and diversity best practices at PPGNHAIK are not illegal.⁵ Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. Additionally, OPA conducted a program review of our Idaho and Alaska programs in April and June 2024, respectively, and concluded that we had met the expectation to “[p]rovide services in a manner that does not discriminate against any client based on religion, race, color, national origin, disability, age, sex, sexual orientation, gender identity, sex characteristics, number of pregnancies, or marital status.” We are also unaware of any Title X requirement that health care providers like PPGNHAIK inquire as to the immigration status of patients or deny services on that basis. To our knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct.

We trust that the information provided above addresses your concerns, especially measured against their limited predication and specificity as to PPGNHAIK. If you have additional questions about the information we have provided above, we are, of course, pleased to engage further, consistent with our obligations under the award.

⁴ These equal opportunity and anti-discrimination policies are similar to those of the Department. *See* HHS Equal Employment Opportunity and Anti-Harassment Policy Statement (updated Feb. 3, 2025), <https://www.hhs.gov/about/agencies/asa/eo/policy/index.html>.

⁵ *See, e.g., Peterson v. Hewlett-Packard Co.*, 358 F.3d 599, 604 (9th Cir. 2004) (diversity policy intended to reduce sexual orientation discrimination consistent with goals of civil rights laws); *Bernstein v. St. Paul Co.*, 134 F. Supp. 2d 730, 739 (D. Md. 2001) (“A company’s (or its CEO’s) commitment to ‘diversity,’ if expressed in terms of creating opportunities for employees of different races and both genders, or fostering workplace tolerance, is not proof of discriminatory motive with respect to any specific hiring decision.”); *Lutes v. Goldin*, 62 F. Supp. 2d 118, 131 (D.D.C. 1999) (employer’s statements which expressed “concern for diversity in the workforce,” but did not suggest that any particular group be disadvantaged in favor of another did not support a claim of discrimination).

Amy Margolis

April 10, 2025

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We are continuing to evaluate the further requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully.⁶ At this stage, we also do not understand OPA's need for the significant volume of sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. PPGNHAIK must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we are in a position to respond further to your requests.

As I wrote at the outset, PPGNHAIK is committed to compliance with the terms of our awards, and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, Yamelsie Rodriguez, Chief Strategy and Business Innovation Officer, will be our point of contact for OPA, and further communications should be sent to her attention via email to [REDACTED] and with a copy to [REDACTED]

Respectfully,



Rebecca Gibron

Chief Executive Officer

⁶ We understand other recipients of a similar letter from OPA have requested and been denied an extension of time in which to respond.



Planned Parenthood North Central States--PPMNS

April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notice of Award FPHPA006570

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood Minnesota, North Dakota, South Dakota ("PPMNS") in response to your March 31, 2025, letter. At a high level, we believe we have complied with the terms of our award and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs ("OPA") on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA's inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America ("PPFA") on one letterhead, each PPFA affiliate is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, PPMNS, which services patients in Minnesota and South Dakota, operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the award referenced in your letter.¹ Of those awards, PPMNS is only associated with notice of award FPHPA006570. The employees and patients of PPMNS are not employees or patients of PPFA. Accordingly, I write only with regard to PPMNS and PPMNS' obligations under that award.

We believe this distinction is important to note at the outset of this letter because, as justification for temporarily withholding payments, your letter identifies certain public information that "suggests" "recipients of the above-listed grants" "may" be engaged in conduct that is noncompliant with the relevant notice of award. Citing only the titles of a list of public documents and websites without quoting any of their content, you write that, "[t]aken together, these documents and websites . . . reflect a *likely* violation of the terms of each respective grant" (emphasis added). But of the listed sources, none are affiliated with PPMNS. Indeed, it appears several of the titles pertain to entities that do not participate in Title X programs. Accordingly, as a matter of methodology and law, there is little in your letter to which PPMNS is in a position to address. Accordingly, we do not concur that PPMNS is in violation of the terms of the grant, or that the information provided suggests it is "likely" that it is.

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass'n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).



Planned Parenthood North Central States—PPMNS

We are equally troubled that OPA has acted to exercise its authority to temporarily withhold funds pursuant to the award.² Under 45 C.F.R. § 75.371, the authority to temporarily withhold payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee “fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award.” Your letter does not state that you have concluded PPMNS has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to “assess compliance.” We cannot concede that this sequencing is consistent with the agency’s authority.³

Nonetheless, in a show of our commitment to a constructive dialog with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

PPMNS is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. For example, our Mission: “Advancing and protecting sexual and reproductive health care for all” supports our work for our patients and our website includes the following statement of non-discrimination: “PPMNS complies with applicable Federal civil rights laws and does not discriminate on the basis of race, color, national origin, age, disability, or sex. PPMNS does not exclude people or treat them differently because of race, color, national origin, age, disability, or sex”. Further, the Department included in the award special terms and requirements that require PPMNS to implement programs to address disparities in health treatment. *See, e.g.*, NOA §. 35, Special Terms and Requirements 3, Standard Terms 9; NOFO at 9-10, 52. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, PPMNS is required to adhere to them. In addition, PPMNS has systems in place to receive and address reports raised by our employees or our patients, as appropriate.⁴

The existence of certain programs incorporating non-discrimination and diversity best practices at PPMNS are not illegal.⁵ Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. We are also unaware of any Title X requirement that health care providers like PPMNS inquire as to the immigration status of patients, or deny services on that basis. To our

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to “temporarily with[o]ld” funds under the above-list grant award[s], there are no funds available under a new notice of award.

³ Additionally, we are unclear on the basis of OPA’s request for several categories of information, since it is the jurisdiction of the Office for Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. *See About Us*, U.S. DEP’T OF HEALTH AND HUMAN SERVS. - OFFICE FOR C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

⁴ These equal opportunity and anti-discrimination policies are similar to those of the Department. *See HHS Equal Employment Opportunity and Anti-Harassment Policy | HHS.gov*.

⁵ *See, e.g., Peterson v. Hewlett-Packard Co.*, 358 F.3d 599, 604 (9th Cir. 2004) (diversity policy intended to reduce sexual orientation discrimination consistent with goals of civil rights laws); *Bernstein v. St. Paul Co.*, 134 F. Supp. 2d 730, 739 (D. Md. 2001) (“A company’s (or its CEO’s) commitment to ‘diversity,’ if expressed in terms of creating opportunities for employees of different races and both genders, or fostering workplace tolerance, is not proof of discriminatory motive with respect to any specific hiring decision.”); *Lutes v. Goldin*, 62 F. Supp. 2d 118, 131 (D.D.C.1999) (employer’s statements which expressed “concern for diversity in the workforce,” but did not suggest that any particular group be disadvantaged in favor of another did not support a claim of discrimination).



Planned Parenthood North Central States—PPMNS

knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct.

We trust that the information provided above addresses your concerns, especially measured against their limited predication and specificity as to PPMNS. If you have additional questions about the information we have provided above, we are of course pleased to engage further, consistent with our obligations under the award.

We are continuing to evaluate the further requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully.⁶ At this stage, we also do not understand OPA's need for the significant volume of sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. PPMNS must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we are in a position to respond further to your requests.

As I wrote at the outset, PPMNS is committed to compliance with the terms of our award and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, Jill Schneebeck, Senior Director of Business Transformation and Kenneth T. Bailey, Esq., General Counsel & Chief Compliance Officer for PPMNS will be the points of contact for OPA, and further communications should be sent to their attention via email or First-Class Mail.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Kenneth T. Bailey'.

Kenneth T. Bailey
General Counsel & Chief Compliance Officer
Planned Parenthood North Central States
Planned Parenthood Minnesota, North Dakota, South Dakota

⁶ We understand other recipients of a similar letter from OPA have requested and been denied an extension of time in which to respond.



444 West Exchange Street
Akron, Ohio 44302
www.ppgoh.org

Planned Parenthood of Greater Ohio

April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notice of Award No. FPHPA006569

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood of Greater Ohio ("PPGOH") in response to your March 31, 2025 letter. At a high level, we believe we have complied with the terms of our award and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs ("OPA") on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA's inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America ("PPFA") on one letterhead, each PPFA affiliate is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, PPGOH, which is an Ohio not-for-profit corporation providing a broad range of high-quality reproductive health care to patients in Ohio, operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the award referenced in your letter.¹ Of those awards, PPGOH is only associated with notice of award No. FPHPA006569. The employees and patients of PPGOH are not employees or patients of PPFA. Accordingly, I write only with regard to PPGOH and PPGOH's obligations under that award.

We believe this distinction is important to note at the outset of this letter because, as justification for temporarily withholding payments, your letter identifies certain public information that "suggests" "recipients of the above-listed grants" "may" be engaged in conduct that is noncompliant with the relevant notice of award. Citing only the titles of a list of public documents and websites without quoting any of their content, you write that, "[t]aken together, these documents and websites . . . reflect a *likely* violation of the terms of each respective grant" (emphasis added). But of the listed sources, none are affiliated with PPGOH. Indeed, it appears several of the titles pertain to entities that do not participate in Title X programs. Accordingly, as a matter of methodology and law, there is little in your letter to which PPGOH is in a position to address. Accordingly, we do not agree that PPGOH is in violation of the terms of the grant, or that the information provided suggests it is "likely" that it is.

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass'n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

We are equally troubled that OPA has acted to exercise its authority to temporarily suspend funds pursuant to the award.² Under 45 C.F.R. § 75.371, the authority to temporarily suspend payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee “fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award.” Your letter does not state that you have concluded PPGOH has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to “assess compliance.” We cannot concede that this sequencing is consistent with the agency’s authority.³

Nonetheless, in a show of our commitment to a constructive dialog with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

PPGOH is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. For example, the job postings on our website include the following statement of non-discrimination:

PPGOH is an Equal Opportunity Employer and does not discriminate on the basis of race, religion, color, sex, gender identify or expression, sexual orientation, age, disability, national origin, veteran status, or any other basis covered by appropriate law. Research suggests that qualified women, Black, Indigenous, and Persons of Color (BIPOC), may self-select out of opportunities if they don’t meet 100% of the job requirements. We encourage individuals who believe they have the skills necessary to thrive to apply for this role.

Similarly, PPGOH’s website includes the following language in a patient non-discrimination notice:

Planned Parenthood of Greater Ohio complies with applicable Federal civil rights laws and does not discriminate on the basis of race, color, national origin, age, disability, or sex. Planned Parenthood of Greater Ohio does not exclude people or treat them differently because of race, color, national origin, age, disability, or sex.

Further, the Department included in the award terms and requirements a condition that PPGOH implement programs to address disparities in health treatment. See, e.g., NOA ss. 35, Special Terms and Requirements 3, Standard Terms 9; NOFO at 9-10, 52. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, PPGOH is required to adhere to them. In addition, PPGOH has systems in place to receive and address complaints or reports raised by our employees or our patients, as appropriate.⁴

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to “temporarily with[o]ld” funds under the above-list grant award[s], there are no funds available under a new notice of award.

³ Additionally, we are unclear on the basis of OPA’s request for several categories of information, since it is the jurisdiction of the Office for Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. See *About Us*, U.S. DEP’T OF HEALTH AND HUMAN SERVS.- OFFICE FOR C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

⁴ These equal opportunity and anti-discrimination policies are similar to those of the Department. See [HHS Equal Employment Opportunity and Anti-Harassment Policy | HHS.gov](#).

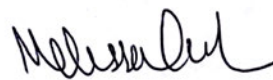
The existence of certain programs incorporating non-discrimination and diversity best practices at PPGOH are not illegal.⁵ Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. We are also unaware of any Title X requirement that health care providers like PPGOH inquire as to the immigration status of patients, or deny services on that basis. To our knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct.

We trust that the information provided above addresses your concerns, especially measured against their limited predication and specificity as to PPGOH. If you have additional questions about the information we have provided above, we are of course pleased to engage further, consistent with our obligations under the award.

We are continuing to evaluate the additional requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully.⁶ At this stage, we also do not understand OPA's need for the significant volume of sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. As such, PPGOH must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we can respond further to your requests.

As I wrote at the outset, PPGOH is committed to compliance with the terms of our award, and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, as PPGOH's General Counsel, I will be the point of contact for OPA, along with our outside counsel Lisa Reisz, and further communications should be sent to both of our attention at [REDACTED] and [REDACTED]

Sincerely,



Melissa Cohen
General Counsel
Planned Parenthood of Greater Ohio

⁵ See, e.g., *Peterson v. Hewlett-Packard Co.*, 358 F.3d 599, 604 (9th Cir. 2004) (diversity policy intended to reduce sexual orientation discrimination consistent with goals of civil rights laws); *Bernstein v. St. Paul Co.*, 134 F. Supp. 2d 730, 739 (D. Md. 2001) ("A company's (or its CEO's) commitment to 'diversity,' if expressed in terms of creating opportunities for employees of different races and both genders, or fostering workplace tolerance, is not proof of discriminatory motive with respect to any specific hiring decision."); *Lutes v. Goldin*, 62 F. Supp. 2d 118, 131 (D.D.C.1999) (employer's statements which expressed "concern for diversity in the workforce," but did not suggest that any particular group be disadvantaged in favor of another did not support a claim of discrimination).

⁶ We understand other recipients of a similar letter from OPA have requested and been denied an extension of time in which to respond.



April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notice of Award #6 FPHPA006522-03-01

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood of Northern New England ("PPNNE") in response to your March 31, 2025, letter. At a high level, we believe we have complied with the terms of our awards and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs ("OPA") on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA's inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America ("PPFA") on one letterhead, each PPFA affiliate is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, PPNNE, which provides comprehensive reproductive health care in Maine, New Hampshire and Vermont, operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the award referenced in your letter.¹ Of those awards, PPNNE is only associated with notice of award #6 FPHPA006522-03-01 and as a subgrantee in Maine award #FPHPA006510. The employees and patients of PPNNE are not employees or patients of PPFA. Accordingly, I write only with regard to PPNNE and PPNNE's obligations under those awards.

We believe this distinction is important to note at the outset of this letter because, as justification for temporarily withholding payments, your letter identifies certain public information that "suggests" "recipients of the above-listed grants" "may" be engaged in conduct that is noncompliant with the relevant notice of award. Citing only the titles of a list of public documents and websites without quoting any of their content, you write that, "[t]aken together, these documents and websites . . . reflect a *likely* violation of the terms of each respective grant" (emphasis added). But of the listed sources, only one is affiliated with PPNNE. Indeed, it appears several of the titles pertain to entities that do not participate in Title X programs. Accordingly, as a matter of methodology and law, there is little in your letter to which PPNNE is in a position to address. Accordingly, we do not concur that PPNNE is in

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass'n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

violation of the terms of the grant, or that the information provided suggests it is “likely” that it is.

We are equally troubled that OPA has acted to exercise its authority to temporarily suspend funds pursuant to the awards.² Under 45 C.F.R. § 75.371, the authority to temporarily suspend payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee “fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award.” Your letter does not state that you have concluded PPNNE has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to “assess compliance.” We cannot concede that this sequencing is consistent with the agency’s authority.³

Nonetheless, in a show of our commitment to a constructive dialog with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

PPNNE is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. For example, our website includes the following statement of non-discrimination:

It is the policy of Planned Parenthood of Northern New England (PPNNE) to provide equitable health care without discrimination against, or harassment or, any person on the basis of race, color, national origin, language, religion, sex, age, disability, citizenship, marital status, creed, sexual orientation, gender expression, or gender identity. Any such discrimination or harassment is prohibited and will not be tolerated. If you believe you have been denied access to a benefit, service, program, or activity offered by PPNNE because of a disability, or if you have questions or concerns about this non-discrimination policy, you may file a complaint by contacting: Medical Services Planned Parenthood of Northern New England 784 Hercules Drive, Suite 110 Colchester, VT 05446 OR You have the right to file a written complaint with the U.S. Department of Health and Human Services by mail, fax, email, or via the OCR Complaint Portal. Centralized Case Management Operations U.S. Department of Health and Human Services 200 Independence Avenue SW Room 509F HHH Bldg Washington, DC 20201.

Additional information is available online at: <https://www.hhs.gov/civil-rights/filing-a-complaint/complaint-process/index.html>. Further, the Department included in the award special terms and requirements that require PPNNE to implement programs to address disparities in health treatment. See, e.g., NOA § 35, *Special Terms and Requirements 3, Standard Terms 9; NOFO at 9–10, 52*. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, PPNNE is

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to “temporarily with[o]ld” funds under the above-list grant award[s], there are no funds available under a new notice of award.

³ Additionally, we are unclear on the basis of OPA’s request for several categories of information, since it is the jurisdiction of the Office for Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. See *About Us*, U.S. DEP’T OF HEALTH AND HUMAN SERVS.- OFFICE FOR C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

required to adhere to them. In addition, PPNNE has systems in place to receive and address reports raised by our employees or our patients, as appropriate.⁴

The existence of certain programs incorporating non-discrimination and diversity best practices at PPNNE are not illegal.⁵ Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. We are also unaware of any *Title X* requirement that health care providers like PPNNE inquire as to the immigration status of patients, or deny services on that basis. To our knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct. Additionally, OPA conducted a program review of our New Hampshire grant in October 2024, and concluded that we had met the expectation, with no areas of improvement or required action, to “[p]rovide services in a manner that does not discriminate against any client based on religion, race, color, national origin, disability, age, sex, sexual orientation, gender identity, sex characteristics, number of pregnancies, or marital status.”

We trust that the information provided above addresses your concerns, especially measured against their limited predication and specificity as to PPNNE. If you have additional questions about the information we have provided above, we are of course pleased to engage further, consistent with our obligations under the award.

We are continuing to evaluate the further requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully.⁶ At this stage, we also do not understand OPA’s need for the sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. PPNNE must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we are in a position to respond further to your requests.

As I wrote at the outset, PPNNE is committed to compliance with the terms of our awards, and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, I will be the point of contact for OPA, and further communications should be sent to my attention via email at [REDACTED]. In addition, please note that PPNNE is a grantee in New Hampshire and a sub-grantee in Maine (#FHPHA006510) and will respond directly to OPA in both capacities.

Sincerely,
Nicole Clegg
President & CEO
Planned Parenthood of Northern New England

⁴ These equal opportunity and anti-discrimination policies are similar to those of the Department. See [HHS Equal Employment Opportunity and Anti-Harassment Policy | HHS.gov](#).

⁵ See, e.g., *Peterson v. Hewlett-Packard Co.*, 358 F.3d 599, 604 (9th Cir. 2004) (diversity policy intended to reduce sexual orientation discrimination consistent with goals of civil rights laws); *Bernstein v. St. Paul Co.*, 134 F. Supp. 2d 730, 739 (D. Md. 2001) (“A company’s (or its CEO’s) commitment to ‘diversity,’ if expressed in terms of creating opportunities for employees of different races and both genders, or fostering workplace tolerance, is not proof of discriminatory motive with respect to any specific hiring decision.”); *Lutes v. Goldin*, 62 F. Supp. 2d 118, 131 (D.D.C.1999) (employer’s statements which expressed “concern for diversity in the workforce,” but did not suggest that any particular group be disadvantaged in favor of another did not support a claim of discrimination).

⁶ We understand other recipients of a similar letter from OPA have requested and been denied an extension of time in which to respond.

Planned Parenthood of Southern New England

April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notice of Award FFHP/PA006530

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood of Southern New England, Inc. ("PPSNE") in response to your March 31, 2025, letter. At a high level, we believe we have complied with the terms of our award and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs ("OPA") on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA's inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America ("PPFA") on one letterhead, each PPFA affiliate is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, PPSNE, which operates 14 health centers in Connecticut and one health center in Rhode Island, operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the awards referenced in your letter.¹ Of those awards, PPSNE is only associated with notice of award FFHP/PA006530. The employees and patients of PPSNE are not employees or patients of PPFA. Accordingly, I write only with regard to PPSNE and PPSNE's obligations under that award.

We believe this distinction is important to note at the outset of this letter because, as justification for temporarily withholding payments, your letter identifies certain public information that "suggests" "recipients of the above-listed grants" "may" be engaged in conduct that is noncompliant with the relevant notice of award. Citing only the titles of a list of public documents and websites without quoting any of their content, you write that, "[t]aken together, these documents and websites . . . reflect a *likely* violation of the terms of each respective grant" (emphasis added). But of the listed sources, none are affiliated with PPSNE. Indeed, it appears several of the titles pertain to entities that do not participate in Title X programs. Accordingly, as a matter of methodology and law, there is little in your letter to which PPSNE is in a position to address. Accordingly, we do not concur that PPSNE is in violation of the terms of the grant, or that the information provided suggests it is "likely" that it is.

We are equally troubled that OPA has acted to exercise its authority to temporarily withhold funds pursuant to the award.² Under 45 C.F.R. § 75.371, the authority to temporarily withhold

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass'n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to "temporarily with[o]ld" funds under the above-list grant award[s], there are no funds available under a new notice of award.

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April 10, 2025

payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee "fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award." Your letter does not state that you have concluded PPSNE has failed to comply; rather, it indicates only that your office believes it may have, based on no information regarding PPSNE. Indeed, your requests for information are intended to "assess compliance." We cannot concede that this sequencing is consistent with the agency's authority.³

Nonetheless, in a show of our commitment to a constructive dialog with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

PPSNE is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. For example, we make the following commitment:

PPSNE values diversity and seeks talented, qualified directors, officers, employees and volunteers. PPSNE does not discriminate on the basis of race, color, religion, gender or gender identity, national or ethnic origin, age, sexual orientation, disability, income, marital status, or any other dimension of diversity in the election of its directors or officers or in the administration of its policies and programs

Further, the Department included in the award special terms and requirements that require PPSNE to implement programs to address disparities in health treatment. See, e.g., NOA §. 35, Special Terms and Requirements 3, Standard Terms 9; NOFO at 4, 12. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, PPSNE is required to adhere to them. In addition, PPSNE has systems in place to receive and address reports raised by our employees, our patients and our visitors, as appropriate.⁴

The existence of certain programs incorporating non-discrimination and diversity best practices at PPSNE are not illegal.⁵ Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. We are also unaware of any Title X requirement that health care providers like PPSNE inquire as to the immigration status of patients, or deny services on that basis. To our knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct.

³ Additionally, we are unclear about the basis of OPA's request for several categories of information, since it is the jurisdiction of the Office for Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. See *About Us*, U.S. DEP'T OF HEALTH AND HUMAN SERVS.- OFFICE FOR C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

⁴ These equal opportunity and anti-discrimination policies are similar to those of the Department. See *HHS Equal Employment Opportunity and Anti-Harassment Policy* | [HHS.gov](https://www.hhs.gov/eo-sa/eeo).

⁵ See, e.g., *Peterson v. Hewlett-Packard Co.*, 358 F.3d 599, 604 (9th Cir. 2004) (diversity policy intended to reduce sexual orientation discrimination consistent with goals of civil rights laws); *Bernstein v. St. Paul Co.*, 134 F. Supp. 2d 730, 739 (D. Md. 2001) ("A company's (or its CEO's) commitment to 'diversity,' if expressed in terms of creating opportunities for employees of different races and both genders, or fostering workplace tolerance, is not proof of discriminatory motive with respect to any specific hiring decision."); *Lutes v. Goldin*, 62 F. Supp. 2d 118, 131 (D.D.C.1999) (employer's statements which expressed "concern for diversity in the workforce," but did not suggest that any particular group be disadvantaged in favor of another did not support a claim of discrimination).

Amy L. Margolis

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We trust that the information provided above addresses your concerns, especially in view of the lack of any information with respect to actions taken by PPSNE. If you have additional questions about the information we have provided above, we are of course pleased to engage further, consistent with our obligations under the award.

Also, we are continuing to evaluate the additional requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully.⁶ At this stage, we also do not understand OPA's need for the significant volume of sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you requested. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. PPSNE must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we are in a position to respond further to your requests.

As I wrote at the outset, PPSNE is committed to compliance with the terms of our award, and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, I, Amanda Skinner, President and Chief Executive Officer, [REDACTED] and Carolyn Kone, Counsel to PPSNE, [REDACTED] will be the points of contact for OPA, and further communications should be sent to their attention.

Thank you for considering this response.

Amanda Skinner (S.L.)
Amanda Skinner

cc: Carolyn Kone (via email)

⁶ We understand other recipients of a similar letter from OPA have requested and been denied an extension of time in which to respond.

April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025 Letter concerning Notice of Award FPHPA006531 (NC) and
FPHPA006532 (SC)

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood South Atlantic ("PPSAT") in response to your March 31, 2025, letter. At a high level, we believe we have complied with the terms of our awards and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs ("OPA") on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA's inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America ("PPFA") on one letterhead, each PPFA affiliate is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, PPSAT, which operates health centers in North Carolina, South Carolina, Virginia, and West Virginia, operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the awards referenced in your letter.¹ Of those awards, PPSAT is only associated with notices of awards FPHPA006531 (NC) and FPHPA006532 (SC). The employees and patients of PPSAT are not employees or patients of PPFA. Accordingly, I write only with regard to PPSAT and PPSAT's obligations under those awards.

We believe this distinction is important to note at the outset of this letter because, as justification for temporarily withholding payments, your letter identifies certain public information that "suggests" "recipients of the above-listed grants" "may" be engaged in conduct that is noncompliant with the relevant notice of award. Citing only the titles of a list of public documents and websites without quoting any of their content, you write that, "[t]aken together, these documents and websites . . . reflect a *likely* violation of the terms of each respective grant" (emphasis added). But of the listed sources, only one is affiliated with PPSAT. Indeed, it appears several of the titles pertain to entities that do not participate in Title X programs. Accordingly, as a matter of methodology and law, there is little in your letter to which PPSAT is in a position to address. Accordingly, we do not concur that PPSAT is in violation of the terms of the grant, or that the information provided suggests it is "likely" that it is.

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass'n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

We are equally troubled that OPA has acted to exercise its authority to temporarily withhold funds pursuant to the awards.² Under 45 C.F.R. § 75.371, the authority to temporarily withhold payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee “fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award.” Your letter does not state that you have concluded PPSAT has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to “assess compliance.” We cannot concede that this sequencing is consistent with the agency’s authority.³

Nonetheless, in a show of our commitment to a constructive dialogue with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

PPSAT is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. For example, our website includes the following statement of non-discrimination: Planned Parenthood South the basis of race, color, national origin, age, disability, or sex. PPSAT does not exclude people or treat them differently because of race, color, national origin, age, disability, or sex.⁴ Further, the Department included in the award special terms and requirements that require PPSAT to implement programs to address disparities in health treatment. See, e.g., NOA ss. 35, Special Terms and Requirements 3, 9; NOFO at 9-10, 52. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, PPSAT is required to adhere to them. In addition, PPSAT has systems in place to receive and address reports raised by our employees or our patients, as appropriate.⁵

The existence of certain programs incorporating non-discrimination and diversity best practices at PPSAT are not illegal.⁶ Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. We are also unaware of any Title X requirement that health care providers like PPSAT inquire as to the immigration status of patients, or deny services on that basis. To our knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct.

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to “temporarily with[o]ld” funds under the above-list grant award[s], there are no funds available under a new notice of award.]

³ Additionally, we are unclear on the basis of OPA’s request for several categories of information, since it is the jurisdiction of the Office for Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. See *About Us*, U.S. DEPT OF HEALTH AND HUMAN SERVS.- OFFICE OF C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

⁴ Planned Parenthood South Atlantic, Notice of Non-Discrimination, <https://www.plannedparenthood.org/planned-parenthood-south-atlantic/notice-of-non-discrimination> (last visited April 9, 2025).

⁵ These equal opportunity and anti-discrimination policies are similar to those of the Department. See *HHS Equal Employment Opportunity and Anti-Harassment Policy* | [HHS.gov](https://www.hhs.gov).

⁶ See, e.g., *Peterson v. Hewlett-Packard Co.*, 358 F.3d 599 (9th Cir. 2004) (diversity policy intended to reduce sexual orientation discrimination consistent with goals of civil rights laws); *Bernstein v. St. Paul Co.*, 134 F. Supp. 2d 730, 739 (D. Md. 2001) (“A company’s (or its CEO’s) commitment to ‘diversity,’ if expressed in terms of creating opportunities for employees of different races and both genders, or fostering workplace tolerance, is not proof of discriminatory motive with respect to any specific hiring decision.”); *Lutes v. Goldin*, 62 F. Supp. 2d 118, 131 (D.D.C.1999) (employer’s statements which expressed “concern for diversity in the workforce,” but did not suggest that any particular group be disadvantaged in favor of another did not support a claim of discrimination).

We trust that the information provided above addresses your concerns, especially measured against their limited predication and specificity as to PPSAT. If you have additional questions about the information we have provided above, we are of course pleased to engage further, consistent with our obligations under the award.

We are continuing to evaluate the further requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully.⁷ At this stage, we also do not understand OPA's need for the significant volume of sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. PPSAT must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we are in a position to respond further to your requests.

As I wrote at the outset, PPSAT is committed to compliance with the terms of our awards and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, Christina Hernandez, Risk and Quality Management Director, will be your point of contact for issues pertaining to grant administration, and I will be your point of contact for all other matters related to this inquiry. Further communications should be sent to our attention via email at [REDACTED] and [REDACTED] respectively.

Respectfully,



Susanna Birdsong
General Counsel and Vice President of Compliance
[REDACTED]

⁷ We understand other recipients of a similar letter from OPA have requested and been denied an extension of time in which to respond.

April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025 Letter concerning Notice of Award FPHPA006531 (NC) and
FPHPA006532 (SC)

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood South Atlantic ("PPSAT") in response to your March 31, 2025, letter. At a high level, we believe we have complied with the terms of our awards and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs ("OPA") on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA's inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America ("PPFA") on one letterhead, each PPFA affiliate is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, PPSAT, which operates health centers in North Carolina, South Carolina, Virginia, and West Virginia, operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the awards referenced in your letter.¹ Of those awards, PPSAT is only associated with notices of awards FPHPA006531 (NC) and FPHPA006532 (SC). The employees and patients of PPSAT are not employees or patients of PPFA. Accordingly, I write only with regard to PPSAT and PPSAT's obligations under those awards.

We believe this distinction is important to note at the outset of this letter because, as justification for temporarily withholding payments, your letter identifies certain public information that "suggests" "recipients of the above-listed grants" "may" be engaged in conduct that is noncompliant with the relevant notice of award. Citing only the titles of a list of public documents and websites without quoting any of their content, you write that, "[t]aken together, these documents and websites . . . reflect a *likely* violation of the terms of each respective grant" (emphasis added). But of the listed sources, only one is affiliated with PPSAT. Indeed, it appears several of the titles pertain to entities that do not participate in Title X programs. Accordingly, as a matter of methodology and law, there is little in your letter to which PPSAT is in a position to address. Accordingly, we do not concur that PPSAT is in violation of the terms of the grant, or that the information provided suggests it is "likely" that it is.

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass'n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

We are equally troubled that OPA has acted to exercise its authority to temporarily withhold funds pursuant to the awards.² Under 45 C.F.R. § 75.371, the authority to temporarily withhold payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee “fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award.” Your letter does not state that you have concluded PPSAT has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to “assess compliance.” We cannot concede that this sequencing is consistent with the agency’s authority.³

Nonetheless, in a show of our commitment to a constructive dialogue with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

PPSAT is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. For example, our website includes the following statement of non-discrimination: Planned Parenthood South the basis of race, color, national origin, age, disability, or sex. PPSAT does not exclude people or treat them differently because of race, color, national origin, age, disability, or sex.⁴ Further, the Department included in the award special terms and requirements that require PPSAT to implement programs to address disparities in health treatment. See, e.g., NOA ss. 35, Special Terms and Requirements 3, 9; NOFO at 9-10, 52. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, PPSAT is required to adhere to them. In addition, PPSAT has systems in place to receive and address reports raised by our employees or our patients, as appropriate.⁵

The existence of certain programs incorporating non-discrimination and diversity best practices at PPSAT are not illegal.⁶ Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. We are also unaware of any Title X requirement that health care providers like PPSAT inquire as to the immigration status of patients, or deny services on that basis. To our knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct.

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to “temporarily with[o]ld” funds under the above-list grant award[s], there are no funds available under a new notice of award.]

³ Additionally, we are unclear on the basis of OPA’s request for several categories of information, since it is the jurisdiction of the Office for Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. See *About Us*, U.S. DEPT OF HEALTH AND HUMAN SERVS.- OFFICE OF C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

⁴ Planned Parenthood South Atlantic, Notice of Non-Discrimination, <https://www.plannedparenthood.org/planned-parenthood-south-atlantic/notice-of-non-discrimination> (last visited April 9, 2025).

⁵ These equal opportunity and anti-discrimination policies are similar to those of the Department. See *HHS Equal Employment Opportunity and Anti-Harassment Policy* | [HHS.gov](https://www.hhs.gov/eo-12958).

⁶ See, e.g., *Peterson v. Hewlett-Packard Co.*, 358 F.3d 599 (9th Cir. 2004) (diversity policy intended to reduce sexual orientation discrimination consistent with goals of civil rights laws); *Bernstein v. St. Paul Co.*, 134 F. Supp. 2d 730, 739 (D. Md. 2001) (“A company’s (or its CEO’s) commitment to ‘diversity,’ if expressed in terms of creating opportunities for employees of different races and both genders, or fostering workplace tolerance, is not proof of discriminatory motive with respect to any specific hiring decision.”); *Lutes v. Goldin*, 62 F. Supp. 2d 118, 131 (D.D.C.1999) (employer’s statements which expressed “concern for diversity in the workforce,” but did not suggest that any particular group be disadvantaged in favor of another did not support a claim of discrimination).

We trust that the information provided above addresses your concerns, especially measured against their limited predication and specificity as to PPSAT. If you have additional questions about the information we have provided above, we are of course pleased to engage further, consistent with our obligations under the award.

We are continuing to evaluate the further requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully.⁷ At this stage, we also do not understand OPA's need for the significant volume of sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. PPSAT must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we are in a position to respond further to your requests.

As I wrote at the outset, PPSAT is committed to compliance with the terms of our awards and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, Christina Hernandez, Risk and Quality Management Director, will be your point of contact for issues pertaining to grant administration, and I will be your point of contact for all other matters related to this inquiry. Further communications should be sent to our attention via email at [REDACTED] and [REDACTED] respectively.

Respectfully,



Susanna Birdsong
General Counsel and Vice President of Compliance
[REDACTED]

⁷ We understand other recipients of a similar letter from OPA have requested and been denied an extension of time in which to respond.

**Planned Parenthood of Greater Texas Family Planning & Preventative
Health Services
7424 Greenville Avenue
Dallas, TX 75231**

April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notice of Award FPHPA006525

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood of Greater Texas Family Planning and Preventative Health Services (collectively, "FPPHS"), in response to your March 31, 2025, letter. At a high level, we believe we have complied with the terms of our awards and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs ("OPA") on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA's inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America ("PPFA") on one letterhead, each addressee is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, FPPHS, an ancillary to that provides services at Planned Parenthood of Greater Texas (PPGT), an affiliate which has 19 physical health centers and telehealth operations across the state of Texas, operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the awards referenced in your letter.¹ Of those awards, FPPS is only associated with the notice of award FPHPA006525. The employees and patients of are not employees or patients of PPFA. Accordingly, I write only with regard to FPPHS and FPPHS's obligations under that award.

We believe this distinction is important to note at the outset of this letter because, as justification for temporarily withholding payments, your letter identifies certain public information that "suggests" "recipients of the above-listed grants" "may" be engaged in conduct that is noncompliant with the relevant notice of award. Citing only the titles of a list of public documents and websites without quoting any of their content, you write that, "[t]aken together, these documents and websites . . . reflect a *likely* violation of the terms of each respective grant" (emphasis added). But of the listed sources, only one may be associated with FPPHS as it is of PPGT. Indeed, it appears several of the titles pertain to entities that do not participate in Title X programs. Accordingly, as a matter of methodology and law, there is little in your letter to which FPPHS is in a position to address. Accordingly, we do not concur that FPPHS is in violation of the terms of the grant, or that the information provided suggests it is "likely" that it is.

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass'n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

We are equally troubled that OPA has acted to exercise its authority to temporarily withhold funds pursuant to FPPHS's award.² Under 45 C.F.R. § 75.371, the authority to temporarily withhold payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee "fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award." Your letter does not state that you have concluded FPPHS has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to "assess compliance." We cannot concede that this sequencing is consistent with the agency's authority.³

Nonetheless, in a show of our commitment to a constructive dialogue with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

All employees who provide FPPHS services are that of an equal opportunity employer and FPPHS is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. For example, the website reference that is attributed to PPGT's website in OPA's letter is in fact a statement on nondiscrimination ("We work to eliminate disparities to build more equitable systems that improve access and health outcomes for all.").⁴ Further, the Department included in the award special terms and requirements that require FPPHS to implement programs to address disparities in health treatment. See, e.g., NOA ss. 35, Special Terms and Requirements 3, 9; NOFO at 9-10, 52. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, FPPHS is required to adhere to them. In addition, FPPHS has systems in place to receive and address reports raised by our employees or our patients, as appropriate.⁵

The existence of certain programs incorporating non-discrimination and diversity best practices at FPPHS are not illegal. Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. We are also unaware of any Title X requirement that health care providers like FPPHS inquire as to the immigration status of patients, or deny services on that basis. To our knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct.

We trust that the information provided above addresses your concerns, especially measured against their limited predication and specificity as to FPPHS. If you have additional questions about the information we have provided above, we are of course pleased to engage further, consistent with our obligations under the award.

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to "temporarily with[o]ld" funds under the above-list grant award[s], there are no funds available under a new notice of award.

³ Additionally, we are unclear on the basis of OPA's request for several categories of information, since it is the jurisdiction of the Office for Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. See *About Us*, U.S. DEP'T OF HEALTH AND HUMAN SERVS.- OFFICE OF C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

⁴ Planned Parenthood Greater Texas, Diversity Statement, <https://www.plannedparenthood.org/planned-parenthood-greater-texas/who-we-are/our-mission-and-vision/diversity-statement>

⁵ These equal opportunity and anti-discrimination policies are similar to those of the Department. See *HHS Equal Employment Opportunity and Anti-Harassment Policy* | [HHS.gov](https://www.hhs.gov).

We are continuing to evaluate the further requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully. At this stage, we also do not understand OPA's need for the significant volume of sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. FPPHS must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we are in a position to respond further to your requests.

As I wrote at the outset, FPPHS is committed to compliance with the terms of our award[s] and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, we, Sarah Wheat, Chief External Affairs Officer, and Jackie Hoffman, General Counsel, will be the point of contact for OPA, and further communications should be sent to our attention via email at [REDACTED] and [REDACTED]

Sincerely,

A handwritten signature in cursive script that reads "Kenneth Lambrecht".

Kenneth Lambrecht
for Planned Parenthood of Greater Texas
Family Planning & Preventative Health Services

Cc: Sarah Wheat
Jackie Hoffman



Planned Parenthood Association of Utah

April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notice of Award FPHPA006544

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood Association of Utah ("PPAU") in response to your March 31, 2025, letter. At a high level, we believe we have complied with the terms of our award and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs ("OPA") on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA's inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America ("PPFA") on one letterhead, each PPFA affiliate is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, Planned Parenthood Association of Utah, LLC, which is a not-for-profit limited liability corporation incorporated in the State of Utah, operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the awards referenced in your letter.¹ Of those awards listed in your letter, PPAU is only associated with notice of award FPHPA006544. The employees and patients of PPAU are not employees or patients of PPFA. Accordingly, I write only with regard to PPAU and PPAU's obligations under notice of award FPHPA006544.

We believe this distinction is important to note at the outset of this letter because, as justification for temporarily withholding payments, your letter identifies certain public information that "suggests" "recipients of the above-listed grants" "may" be engaged in conduct that is noncompliant with the relevant notice of award. Citing only the titles of a list of public documents and websites without quoting any of their content, you write that, "[t]aken together, these documents and websites . . . reflect a *likely* violation of the terms of each respective grant" (emphasis added). But of the listed sources, none are affiliated with PPAU. Indeed, it appears several of the titles pertain to entities that do not participate in Title X programs. Accordingly, as a matter of methodology and law, there is little in your letter to which PPAU is in a position to address. Accordingly, we do not concur that PPAU is in violation of the terms of the grant, or that the information provided suggests it is "likely" that it is.

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass'n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).



Planned Parenthood Association of Utah

We are equally troubled that OPA has acted to exercise its authority to temporarily withhold funds pursuant to the award.² Under 45 C.F.R. § 75.371, the authority to temporarily withhold payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee “fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award.” Your letter does not state that you have concluded PPAU has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to “assess compliance.” We cannot concede that this sequencing is consistent with the agency’s authority.³

Nonetheless, in a show of our commitment to a constructive dialog with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

PPAU is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. Further, the Department included in the award special terms and requirements that require PPAU to implement programs to address disparities in health treatment. See, e.g., NOA ss. 35, Special Terms and Requirements 3, Standard Terms 9; NOFO at 9-10, 52. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, PPAU is required to adhere to them. In addition, PPAU has systems in place to receive and address reports raised by our employees or our patients, as appropriate.⁴

The existence of certain programs incorporating non-discrimination and diversity best practices at PPAU are not illegal.⁵ Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. Additionally, OPA conducted a program review of our grant in November 2023, and concluded that we had met the expectation to “[p]rovide services in a manner that does not discriminate against any client based on religion, race, color, national origin, disability, age, sex, sexual orientation, gender identity, sex characteristics, number of pregnancies, or marital status.” We are also unaware of any Title X requirement that health care providers like PPAU inquire as to the immigration status of patients, or deny services on that basis. To

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to “temporarily withhold” funds under the above-list grant award[s], there are no funds available under a new notice of award.

³ Additionally, we are unclear on the basis of OPA’s request for several categories of information, since it is the jurisdiction of the Office for Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. See *About Us*, U.S. DEP’T OF HEALTH AND HUMAN SERVS. - OFFICE OF C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

⁴ These equal opportunity and anti-discrimination policies are similar to those of the Department. See [HHS Equal Employment Opportunity and Anti-Harassment Policy | HHS.gov](#).

⁵ See, e.g., *Peterson v. Hewlett-Packard Co.*, 358 F.3d 599, 604 (9th Cir. 2004) (diversity policy intended to reduce sexual orientation discrimination consistent with goals of civil rights laws); *Bernstein v. St. Paul Co.*, 134 F. Supp. 2d 730, 739 (D. Md. 2001) (“A company’s (or its CEO’s) commitment to ‘diversity,’ if expressed in terms of creating opportunities for employees of different races and both genders, or fostering workplace tolerance, is not proof of discriminatory motive with respect to any specific hiring decision.”); *Lutes v. Goldin*, 62 F. Supp. 2d 118, 131 (D.D.C.1999) (employer’s statements which expressed “concern for diversity in the workforce,” but did not suggest that any particular group be disadvantaged in favor of another did not support a claim of discrimination).

Planned Parenthood Association of Utah

State Administration 654 South 900 East, Salt Lake City, Utah 84102

000059



Planned Parenthood Association of Utah

our knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct.

We trust that the information provided above addresses your concerns, especially measured against their limited predication and specificity as to PPAU. If you have additional questions about the information we have provided above, we are of course pleased to engage further, consistent with our obligations under the award.

We are continuing to evaluate the further requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully.⁶ At this stage, we also do not understand OPA's need for the significant volume of sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. PPAU must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we are in a position to respond further to your requests.

As I wrote at the outset, PPAU is committed to compliance with the terms of our award and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, Shireen Ghorbani, President of PPAU, will be our point of contact for OPA, and further communications should be sent to her attention via email to [REDACTED] and with a copy to PPAU's General Counsel, Lisa R. Petersen, at [REDACTED]

Respectfully,

A handwritten signature in black ink, appearing to read 'Shireen Ghorbani', with a horizontal line extending from the end of the signature.

Shireen Ghorbani, President
Planned Parenthood Association of Utah

⁶ We understand other recipients of a similar letter from OPA have requested and been denied an extension of time in which to respond.



201 N. Hamilton Street
Richmond, VA 23221
P: 804.355.4358 F: 804.355.5216
www.vlpp.org

The Virginia League for Planned Parenthood

April 10, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs
Office for the Assistant Secretary for Health
Department of Health and Human Services
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notice of Award FPHPA006506

Dear Deputy Director Margolis:

I write on behalf of Virginia League for Planned Parenthood (“VLPP”) in response to your March 31, 2025, letter. At a high level, we believe we have complied with the terms of our award and the applicable law, and we look forward to constructive engagement with the Office of Population Affairs (“OPA”) on this matter. Please note, however, that the provision of information in this letter does not constitute an admission of any kind, nor does it waive any claim, defense, or other objection that we may have and may raise in the future with respect to OPA’s inquiry.

We would first like to clarify that although your letter is addressed to nine direct grantees affiliated with Planned Parenthood Federation of America (“PPFA”) on one letterhead, each PPFA affiliate is a separately incorporated entity from the others addressed or discussed in your letter. Accordingly, VLPP, operates independently from PPFA and from all other PPFA affiliates, including specifically with regard to the application for, and implementation of, the award referenced in your letter.¹ Of the awards referenced in your letter, VLPP is only associated with notice of award FPHPA006506 . The employees and patients of VLPP are not employees or patients of PPFA. Accordingly, I write only with regard to VLPP and VLPP’s obligations under that award.

We believe this distinction is important to note at the outset of this letter because, as justification for temporarily withholding payments, your letter identifies certain public information that “suggests” “recipients of the above-listed grants” “may” be engaged in conduct that is noncompliant with the relevant notice of award. Citing only the titles of a list of public documents and websites without quoting any of their content, you write that, “[t]aken together, these documents and websites . . . reflect a *likely* violation of the terms of each respective grant” (emphasis added). But of the listed sources, none are affiliated with VLPP. Indeed, it appears several of the titles pertain to entities that do not participate in Title X programs. Accordingly, as a matter of methodology and law, there is little in your letter to which VLPP is in a position to address. Accordingly, we do not concur that VLPP is in violation of the terms of the grant, or that the information provided suggests it is “likely” that it is.

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass’n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).



201 N. Hamilton Street
 Richmond, VA 23221
 P: 804.355.4358 F: 804.355.5216
www.vlpp.org

The Virginia League for Planned Parenthood

We are equally troubled that OPA has acted to exercise its authority to temporarily suspend funds pursuant to the award.² Under 45 C.F.R. § 75.371, the authority to temporarily suspend payments is not triggered by unsubstantiated concerns; it permits temporary withholding if an awardee “fails to comply with Federal statutes, regulations, or terms and conditions of a Federal award.” Your letter does not state that you have concluded VLPP has failed to comply; rather, it indicates only that your office believes it may have, based on little to no information. Indeed, your requests for information are intended to “assess compliance.” We cannot concede that this sequencing is consistent with the agency’s authority.³

Nonetheless, in a show of our commitment to a constructive dialog with OPA regarding these issues, we turn now to the specific requests in your letter to which we believe we are in a position to respond.

VLPP is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. For example, our website includes the following statement of non-discrimination: “We comply with applicable Federal civil rights laws and do not discriminate on the basis of race, color, national origin, age, disability, or sex.”⁴ VLPP’s first program review was scheduled to begin later this month, but it was cancelled on March 31, 2025, the same day OPA sent its letter. Had OPA reviewed VLPP’s program, we would have happily provided evidence of compliance with Expectation 4, compliance with 45 CFR 59.5(a)(4). Further, the Department included in the award special terms and requirements that require VLPP to implement programs to address disparities in health treatment. *See, e.g.*, NOA ss. 35, Special Terms and Requirements 3, Standard Terms 9; NOFO at 9-10, 52. Notwithstanding potential changes in Department priorities, these terms remain in effect and, until OPA amends the award terms, VLPP is required to adhere to them. In addition, VLPP has systems in place to receive and address reports raised by our employees or our patients, as appropriate.⁵

The existence of certain programs incorporating non-discrimination and diversity best practices at VLPP are not illegal.⁶ Indeed, maintaining such programs is vital to preventing unlawful discrimination and to helping identify, report, and address such conduct should it occur. We are also unaware of any Title X requirement that health care providers like VLPP inquire as to the immigration status of patients, or deny services on that basis. To our knowledge, no case holds otherwise; and no executive order, agency regulation, or other applicable directive prohibits engaging in lawful conduct.

² We note that OPA has also failed to timely respond to our application for a non-competing continuation award. A Notice of Award is typically received by April 1 of every grant year. Thus, although your March 31, 2025, letter purports to “temporarily with[o]ld” funds under the above-list grant award, there are no funds available under a new notice of award.

³ Additionally, we are unclear on the basis of OPA’s request for several categories of information, since it is the jurisdiction of the Office for Civil Rights to investigate violations of Title VI of the Civil Rights Act and the Equal Employment Opportunity Commission to investigate violations of Title VII of the Civil Rights Act. *See About Us*, U.S. DEP’T OF HEALTH AND HUMAN SERVS.-OFFICE FOR C.R., <https://www.hhs.gov/ocr/about-us/index.html> (last visited Apr. 9, 2025).

⁴ *Who We Are*, Virginia League for Planned Parenthood, <https://www.plannedparenthood.org/planned-parenthood-virginia-league/who-we-are> (last visited Apr. 10, 2025).

⁵ These equal opportunity and anti-discrimination policies are similar to those of the Department. *See HHS Equal Employment Opportunity and Anti-Harassment Policy | HHS.gov*.

⁶ *See, e.g., Peterson v. Hewlett-Packard Co.*, 358 F.3d 599, 604 (9th Cir. 2004) (diversity policy intended to reduce sexual orientation discrimination consistent with goals of civil rights laws); *Bernstein v. St. Paul Co.*, 134 F. Supp. 2d 730, 739 (D. Md. 2001) (“A company’s (or its CEO’s) commitment to ‘diversity,’ if expressed in terms of creating opportunities for employees of different races and both genders, or fostering workplace tolerance, is not proof of discriminatory motive with respect to any specific hiring decision.”); *Lutes v. Goldin*, 62 F. Supp. 2d 118, 131 (D.D.C.1999) (employer’s statements which expressed “concern for diversity in the workforce,” but did not suggest that any particular group be disadvantaged in favor of another did not support a claim of discrimination).



201 N. Hamilton Street
Richmond, VA 23221

www.vlpp.org

The Virginia League for Planned Parenthood

We trust that the information provided above addresses your concerns, especially measured against their limited predication and specificity as to VLPP. If you have additional questions about the information we have provided above, we are of course pleased to engage further, consistent with our obligations under the award.

We are continuing to evaluate the further requests in your letter. But ten days from receipt of your letter has not permitted us sufficient time to respond fully.⁷ At this stage, we also do not understand OPA's need for the significant volume of sensitive, internal information it requests, including information about our patients and employees. The pertinence of the information to the award is also unclear, as is the scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law. VLPP must exercise care in addressing requests for such information. We would therefore welcome the opportunity to meet and confer with you on these issues before we are in a position to respond further to your requests.

As I wrote at the outset, VLPP is committed to compliance with the terms of our award[s] and we look forward to continued engagement with OPA on this matter. On that point, and in response to Question 2 in your letter, Paulette McElwain, Chief Executive Office, and I, Lauren Robbins, General Counsel, will be the points of contact for OPA, and further communications should be sent to our attention via email at [REDACTED] and [REDACTED].

Respectfully,

A handwritten signature in black ink, appearing to read 'Lauren Robbins', written in a cursive style.

Lauren Robbins
General Counsel & Vice President of Compliance

⁷ We understand other recipients of a similar letter from OPA have requested and been denied an extension of time in which to respond.

Exhibit 2



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

June 25, 2025

Adagio Health Inc.
603 Stanwix Street Two Gateway Center
Suite 500
Pittsburgh, PA 15222

To Whom It May Concern:

This letter is to notify you that the Office of the Assistant Secretary for Health (OASH) is restoring the previously suspended Title X grants, FPHPA006508 and FPHPA006581, to Adagio Health Inc. OASH notes the clarifications made by, and actions taken by, the grantee after the March 31, 2025, suspension of the Title X grant.

In its April 10 letters, Adagio Health Inc. stated that “at all times it has administered its projects in compliance with federal civil rights laws that prohibit discrimination [on] the basis of race, color, [and] national origin” and that it “is not aware of any instance in which any of its Title X subrecipients have turned away or otherwise discriminated against any Title X (or other) patient on the basis of race or any other protected class.”

As you know, the Standard Terms in the Notice of Award state: “You must administer your project in compliance with federal civil rights laws that prohibit discrimination on the basis of race, color, [and] national origin.” Accordingly, OASH reminds you of your ongoing obligation to comply with all terms of the award, including by not engaging in any unlawful diversity, equity or inclusion-related discrimination in violation of such laws.

Sincerely,

AMY L.
MARGOLIS -S

Digitally signed by AMY L.
MARGOLIS -S
Date: 2025.06.25 14:35:17 -04'00'

Amy Margolis
Deputy Director, Office of Population Affairs



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

June 25, 2025

Missouri Family Health Council
1909 Southridge Drive
P.O. Box 104475
Jefferson City, Missouri 65110

To Whom It May Concern:

This letter is to notify you that the Office of the Assistant Secretary for Health (OASH) is restoring the previously suspended Title X grant, FPHPA006561, to Missouri Family Health Council, Inc. HHS notes the clarifications made by, and actions taken by, the grantee after the March 31, 2025, suspension of the Title X grant.

In its April 10, letter, Missouri Family Health Council, Inc. certified that “no one is given any special treatment based on their protected class. MFHC provides equal employment opportunities to all employees and applicants and prohibits discrimination and harassment of any type on the basis of sex, color, race...”

As you know, the Standard Terms in the Notice of Award state: “You must administer your project in compliance with federal civil rights laws that prohibit discrimination on the basis of race, color, [and] national origin.” Accordingly, OASH reminds you of your ongoing obligation to comply with all terms of the award, including by not engaging in any unlawful diversity, equity or inclusion-related discrimination in violation of such laws.

Sincerely,

AMY L. MARGOLIS - Digitally signed by AMY L.
S MARGOLIS -S
Date: 2025.06.25 14:38:57 -04'00'

Amy Margolis
Deputy Director, Office of Population Affairs



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

June 25, 2025

Converge Inc.
715 S Pear Orchard Rd
Suite 402, Plaza 1
Ridgeland, MS 39157

To Whom It May Concern:

This letter is to notify you that the Office of the Assistant Secretary for Health (OASH) is restoring the previously suspended Title X grant, FPHPA006550, to Converge, Inc. HHS notes the clarifications made by, and actions taken by, the grantee after the March 31, 2025, notice of suspension of the grant.

On April 10, 2025, Converge certified that it has “never employed race as a factor in employment, operations, or patient treatment.”

As you know, the Standard Terms in the Notice of Award state: “You must administer your project in compliance with federal civil rights laws that prohibit discrimination on the basis of race, color, [and] national origin.” Accordingly, OASH reminds you of your ongoing obligation to comply with all terms of the award, including by not engaging in any unlawful diversity, equity or inclusion-related discrimination in violation of such laws.

Sincerely,

AMY L. MARGOLIS -S

Digitally signed by AMY L.
MARGOLIS -S
Date: 2025.06.25 14:36:34 -04'00'

Amy Margolis
Deputy Director, Office of Population Affairs



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

June 25, 2025

Essential Access Health
3600 Wilshire Blvd
Ste 600
Los Angeles, CA 90010

To Whom It May Concern:

This letter is to notify you that the Office of the Assistant Secretary for Health (OASH) is restoring the previously suspended Title X grants, FPHPA006537 and FPHPA006538, to Essential Access Health. OASH notes the clarifications made by, and actions taken by, the grantee after the March 31, 2025, suspension of the Title X grants.

In its April 10 letter, Essential Access Health stated: "The roadmap outlined in the document ['Equity Principles + Roadmap for Action'] was never implemented and is not now and never was put into practice. The 'roadmap' document has been taken down from our website. Second, Essential Access has all appropriate policies and procedures in place to ensure that employees, service providers, and funding recipients are not unfairly discriminated against."

As you know, the Standard Terms in the Notice of Award state: "You must administer your project in compliance with federal civil rights laws that prohibit discrimination on the basis of race, color, [and] national origin." Accordingly, OASH reminds you of your ongoing obligation to comply with all terms of the award, including by not engaging in any unlawful diversity, equity or inclusion-related discrimination in violation of such laws.

Sincerely,

AMY L. MARGOLIS -S

Digitally signed by AMY L.
MARGOLIS -S
Date: 2025.06.25 14:37:16 -04'00'

Amy Margolis
Deputy Director, Office of Population Affairs

Exhibit 3



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

June 25, 2025

AccessMatters
1700 Market St #1540
Philadelphia, PA 19103

To Whom It May Concern:

Thank you for your letter dated April 10, 2025. This letter is to notify you that funds under the Title X grant, FPHPA006515, remain temporarily withheld based on possible violations of the terms and conditions set forth in the notice of award, pursuant to 45 C.F.R. 75.371(a). While the Office of the Assistant Secretary for Health (OASH) notes the removal of material identified in its March 31, 2025, letter, OASH remains concerned about possible violations of Federal civil rights law given the gravity of the activities described in such material. OASH seeks additional information, including remedial steps taken, to confirm that any policies and practices that may be in violation of Federal civil rights laws have been appropriately addressed.

Accordingly, OASH requests additional documents, pursuant to 45 C.F.R. 75.364(a), to assess your compliance with the terms and conditions set forth in the notice of award for the Title X grant.

In your April 10 letter, you stated: "AccessMatters does not fund or otherwise facilitate racially-segregated spaces (real or virtual), and the webpage cited in your letter (which dated from 2020) is no longer published on its website. In addition, AccessMatters has conducted a thorough review of its website and the other materials it publishes in an effort to ensure compliance with Title VI and Title VII of the Civil Rights Act." Given that your website until recently plainly described the use of racially segregated spaces, please provide any materials communicating that the use of such spaces in a racially-segregated manner has been discontinued, is prohibited, and that your use of racially-segregated facilities will not resume. This request includes a request for communications to staff rescinding the use of such spaces in such a racially-segregated manner, and any other policies or communications ensuring spaces or services are not and will not be segregated on the basis of race.

In addition, please provide copies of any materials that include statements or policies related to diversity, equity or inclusion, in any of your employee manuals, training, program materials, or job listings, including materials which are not publicly available.

Thank you for your cooperation in this matter.

If a determination is made to suspend or terminate AccessMatters' Title X grant, you will be provided the appropriate procedure at that time. If it is determined that a grant must be terminated, procedures for closeout (45 CFR 75.381) will be followed at that time.

Sincerely,

AMY L. MARGOLIS -S  Digitally signed by AMY L.
MARGOLIS -S
Date: 2025.06.25 14:34:38 -04'00'

Amy Margolis
Deputy Director, Office of Population Affairs



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

June 25, 2025

Bridgercare
1288 N 14th Ave, Suite 201
Bozeman, MT 59715

To Whom It May Concern:

Thank you for your letter dated April 10, 2025. This letter is to notify you that funds under the Title X grant, FPHPA006513, remain temporarily withheld based on possible violations of the terms and conditions set forth in the notice of award, pursuant to 45 C.F.R. 75.371(a). While the Office of the Assistant Secretary for Health (OASH) notes the removal of material identified in OASH's March 31, 2025 letter, OASH remains concerned about the possible violations of Federal civil rights laws OASH identified in such letter, and seeks additional information, including about any remedial steps taken, to ensure that any policies and practices that may be in violation of Federal civil rights laws are addressed appropriately.

Accordingly, OASH requests additional documents, pursuant to 45 C.F.R. 75.364(a), to assess your compliance with the terms and conditions set forth in the notice of award for the Title X grant.

In your April 10, 2025, letter, you stated: "Bridgercare...removed the public materials referenced in the March 31, 2025 letter: 'Commitment to Antiracism' and 'Join Our Team' to demonstrate good faith cooperation with OASH."

The letter, however, leaves unanswered certain questions regarding your compliance with Federal civil rights law: Does Bridgercare continue to engage in any of the activity previously referenced on the webpages which were flagged by OASH and which suggested ongoing violations of Federal civil rights law? If not, when did such activities end? What are the actions and the role taken by Bridgercare's "Equity and Accountability Committee" and how do its activities comply with your requirements under Federal antidiscrimination laws? If such activities came to an end, please provide any materials communicating rescission of relevant policies.

In addition, pursuant to 45 C.F.R. 75.364(a), please provide copies of any materials that include statements or policies related to diversity, equity or inclusion, in any of your employee manuals, program materials, trainings, or job listings. Please provide relevant materials for the staff-wide "antiracism" trainings previously referenced on its website. Please also provide any documentation relating to any preferences in employee recruitment and hiring or other employment practices on the basis of characteristics such as race or national origin that are protected under Federal civil rights laws.

Thank you for your cooperation in this matter.

If a determination is made to suspend or terminate Bridgercare's Title X grant, you will be provided the appropriate procedure at that time. If it is determined that a grant must be terminated, procedures for closeout (45 CFR 75.381) will be followed at that time.

Sincerely,

AMY L. MARGOLIS - Digitally signed by AMY L.
S MARGOLIS -S
Date: 2025.06.25 14:35:53 -04'00'

Amy Margolis
Deputy Director, Office of Population Affairs



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

June 25, 2025

Maine Family Planning
P.O. Box 587
Augusta, ME 04332

To Whom It May Concern:

Thank you for your letter dated April 10, 2025. This letter is to notify you that funds under the Title X grant, FPHPA006510, remain temporarily withheld based on possible violations of the terms and conditions set forth in the notice of award, pursuant to 45 C.F.R. 75.371(a). The Office of the Assistance Secretary for Health (OASH) remains concerned about possible violations of Federal civil rights law OASH identified in its March 31, 2025, letter, and seeks additional information, including about remedial steps taken, to ensure that any policies and practices that may be in violation of Federal civil rights laws are addressed appropriately.

Accordingly, OASH requests additional documents, pursuant to 45 C.F.R. 75.364(a), to assess your compliance with the terms and conditions set forth in the notice of award for the Title X grant.

In your April 10 letter, you stated, “MFP does not discriminate in hiring, operations, or patient treatment based on any of these characteristics,” including race or national origin. Yet, the “Maine Family Planning Equity Statement,” which continues to be available online, states Maine Family Planning “incorporate[s] it [the pursuit of equity] into our employment practices, patient care, and community engagement.”¹ In the same document, it states “[e]quity recognizes that for true equality to exist, corrections need to be made that allow folks to stand on as close to the same footing as possible.” As indicated in OASH’s March 31, 2025, letter, we continue to be concerned that Maine Family Planning may be engaged in widespread activity across “employment practices, patient care, and community engagement” that “unavoidably employ race in a negative manner.” *Students for Fair Admissions v. Harvard*, 600 U.S. 181, 230 (2023).

The documents submitted by Maine Family Planning only deepen OASH’s concerns about likely violations of Federal civil rights laws. Specifically, the provided affirmative action statement in Exhibit A says, “MFP also will take affirmative action.... to ensure that minority group individuals, females.... are introduced into our workforce and considered for promotional opportunities.” This suggests unlawful discriminatory employment practices.

OASH is deeply concerned that the above information suggests violations of the grant terms and conditions, including noncompliance with Federal civil rights laws.

Pursuant to 45 CFR 75.364(a), we request copies of any materials that include statements or

¹ <https://mainefamilyplanning.org/wp-content/uploads/MFP-Equity-Statement.pdf>

policies related to diversity, equity or inclusion, in any of your employee manuals, program materials, trainings, or job listings. We also request a copy of Maine Family Planning's DEIA plan of action referred to in its strategic action plan. We request a written explanation explaining the apparent conflict between the discriminatory practices described in the above-mentioned materials and the representation in your letter to OASH that Maine Family Planning does not discriminate on the basis of race.

In addition, OASH has not received the supplement, referred to in your April 10, 2025, letter, of any additional requested information from your subawardees.

Thank you for your cooperation in this matter.

If a determination is made to suspend or terminate Maine Family Planning's Title X grant, you will be provided the appropriate procedure at that time. If it is determined that a grant must be terminated, procedures for closeout (45 CFR 75.381) will be followed at that time.

Sincerely,

AMY L. MARGOLIS -S

Digitally signed by AMY L.
MARGOLIS -S
Date: 2025.06.25 14:38:18 -04'00'

Amy Margolis
Deputy Director, Office of Population Affairs



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

June 25, 2025

Nika Graci
Federal Programs Manager
Planned Parenthood Great
Northwest, Hawaii, Alaska
Indiana, and Kentucky
(Alaska)

Nika Graci
Federal Programs Manager
Planned Parenthood Great
Northwest, Hawaii, Alaska
Indiana, and Kentucky
(Idaho)

Nika Graci
Federal Programs Manager
Planned Parenthood Great
Northwest, Hawaii, Alaska
Indiana, and Kentucky
(Indiana)

Nika Graci
Federal Programs Manager
Planned Parenthood Great
Northwest, Hawaii, Alaska
Indiana, and Kentucky
(Kentucky)

Jill N. Schneebeck
Senior Director of Business
Transformation
Planned Parenthood of
Minnesota, North Dakota,
and South Dakota

Kayle Klesser
Director of Accreditation and
Quality Improvement
Planned Parenthood of
Greater Ohio

Allison Smith
Director of Government
Grants
Planned Parenthood of
Northern New England, Inc.

Susan Lane
Director of Planning and
Grants
Planned Parenthood of
Southern New England, Inc.

Christina Hernandez
Risk and Quality
Management Director
Planned Parenthood of South
Atlantic (North Carolina)

Christina Hernandez
Risk and Quality
Management Director
Planned Parenthood of South
Atlantic (South Carolina)

Metzli Navarro Gonzalez
Health Services Grant Senior
Project Manager
Planned Parenthood of
Greater Texas Family
Planning and Preventative
Health Services

Katie Christensen
Senior Director of Health
Services Planned Parenthood
Associations of Utah

Kathy Jones
Chief Financial Officer
The Virginia League for
Planned Parenthood, Inc.

To Whom It May Concern:

Thank you for your letters dated April 10, 2025. This letter is to notify you that funds under the Title X grants, FPHPA006506, FPHPA006522, FPHPA006525, FPHPA006530, FPHPA006531, FPHPA006532, FPHPA006544, FPHPA006569, FPHPA006570, FPHPA006575, FPHPA006576, FPHPA006577, and FPHPA006578, remain temporarily withheld based on possible violations of the terms and conditions set forth in the notice of award, pursuant to 45 C.F.R. 75.371(a). The Office of the Assistance Secretary for Health (OASH) remains concerned about possible violations of Federal civil rights law identified in its March 31, 2025, letter, reiterates the request for the documentation specified in that letter, and seeks additional information, including about any remedial steps taken, to ensure that any policies and practices that may be in violation of Federal civil rights law are addressed appropriately.

OASH has not received information requested in its March 31, 2025, letter, including the requested information from subgrantees.

Accordingly, OASH again requests those same materials, to the extent lacking, and additional documents, pursuant to 45 C.F.R. 75.364(a), to assess your compliance with the terms and conditions set forth in the notice of award for the Title X grants.

The responses of Planned Parenthood affiliates have not sufficiently addressed OASH's concerns based on the specific materials identified in OASH's March 31, 2025, letter. For instance, Planned Parenthood League of Massachusetts (PPLM)'s "Equity Action Plan" explicitly calls for "inclusive hiring policy to increase staff diversity and retain BIPOC employees" and states that PPLM formed a "Black, Indigenous and other people of color (or BIPOC) caucus," a "BIPOC affinity space," and a "White Accountability and Action Group."¹ OASH has not received an explanation of how such apparently racially segregated groups and spaces do not violate Federal civil rights laws.

In another concerning example, the "DEI Progress Report" for Planned Parenthood of Illinois, which commits to DEI training with "a mandatory session on White supremacy culture," goes on to identify that their "board had a significant overrepresentation of White-identifying people" as well as "a slight underrepresentation of Black-identifying people."²

As indicated in OASH's March 31, 2025, letter, we continue to be concerned that Planned Parenthood affiliates may be engaged in widespread activity across "employment practices, patient care, and community engagement" that "unavoidably employ race in a negative manner." *Students for Fair Admissions v. Harvard*, 600 U.S. 181, 230 (2023).

Pursuant to 45 CFR 75.364(a), we request copies of any materials that include statements or policies related to diversity, equity or inclusion, in any of your employee manuals, program materials, trainings, or job listings, and then please explain how these materials reflect ongoing compliance with your obligations under Federal civil rights laws.

¹ https://www.plannedparenthood.org/uploads/filer_public/13/a6/13a625b9-8b97-4d2a-b33e-82cc1c85a53a/202212_-_equity_strategic_plan_one_pager.pdf

² <https://www.plannedparenthood.org/planned-parenthood-illinois/who-we-are/dei-progress-report>.

Thank you for your cooperation in this matter.

If a determination is made to suspend or terminate Planned Parenthood affiliates' Title X grants, you will be provided the appropriate procedure at that time. If it is determined that a grant must be terminated, procedures for closeout (45 CFR 75.381) will be followed at that time.

Sincerely,

AMY L. MARGOLIS -S

Digitally signed by AMY L.
MARGOLIS -S
Date: 2025.06.25 14:39:49 -04'00'

Amy Margolis
Deputy Director, Office of Population Affairs

Exhibit 4



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

July 16, 2025

Nika Graci
Federal Programs Manager
Planned Parenthood Great
Northwest, Hawaii, Alaska
Indiana, and Kentucky
(Alaska)

Nika Graci
Federal Programs Manager
Planned Parenthood Great
Northwest, Hawaii, Alaska
Indiana, and Kentucky
(Idaho)

Nika Graci
Federal Programs Manager
Planned Parenthood Great
Northwest, Hawaii, Alaska
Indiana, and Kentucky
(Indiana)

Nika Graci
Federal Programs Manager
Planned Parenthood Great
Northwest, Hawaii, Alaska
Indiana, and Kentucky
(Kentucky)

Jill N. Schneebeck
Senior Director of Business
Transformation
Planned Parenthood of
Minnesota, North Dakota,
and South Dakota

Kayle Klesser
Director of Accreditation and
Quality Improvement
Planned Parenthood of
Greater Ohio

Allison Smith
Director of Government
Grants
Planned Parenthood of
Northern New England, Inc.

Susan Lane
Director of Planning and
Grants
Planned Parenthood of
Southern New England, Inc.

Christina Hernandez
Risk and Quality
Management Director
Planned Parenthood of South
Atlantic (North Carolina)

Christina Hernandez
Risk and Quality
Management Director
Planned Parenthood of South
Atlantic (South Carolina)

Metzli Navarro Gonzalez
Health Services Grant Senior
Project Manager
Planned Parenthood of
Greater Texas Family
Planning and Preventative
Health Services

Katie Christensen
Senior Director of Health
Services Planned Parenthood
Associations of Utah

Kathy Jones
Chief Financial Officer
The Virginia League for
Planned Parenthood, Inc.

To Whom It May Concern:

This letter is to follow up on the letters that the Office of the Assistant Secretary of Health (“OASH”) sent you on March 31, 2025, and June 25, 2025. As discussed in those letters, the funds under Title X grants FPHPA006506, FPHPA006522, FPHPA006525, FPHPA006530, FPHPA006531, FPHPA006532, FPHPA006544, FPHPA006569, FPHPA006570, FPHPA006575, FPHPA006576, FPHPA006577, and FPHPA006578 remain temporarily withheld based on possible violations of the terms and conditions set forth in the notice of award.

To date, OASH has not received a complete response to its March 31, 2025 letter, or any response to its June 25, 2025 letter. Thus, OASH remains concerned about potential violations of Federal civil rights law, as discussed in its initial letter. OASH requests a complete response to its outstanding inquiries by 5:00 pm EDT on July 18, 2025.

If a determination is made to suspend or terminate Planned Parenthood affiliates’ Title X grants, you will be provided the appropriate procedure at that time. If it is determined that a grant must be terminated, procedures for closeout (45 CFR 75.381) will be followed at that time.

Sincerely,

AMY L. MARGOLIS -S

Digitally signed by AMY L.
MARGOLIS -S
Date: 2025.07.16 16:52:12 -04'00'

Amy Margolis
Deputy Director, Office of Population Affairs

Exhibit 5



2001 East Madison St.
Seattle, WA 98122
206.552.9877
ppgnhaik.org

July 18, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs (“OPA”)
Office of the Assistant Secretary for Health
Department of Health and Human Services (“HHS”)
Washington, DC 20201

Re: March 31, 2025, Letter concerning Notices of Award FPHPA006575 (AK);
FPHPA006576 (KY); FPHPA006577 (ID); FPHPA006578 (IN)

Dear Deputy Director Margolis:

On March 31, 2025, you wrote a letter to nine distinct, independent entities, seeking information related to each recipient’s receipt of grant funds pursuant to Title X. Then, on July 16, you wrote to request a further response to your inquiry by today, just 48 hours later. I write on behalf of one of the recipients of your correspondence, Planned Parenthood Great Northwest, Hawai’i, Alaska, Indiana, Kentucky (“PPGNHAIK”), to acknowledge receipt of your July 16 letter and to supplement our letter of April 10 to address your inquiry.

At the outset, we note our enduring objection that your office continues to address its correspondence to nine different, independent entities, regarding 13 distinct funding awards under the Title X grant program, and asserting “concerns” based on threadbare information about PPGNHAIK itself. PPGNHAIK is a separately incorporated entity from the other addressees on your correspondence.¹ Thus, as was the case with your original March 31 letter, the majority of your most recent letters appear unrelated to the practices of PPGNHAIK or the award it received. It should go without saying that PPGNHAIK is not responsible for—and thus cannot be held responsible for—the policies, actions, or statements of others.

In our correspondence dated April 10, we explained that PPGNHAIK is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws. As the EEOC recently wrote:

Diversity, Equity and Inclusion (DEI) is a broad term that is not defined in Title VII of the Civil Rights Act of 1964 (Title VII). Title VII prohibits

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337–38 (5th Cir. 2005); *Planned Parenthood Ass’n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

Amy L. Margolis

July 18, 2025

Page 2

employment discrimination based on protected characteristics such as race and sex. Under Title VII, DEI initiatives, policies, programs, or practices may be unlawful if they involve an employer or other covered entity taking an employment action motivated—in whole or in part—by an employee’s or applicant’s race, sex, or another protected characteristic.²

Our policies prohibit such unlawful practices. Indeed, our commitments mirror the Department’s, whose policy, as of July 8, 2025, is “to create and maintain a workplace that is free of discrimination, reprisal, and harassment, and that embodies the core values of respect, diversity, equity, inclusion, and accessibility (‘DEIA’) in our day-to-day programs, practices, and services.”³

Nonetheless, we understand from your expression of unresolved concerns that additional information would be helpful to confirm our policies are as we described. To that end, we are enclosing policies and responses governing our employment practices and operations, including our explicit policy not to discriminate on the basis of protected characteristics. Recognizing the concerns expressed in your correspondence reflect policy directives and new expectations contained in executive orders issued on or about January 20, 2025, our responses cover the time period from that date to present. Further information about the information we are providing to resolve your concerns is included below.

The policies we have included control PPGNHAIK’s practices. PPGNHAIK has complied, and continues to comply, with federal civil rights laws, and consistent with these policies, PPGNHAIK has not, and does not, permit race to be used as a factor in employment or operational decisions, including in the health care services we provide. PPGNHAIK has not been the subject of any charge or grievance alleging discrimination or hostile work environment on the basis of race, color, or national origin. Nor has PPGNHAIK denied, or will deny, services on the basis of race, color, or national origin.

The reference in your March 31 letter to our website does not suggest or establish otherwise. The statement on our website, similar to the one previously found on HHS’s website, attempted to convey an organizational goal of creating a workplace

² U.S. Equal Employment Opportunity Commission, *What You Should Know About DEI-Related Discrimination at Work* (Mar. 19, 2025), <https://www.eeoc.gov/wysk/what-you-should-know-about-dei-related-discrimination-work>.

³ Robert F. Kennedy, Jr., HHS Secretary, HHS Equal Employment Opportunity and Anti-Harassment Policy Statement, *available at* <https://www.hhs.gov/about/agencies/asa/eeo/policy/index.html> (last visited July 8, 2025). We note that this policy appears to have been removed between July 8, 2025, and the sending of the July Letter.

Amy L. Margolis

July 18, 2025

Page 3

free from discrimination and harassment and that values respect, diversity, inclusion, and health equity; that is, working to end health disparities in the communities in which we operate, so that all people, regardless of race, can live healthy lives. That statement should not be interpreted to suggest PPGNHAIK discriminates on the basis of race in any manner, including in employment or in the provision of health care services. Indeed, that same page includes a statement that PPGNHAIK “complies with applicable Federal civil rights laws and does not discriminate on the basis of race, color, national origin, age, disability, gender identity, sexual orientation, or sex” and that it “does not exclude people or treat them differently because of race, color, national origin, age, disability, gender identity, sexual orientation, or sex.” Despite all this, the statement has been removed from our website to avoid any further misinterpretation of it.

PPGNHAIK also does not have any policies that provide for differential treatment in the Title X program based on immigration status. We also note that very recently, on July 14, 2025, HHS published a notice interpreting the Personal Responsibility and Work Opportunity Reconciliation Act of 1996 (PRWORA) to include Title X on the list of “federal public benefits” for which “not qualified” immigrants are not eligible. 90 Fed. Reg. 31,232 (July 14, 2025). To date, we are unaware of any law, interpretation, or guidance requiring Title X grantees to verify the immigration status of Title X patients.

Having provided this information, we also reiterate that the pertinence to our award of the information requested is unclear, as is the time period, scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law.

We trust this resolves your inquiry, especially given your office’s sudden desire to conclude it within 48 hours. Certainly, we have endeavored to meet your unexpected deadline. We note that the Office of Population Affairs has not indicated PPGNHAIK is out of compliance with the terms of its award, has not articulated a basis to justify formal suspension or other actions (nor could it), and has not provided any notice of any rights or processes to which PPGNHAIK may be entitled. Thus, withholding funds pursuant to your March 31 letter runs counter to OMB and HHS regulations and, accordingly, further action at this time would be contrary to federally mandated procedures. We respectfully reserve all rights, claims, and defenses, including but not limited to any procedural or substantive objections to the scope, basis, or manner of the inquiry. Neither this letter itself nor the substance herein should be construed as a waiver of any such rights or objections.

Amy L. Margolis

July 18, 2025

Page 4

As noted, we are submitting the enclosed documents on short notice to address and resolve your inquiry. These materials reflect our current policies and practices and are consistent with all relevant anti-discrimination laws.

Specifically, we are providing the following policies:

1. **Anti-Harassment and Non-Discrimination** – Describes in detail the organization’s policy against unlawful discrimination and harassment, and procedures for reporting, investigating, and correcting violations. As this policy states, PPGNHAIK does not tolerate unlawful discrimination, including discrimination or harassment based on race, and ensures all complaints are “thoroughly and promptly investigated.” The policy requires “[p]rompt and appropriate corrective action” if we conclude an employee has violated it.⁴
2. **Compensation Philosophy** – Describes the organization’s policies and procedures for determining salaries, including salary adjustment, specifying that all pay decisions “will be made based on proficiency in the job” and “not based on race” or other protected characteristics.

We trust that this production satisfies your request and is determinative that your office has no basis to conclude PPGNHAIK has violated anti-discrimination (or any other) laws. We have been in compliance with the terms and conditions of our Title X grants through the entirety of our time as a grantee. As such, we ask that Title X funding be restored upon receipt of these materials. Continued withholding of funds significantly impacts our ability to provide essential health services to the communities we serve.

Respectfully,



Rebecca Gibron

Chief Executive Officer

⁴ A similar EEO statement appears on our publicly available job postings, which specifically say that “Equal Opportunity will be provided to all employees and applicants for employment on the basis of their ability and competence without unlawful discrimination on the basis of their race, color, ethnicity, national origin, gender, gender identity, gender expression, sexual orientation, religion, protected veteran status, marital status, age, disability, or any other status protected by applicable state or federal law.”



Planned Parenthood North Central States—PPMNS

July 18, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs (“OPA”)
Office of the Assistant Secretary for Health
Department of Health and Human Services (“HHS”)

Dear Ms. Margolis,

On June 25, 2025, you wrote a letter to 9 distinct, independent entities, seeking information related to each recipient’s receipt of grant funds pursuant to Title X. Although you did not request a response by a particular date, we promptly endeavored to identify information responsive to your requests. Then, on July 16, you wrote to request a response to your inquiry by today, just 48 hours later. I write on behalf of one of the recipients of your correspondence, Planned Parenthood Minnesota, North Dakota, South Dakota (“PPMNS”), to acknowledge receipt of your June 25 and July 16 letters, and to supplement our letter of April 10 to address your inquiry.

At the outset, we note our enduring objection that your office continues to address its correspondence to 9 different, independent entities, regarding 13 distinct funding awards under the Title X grant program, and asserting “concerns” based on threadbare information about PPMNS itself. As PPMNS is an independent incorporated public charity we are unable to speak to the concerns raised by the department regarding materials of other independent Planned Parenthood affiliates.

More fundamentally, none of your letters identify any concerns or cite any materials specific to PPMNS, thus, we are unsure of the basis for your allegations. It should go without saying that PPMNS is not responsible for—and thus cannot be held responsible for—the policies, actions, or statements of others. The responses below relate specifically to PPMNS for grant number FPHPA006570.

In our correspondence dated April 10, 2025, we explained that PPMNS is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws. As the EEOC recently wrote:

Diversity, Equity and Inclusion (DEI) is a broad term that is not defined in Title VII of the Civil Rights Act of 1964 (Title VII). Title VII prohibits employment discrimination based on protected characteristics such as race and sex. Under Title VII, DEI initiatives, policies, programs, or practices may be unlawful if they involve an employer or other covered entity taking an employment action



Planned Parenthood North Central States—PPMNS

motivated—in whole or in part—by an employee’s or applicant’s race, sex, or another protected characteristic.¹

Our policies prohibit such unlawful practices. Indeed, our commitments mirror the Department’s, whose policy as of July 8, 2025, is “to create and maintain a workplace that is free of discrimination, reprisal, and harassment, and that embodies the core values of respect, diversity, equity, inclusion, and accessibility (‘DEIA’) in our day-to-day programs, practices, and services.”² Nonetheless, we understand from your expression of unresolved concerns that additional information would be helpful to confirm our policies are as we described. To that end, we are enclosing a copy of our “Discrimination Free Workplace Policy” governing our employment practices, including our explicit policy not to discriminate on the basis of protected characteristics. This policy controls PPMNS’s practices. As we are not aware of any, we are not providing information regarding instances of the denial of lawful healthcare services; or of instances of complaints or grievances of race-based discrimination, hostile work environment, or retaliation against an employee or job applicant on the basis of race or other protected characteristic. Recognizing the concerns expressed in your correspondence reflect policy directives and new expectations contained in executive orders issued on or about January 20, 2025, our responses cover the time period from that date to present. Further information we are providing to resolve your concerns is included below.

Statement of Positions: Planned Parenthood Minnesota, North Dakota, South Dakota is in compliance with federal civil rights laws that prohibit discrimination on the basis of race, color, and national origin, including Title VI and Title VII of the Civil Rights Act. We are an equal opportunity employer, and our employment decisions are based on merit and qualifications. Our mission is to advance and protect sexual and reproductive health care for all.

Jill Schneebeck, Senior Director, Business Transformation Jschneebeck@ppnccs.org will continue to be the point of contact during this review.

Having provided this information, we also reiterate that the pertinence to our award of the information requested is unclear, as is the time period, scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law.

We trust this resolves your inquiry, especially given your office’s sudden desire to conclude it within 48 hours. Certainly, we have endeavored to meet your unexpected deadline. We note that the Office of Population Affairs has not indicated PPMNS is out of compliance with the terms of

¹ U.S. Equal Employment Opportunity Commission, *What You Should Know About DEI-Related Discrimination at Work* (Mar. 19, 2025), <https://www.eeoc.gov/wysk/what-you-should-know-about-dei-related-discrimination-work>.

² Robert F. Kennedy, Jr., HHS Secretary, HHS Equal Employment Opportunity and Anti-Harassment Policy Statement, available at <https://www.hhs.gov/about/agencies/asa/eo/policy/index.html> (last visited July 8, 2025). We note that this policy appears to have been removed between July 8, 2025 and the sending of the July Letter.



Planned Parenthood North Central States—PPMNS

its award, has not articulated a basis to justify formal suspension or other actions (nor could it), and has not provided any notice of any rights or processes to which PPMNS may be entitled. Thus, withholding funds pursuant to your March 31 letter runs counter to OMB and HHS regulations and, accordingly, further action at this time would be contrary to federally mandated procedures. We respectfully reserve all rights, claims, and defenses, including but not limited to any procedural or substantive objections to the scope, basis, or manner of the inquiry. Neither this letter itself nor the substance herein should be construed as a waiver of any such rights or objections.

As noted, we are submitting the enclosed document on short notice to address and resolve your inquiry. These materials reflect our current policies and practices and are consistent with all relevant anti-discrimination laws. PPMNS does not have any policies that provide for differential treatment in the Title X program based on immigration status. We have been in compliance with the terms and conditions of our Title X grant through the entirety of our time as a grantee.

We trust that this production satisfies your request and is determinative that your office has no basis to conclude that PPMNS has violated anti-discrimination (or any other) laws. As such, we ask that Title X funding be restored upon receipt of these materials. Continued withholding of funds significantly impacts our ability to provide essential health services to the communities we serve.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jill Schneebeck', written over a horizontal line.

Jill Schneebeck

Senior Director, Business Transformation



444 West Exchange Street
Akron, Ohio 44302
www.ppgoh.org

Planned Parenthood of Greater Ohio

July 18, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs (“OPA”)
Office of the Assistant Secretary for Health
Department of Health and Human Services (“HHS”)

Dear Ms. Margolis,

On June 25, 2025, you wrote a letter to 9 distinct, independent entities, seeking information related to each recipient’s receipt of grant funds pursuant to Title X. Although you did not request a response by a particular date, we promptly endeavored to identify information responsive to your requests. Then, on July 16, you wrote to request a response to your inquiry by today, less than 48 hours later. I write on behalf of one of the recipients of your correspondence, Planned Parenthood of Greater Ohio (“PPGOH”), to acknowledge receipt of your June 25 and July 16 letters, and to supplement our letter of April 10 to address your inquiry.

At the outset, we note our enduring objection that your office continues to address its correspondence to 9 different, independent entities, regarding 13 distinct funding awards under the Title X grant program, and asserting “concerns” based on no information about PPGOH itself. PPGOH is a separately incorporated entity from the other addressees on your correspondence.¹ More fundamentally, none of your letters identify any concerns or cite any materials specific to PPGOH, thus, we are unsure of the basis for your allegations. It should go without saying that PPGOH is not responsible for—and thus cannot be held responsible for—the policies, actions, or statements of others.

In our correspondence dated April 10, we explained that PPGOH is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws. As the EEOC recently wrote:

Diversity, Equity and Inclusion (DEI) is a broad term that is not defined in Title VII of the Civil Rights Act of 1964 (Title VII). Title VII prohibits employment discrimination based on protected characteristics such as race and sex. Under Title VII, DEI initiatives, policies, programs, or practices may be unlawful if they involve an employer or other covered entity taking an employment action

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass’n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

motivated—in whole or in part—by an employee’s or applicant’s race, sex, or another protected characteristic.²

Our policies prohibit discrimination based on protected characteristics such as race and sex. Indeed, our commitments mirror the Department’s, whose policy as of July 8, 2025, is “to create and maintain a workplace that is free of discrimination, reprisal, and harassment, and that embodies the core values of respect, diversity, equity, inclusion, and accessibility (‘DEIA’) in our day-to-day programs, practices, and services.”³ Nonetheless, we understand from your expression of unresolved concerns that additional information would be helpful to confirm our policies are as we described. To that end, we are providing additional information and policies, including our explicit policy not to discriminate on the basis of protected characteristics. These policies control PPGOH’s practices. Further information about the additional responses we are providing to resolve your concerns is included below.

Having provided this information, we also reiterate that the pertinence to our award of the information requested is unclear, as is the time period, scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law.

We trust this resolves your inquiry, especially given your office’s sudden desire to conclude it in less than 48 hours. Certainly, we have endeavored to meet your unexpected deadline. We note that the Office of Population Affairs has not indicated PPGOH is out of compliance with the terms of its award, has not articulated a basis to justify formal suspension or other actions (nor could it), and has not provided any notice of any rights or processes to which PPGOH may be entitled. Thus, withholding funds pursuant to your March 31 letter runs counter to OMB and HHS regulations and, accordingly, further action at this time would be contrary to federally mandated procedures. We respectfully reserve all rights, claims, and defenses, including but not limited to any procedural or substantive objections to the scope, basis, or manner of the inquiry. Neither this letter itself nor the substance herein should be construed as a waiver of any such rights or objections.

As noted, we are submitting the enclosed additional documents and information on short notice to address and resolve your inquiry. Recognizing the concerns expressed in your correspondence reflect policy directives and new expectations contained in executive orders issued on or about January 20, 2025, our responses cover the time period from that date to present. These materials reflect our current policies and practices and are consistent with all relevant anti-discrimination laws. We have been in compliance with the terms and conditions of our Title X grant through the entirety of our time as a grantee.

Specifically, PPGOH produces the following:

² U.S. Equal Employment Opportunity Commission, *What You Should Know About DEI-Related Discrimination at Work* (Mar. 19, 2025), <https://www.eeoc.gov/wysk/what-you-should-know-about-dei-related-discrimination-work>.

³ Robert F. Kennedy, Jr., HHS Secretary, HHS Equal Employment Opportunity and Anti-Harassment Policy Statement, available at <https://www.hhs.gov/about/agencies/asa/eeo/policy/index.html> (last visited July 8, 2025). We note that this policy appears to have been removed between July 8, 2025 and the sending of your July 16 Letter.

- Anti-Discrimination and Harassment Policy: This policy governs employment at PPGOH and states:

All Associates have the right to work in an environment free of unlawful workplace harassment and discrimination, including harassment or discrimination based on race, color, religion, gender, gender identity, gender expression, national origin, age, sexual orientation, veteran/military status, disability, genetic information, or any other status protected by applicable law. Planned Parenthood will not tolerate such harassment or discrimination against its Associates, contractors, vendors, patients, clients, or volunteers.

- Non-Discrimination Policy: This policy governs the provision of healthcare at PPGOH and states:

Planned Parenthood of Greater Ohio complies with applicable Federal civil rights laws and does not discriminate on the basis of race, color, national origin, age, disability, or sex. Planned Parenthood of Greater Ohio does not exclude people or treat them differently because of race, color, national origin, age, disability, or sex.

- Sample Job Posting: This sample job posting contains EEO language present on all PPGOH job postings and states:

PPGOH is an Equal Opportunity Employer and does not discriminate on the basis of race, religion, color, sex, gender identity or expression, sexual orientation, age, disability, national origin, veteran status, or any other basis covered by appropriate law. Research suggests that qualified women, Black, Indigenous, and Persons of Color (BIPOC), may self-select out of opportunities if they don't meet 100% of the job requirements. We encourage individuals who believe they have the skills necessary to thrive to apply for this role.

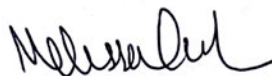
- Handling of Patient Complaints Policy
- Complaints Risk Assessment Matrix

In addition, PPGOH states that it has not denied any patient lawful healthcare services that PPGOH otherwise provides to other patients. Nor does PPGOH have any record of any complaints or grievances alleging discrimination on the basis of race against an employee or job applicant; race-based harassment resulting in a hostile work environment; or retaliation for alleging discrimination on the basis of race. Finally, PPGOH has no policies that provide for differential treatment in the Title X program based on immigration status.

We trust that this production satisfies your request and is determinative that your office has no basis to conclude PPGOH has violated anti-discrimination (or any other) laws. As such, we ask that Title X funding be restored upon receipt of these materials. Continued withholding of

funds significantly impacts our ability to provide essential health services to the communities we serve.

Sincerely,

A handwritten signature in black ink, appearing to read "Melissa Cohen", written over a light blue circular stamp.

Melissa Cohen
General Counsel
Planned Parenthood of Greater Ohio



July 18, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs (“OPA”)
Office of the Assistant Secretary for Health
Department of Health and Human Services (“HHS”)

Dear Ms. Margolis,

On June 25, 2025, you wrote a letter to 9 distinct, independent entities, seeking information related to each recipient’s receipt of grant funds pursuant to Title X. Although you did not request a response by a particular date, we promptly endeavored to identify information responsive to your requests. Then, on July 16, you wrote to request a response to your inquiry by today, just 48 hours later. I write on behalf of one of the recipients of your correspondence, Planned Parenthood of Northern New England (“PPNNE”), to acknowledge receipt of your June 25 and July 16 letters, and to supplement our letter of April 10 to address your original March 31 inquiry.

At the outset, we note our enduring objection that your office continues to address its correspondence to 9 different, independent entities, regarding 13 distinct funding awards under the Title X grant program, and asserting “concerns” based on threadbare information about PPNNE itself. PPNNE is a separately incorporated entity from the other addressees on your correspondence.¹ Thus, as was the case with your original March 31 letter, the majority of your most recent letter appears unrelated to the practices of PPNNE or the award it received. It should go without saying that PPNNE is not responsible for—and thus cannot be held responsible for—the policies, actions, or statements of others.

In our correspondence dated April 10, we explained that PPNNE is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws. As the EEOC recently wrote:

Diversity, Equity and Inclusion (DEI) is a broad term that is not defined in Title VII of the Civil Rights Act of 1964 (Title VII). Title VII prohibits employment discrimination based on protected characteristics such as race and sex. Under Title VII, DEI initiatives, policies, programs, or practices may be unlawful if they

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass’n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

involve an employer or other covered entity taking an employment action motivated—in whole or in part—by an employee’s or applicant’s race, sex, or another protected characteristic.²

Our policies prohibit such unlawful practices. Indeed, our commitments mirror the Department’s, whose policy as of July 8, 2025, is “to create and maintain a workplace that is free of discrimination, reprisal, and harassment, and that embodies the core values of respect, diversity, equity, inclusion, and accessibility (‘DEIA’) in our day-to-day programs, practices, and services.”³ Nonetheless, we understand from your expression of unresolved concerns that additional information would be helpful to confirm our policies are as we described.

To that end, we are enclosing information governing our employment practices, including our explicit policy not to discriminate on the basis of protected characteristics. This policy controls PPNNE’s personnel practices. The reference in your letter to a particular page from PPNNE’s website does not suggest or establish otherwise. As we are not aware of any, we are not providing information regarding instances of the denial of lawful healthcare services; or of instances of complaints or grievances of race-based discrimination, hostile work environment, or retaliation against an employee or job applicant. Further, we incorporate by reference our responses in our April 10 letter. Recognizing the concerns expressed in your correspondence reflect policy directives and new expectations contained in executive orders issued on or about January 20, 2025, our responses cover the time period from that date to present. Further information about the information we are providing to resolve your concerns is included below.

The webpage referenced in your March 31 letter was consistent with priorities identified by the U.S. Centers for Disease Control and Prevention when it was published in 2020 and has since been removed. In addition, PPNNE no longer employs a Director of Diversity Equity & Inclusion and Organizational Culture.

Having provided this information, we also reiterate that the pertinence to our award of the information requested is unclear, as is the time period, scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law.

We trust this resolves your inquiry, especially given your office’s sudden desire to conclude it within 48 hours. Certainly, we have endeavored to meet your unexpected deadline. We note that the Office of Population Affairs has not indicated PPNNE is out of compliance with the terms of its award, has not articulated a basis to justify formal suspension or other actions (nor could it), and has not provided any notice of any rights or processes to which PPNNE may be entitled. Thus,

² U.S. Equal Employment Opportunity Commission, *What You Should Know About DEI-Related Discrimination at Work* (Mar. 19, 2025), <https://www.eeoc.gov/wysk/what-you-should-know-about-dei-related-discrimination-work>.

³ Robert F. Kennedy, Jr., HHS Secretary, HHS Equal Employment Opportunity and Anti-Harassment Policy Statement, available at <https://www.hhs.gov/about/agencies/asa/eeo/policy/index.html> (last visited July 8, 2025). We note that this policy appears to have been removed between July 8, 2025 and the sending of the July Letter.

withholding funds pursuant to your March 31 letter runs counter to OMB and HHS regulations and, accordingly, further action at this time would be contrary to federally mandated procedures. We respectfully reserve all rights, claims, and defenses, including but not limited to any procedural or substantive objections to the scope, basis, or manner of the inquiry. Neither this letter itself nor the substance herein should be construed as a waiver of any such rights or objections.

As noted, we are submitting the enclosed information on short notice to address and resolve your inquiry. These materials reflect our current policies and practices and are consistent with all relevant anti-discrimination laws and the terms and conditions of our Title X grant. PPNNE does not have any policies that provide for differential treatment in the Title X program based on immigration status. We note that on July 14, 2025, HHS published a notice interpreting the Personal Responsibility and Work Opportunity Reconciliation Act of 1996 (PRWORA) to include Title X on the list of “federal public benefits” for which “not qualified” immigrants are not eligible. To date, we are unaware of any law, interpretation, or guidance requiring Title X grantees to verify the immigration status of Title X patients.

Specifically, we are providing PPNNE’s Equal Employment Opportunity policy, which pertains to all personnel functions and states, in part, that PPNNE will “administer all policies and procedures related to employment without regard to race (including hair texture and protective hairstyles), color, national origin, ancestry, place of birth, religion/creed, age, sex, gender identity (including gender expression), sexual orientation, marital status, familial status, pregnancy (including childbirth and related medical conditions), physical or mental disability, HIV status, genetic information, health insurance coverage status, having asserted a claim for workers’ compensation benefits, crime victim status (including, without limitation, status as a victim of domestic violence, harassment, sexual assault, or stalking), military status, veteran status, having engaged in protected activity under applicable whistleblower protection laws, credit history (unless the job involves a financial fiduciary responsibility, access to confidential financial information, or access to payroll information), or any other category protected under applicable law.”

We trust that this information satisfies your request and is determinative that your office has no basis to conclude PPNNE has violated anti-discrimination (or any other) laws. As such, we ask that Title X funding be restored upon receipt of these materials. Continued withholding of funds significantly impacts our ability to provide essential health services to the communities we serve.

Sincerely,

Nicole Clegg
President & CEO
Planned Parenthood of Northern New England



345 Whitney Avenue
New Haven, CT 06511
p: 203.865.5158 • f: 203.907.2001
ppsne.org

Planned Parenthood of Southern New England

July 18, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs (“OPA”)
Office of the Assistant Secretary for Health
Department of Health and Human Services (“HHS”)

Dear Ms. Margolis,

On June 25, 2025, you wrote a letter to nine distinct, independent entities, seeking information related to each recipient’s receipt of grant funds pursuant to Title X. As all Planned Parenthood affiliates are independently and separately incorporated public charities that are not under common control or exercise control over one another, we cannot speak to the concerns raised by HHS about public content posted by affiliates other than PPSNE. It should go without saying that PPSNE is not responsible for—and thus cannot be held responsible for—the policies, actions, or statements of entities it has no control over.

Although you did not request a response by a particular date, we promptly endeavored to identify information responsive to your requests. Then, on July 16, you wrote to request a response to your inquiry by today, less than 48 hours later. I write on behalf of PPSNE, to acknowledge receipt of your June 25 and July 16 letters, and to supplement our letter of April 10 to address your inquiry.

As explained in our initial response to your March 31, 2025 letter, and detailed further below, Planned Parenthood of Southern New England (“PPSNE”) is in compliance with all federal civil rights laws, as well as the terms and conditions of our Title X grants. We note that OPA has not indicated in either its March 31st or June 25th letter that PPSNE is out of compliance with the terms of its award, has not articulated a basis to justify formal suspension or other actions (nor could it), and has not provided any notice of any rights or processes to which PPSNE may be entitled. Thus, withholding funds pursuant to your March 31 letter runs counter to OMB and HHS regulations and, accordingly, further action at this time would be contrary to federally mandated procedures. Therefore, we would expect the temporary suspension of disbursement on our funds to be lifted. Our patients that rely on Title X are those that often have nowhere else to obtain family planning services. The withholding of our Title X funds puts our ability to serve those patients at risk.

We respectfully reserve all rights, claims, and defenses, including but not limited to any procedural or substantive objections to the scope, basis, or manner of the inquiry. Neither this letter itself nor the substance herein should be construed as a waiver of any such rights or objections.

Recognizing the concerns expressed in your correspondence reflect policy directives and new expectations contained in executive orders issued on or about January 20, 2025, our responses cover the time period from that date to June 30th, 2025 (the “Cover Period”).

PPSNE is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. Per our EEO statement: “PPSNE is committed to equal opportunity in all areas of its operations, including patient care and employment. Employment decisions are based on merit, qualifications, and business needs. We do not discriminate based on race, color, religion, sex, sexual orientation, gender identity or expression, pregnancy, national origin, age, disability, marital status, genetics, veteran status, or any other protected category. Discrimination and retaliation are strictly prohibited.”

In our correspondence dated April 10, we explained that PPSNE is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws. As the EEOC recently wrote:

Diversity, Equity and Inclusion (DEI) is a broad term that is not defined in Title VII of the Civil Rights Act of 1964 (Title VII). Title VII prohibits employment discrimination based on protected characteristics such as race and sex. Under Title VII, DEI initiatives, policies, programs, or practices may be unlawful if they involve an employer or other covered entity taking an employment action motivated—in whole or in part—by an employee’s or applicant’s race, sex, or another protected characteristic.¹

PPSNE does not have any policies that provide for differential treatment in the Title X program based on immigration status. We note that on July 14, 2025, HHS published a notice interpreting the Personal Responsibility and Work Opportunity Reconciliation Act of 1996 (“PRWORA”) to include Title X on the list of “federal public benefits” for which “not qualified” immigrants are not eligible. To date, we are unaware of any law, interpretation, or guidance requiring Title X grantees to verify the immigration status of Title X patients.

To the best of our knowledge, there have been no complaints or grievances alleging discrimination or creation of a hostile work environment by PPSNE towards an employee or job applicant on the basis of race, nor any complaints or grievances alleging retaliation against an employee or job applicant for alleging discrimination on the basis of race. Were PPSNE to receive a complaint or grievance from a patient, visitor, or other non-employee alleging discrimination on the basis of race, color, or national origin, PPSNE would either investigate the matter ourselves or retain a third-party to investigate. If the investigation were to conclude that a PPSNE staff member engaged in discrimination, PPSNE would take appropriate action including discipline and remedial training for any staff who engaged in such discrimination.

In regard to your request dated June 25th, 2025, PPSNE features our EEO statement noted above in our HR manual and website². Additionally, our non-discrimination policy is included in our HR Manual. This reflects our ongoing compliance with federal civil rights law by making it clear that we do not make employment decisions based on any protected class. It is our belief that this

¹ U.S. Equal Employment Opportunity Commission, *What You Should Know About DEI-Related Discrimination at Work* (Mar. 19, 2025), <https://www.eeoc.gov/wysk/what-you-should-know-about-dei-related-discrimination-work>.

² <https://www.plannedparenthood.org/planned-parenthood-southern-new-england/about-us/career-opportunities>

policy reflects our commitment to respecting and honoring the individuality of our staff and patients, while not making business decisions based on those characteristics.

PPSNE requests that HHS please remove the suspension of disbursement and resume the funding per the terms of our Title X grant.

The points of contact at PPSNE are Amanda Skinner, President and CEO of PPSNE
[REDACTED] and Erin Gaudreau, General Counsel of PPSNE
[REDACTED].

Best,



Amanda Skinner
President and CEO
Planned Parenthood of Southern New England, Inc.

July 18, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs (“OPA”)
Office of the Assistant Secretary for Health
Department of Health and Human Services (“HHS”)

Dear Ms. Margolis,

On June 25, 2025, you wrote a letter to 9 distinct, independent entities, seeking information related to each recipient’s receipt of grant funds pursuant to Title X. Although you did not request a response by a particular date, we promptly endeavored to identify information responsive to your requests. Then, on July 16, you wrote to request a response to your inquiry by today, less than 48 hours later. I write on behalf of one of the recipients of your correspondence, Planned Parenthood South Atlantic (PPSAT), to acknowledge receipt of your June 25 and July 16 letters, and to supplement our letter of April 10 to address your inquiry.

At the outset, we note our enduring objection that your office continues to address its correspondence to 9 different, independent entities, regarding 13 distinct funding awards under the Title X grant program, and asserting “concerns” based on threadbare information about PPSAT itself. PPSAT is a separately incorporated entity from the other addressees on your correspondence.¹ Thus, as was the case with your original March 31 letter, the majority of your most recent letter appears unrelated to the practices of PPSAT or the award it received. It should go without saying that PPSAT is not responsible for—and thus cannot be held responsible for—the policies, actions, or statements of others.

In our correspondence dated April 10, we explained that PPSAT is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws. As the EEOC recently wrote:

Diversity, Equity and Inclusion (DEI) is a broad term that is not defined in Title VII of the Civil Rights Act of 1964 (Title VII). Title VII prohibits employment discrimination based on protected characteristics such as race and sex. Under Title VII, DEI initiatives, policies, programs, or practices may be unlawful if they involve an employer or other covered entity taking an employment action

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass’n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

motivated—in whole or in part—by an employee’s or applicant’s race, sex, or another protected characteristic.²

Our policies prohibit such unlawful practices. Indeed, our commitments mirror the Department’s, whose policy as of July 8, 2025, is “to create and maintain a workplace that is free of discrimination, reprisal, and harassment, and that embodies the core values of respect, diversity, equity, inclusion, and accessibility (‘DEIA’) in our day-to-day programs, practices, and services.”³ Nonetheless, we understand from your expression of unresolved concerns that additional information would be helpful to confirm our policies are as we described. To that end, we are enclosing policies governing our employment practices, including our explicit policy not to discriminate on the basis of protected characteristics. These policies control PPSAT’s practices. The reference in your letter to a values statement on PPSAT’s website does not suggest or establish otherwise. Further information about the material we are providing to resolve your concerns is included below. Recognizing the concerns expressed in your correspondence reflect policy directives and new expectations contained in executive orders issued on or about January 20, 2025, our responses cover the time period from that date to present.

Having provided these documents, we also reiterate that the pertinence to our award of the information requested is unclear, as is the time period, scope, and definition of several categories of information you identified. The information requested also implicates serious privacy, health, and patient confidentiality, and other interests, some of which may be protected from disclosure by law.

We trust this resolves your inquiry, especially given your office’s sudden desire to conclude it within 48 hours. Certainly, we have endeavored to meet your unexpected deadline. We note that the Office of Population Affairs has not indicated PPSAT is out of compliance with the terms of its award, has not articulated a basis to justify formal suspension or other actions (nor could it), and has not provided any notice of any rights or processes to which PPSAT may be entitled. Thus, withholding funds pursuant to your March 31 letter runs counter to OMB and HHS regulations and, accordingly, further action at this time would be contrary to federally mandated procedures. We respectfully reserve all rights, claims, and defenses, including but not limited to any procedural or substantive objections to the scope, basis, or manner of the inquiry. Neither this letter itself nor the substance herein should be construed as a waiver of any such rights or objections.

As noted, we are submitting the enclosed documents on short notice to address and resolve your inquiry. These materials reflect our current policies and practices and are consistent with all relevant anti-discrimination laws. We have been in compliance with the terms and conditions of our Title X grant through the entirety of our time as grantees.

² U.S. Equal Employment Opportunity Commission, *What You Should Know About DEI-Related Discrimination at Work* (Mar. 19, 2025), <https://www.eeoc.gov/wysk/what-you-should-know-about-dei-related-discrimination-work>.

³ Robert F. Kennedy, Jr., HHS Secretary, HHS Equal Employment Opportunity and Anti-Harassment Policy Statement, available at <https://www.hhs.gov/about/agencies/asa/eo/policy/index.html> (last visited July 8, 2025). We note that this policy appears to have been removed between July 8, 2025 and the sending of the July Letter.

Specifically, we are providing:

1. Equal Employment Opportunity, Anti-Discrimination, and Non-Harassment Policy, detailing PPSAT's provision of equal employment opportunities to all applicants and employees in all aspects of the employer-employee relationship.
2. PPSAT's Grievance Process, detailing our formal process to internally resolve conflicts.
3. PPSAT's Code of Conduct, detailing our commitment to ethical business and employment practices and compliance with all relevant laws.

Further, you have sought information related to complaints or grievances from patients who were denied lawful healthcare, complaints or grievances alleging discrimination or harassment by a PPSAT employee or a job applicant, and any policies that provide for differential treatment based on immigration status in our Title X program. Based on our understanding of your requests, we do not have any information that is responsive to these requests.

We trust that this production satisfies your request and is determinative that your office has no basis to conclude PPSAT has violated anti-discrimination (or any other) laws. As such, we ask that Title X funding be restored upon receipt of these materials. Continued withholding of funds significantly impacts our ability to provide essential health services to the communities we serve.

Sincerely,



Susanna Birdsong
General Counsel and Vice President of Compliance
susanna.birdsong@ppsat.org

July 18, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs (“OPA”)
Office of the Assistant Secretary for Health
Department of Health and Human Services (“HHS”)

Dear Ms. Margolis,

On June 25, 2025, you wrote a letter to 9 distinct, independent entities, seeking information related to each recipient’s receipt of grant funds pursuant to Title X. Although you did not request a response by a particular date, we promptly endeavored to identify information responsive to your requests. Then, on July 16, you wrote to request a response to your inquiry by today, less than 48 hours later. I write on behalf of one of the recipients of your correspondence, Planned Parenthood South Atlantic (PPSAT), to acknowledge receipt of your June 25 and July 16 letters, and to supplement our letter of April 10 to address your inquiry.

At the outset, we note our enduring objection that your office continues to address its correspondence to 9 different, independent entities, regarding 13 distinct funding awards under the Title X grant program, and asserting “concerns” based on threadbare information about PPSAT itself. PPSAT is a separately incorporated entity from the other addressees on your correspondence.¹ Thus, as was the case with your original March 31 letter, the majority of your most recent letter appears unrelated to the practices of PPSAT or the award it received. It should go without saying that PPSAT is not responsible for—and thus cannot be held responsible for—the policies, actions, or statements of others.

In our correspondence dated April 10, we explained that PPSAT is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws. As the EEOC recently wrote:

Diversity, Equity and Inclusion (DEI) is a broad term that is not defined in Title VII of the Civil Rights Act of 1964 (Title VII). Title VII prohibits employment discrimination based on protected characteristics such as race and sex. Under Title VII, DEI initiatives, policies, programs, or practices may be unlawful if they involve an employer or other covered entity taking an employment action

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass’n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

motivated—in whole or in part—by an employee’s or applicant’s race, sex, or another protected characteristic.²

Our policies prohibit such unlawful practices. Indeed, our commitments mirror the Department’s, whose policy as of July 8, 2025, is “to create and maintain a workplace that is free of discrimination, reprisal, and harassment, and that embodies the core values of respect, diversity, equity, inclusion, and accessibility (‘DEIA’) in our day-to-day programs, practices, and services.”³ Nonetheless, we understand from your expression of unresolved concerns that additional information would be helpful to confirm our policies are as we described. To that end, we are enclosing policies governing our employment practices, including our explicit policy not to discriminate on the basis of protected characteristics. These policies control PPSAT’s practices. The reference in your letter to a values statement on PPSAT’s website does not suggest or establish otherwise. Further information about the material we are providing to resolve your concerns is included below. Recognizing the concerns expressed in your correspondence reflect policy directives and new expectations contained in executive orders issued on or about January 20, 2025, our responses cover the time period from that date to present.

Having provided these documents, we also reiterate that the pertinence to our award of the information requested is unclear, as is the time period, scope, and definition of several categories of information you identified. The information requested also implicates serious privacy, health, and patient confidentiality, and other interests, some of which may be protected from disclosure by law.

We trust this resolves your inquiry, especially given your office’s sudden desire to conclude it within 48 hours. Certainly, we have endeavored to meet your unexpected deadline. We note that the Office of Population Affairs has not indicated PPSAT is out of compliance with the terms of its award, has not articulated a basis to justify formal suspension or other actions (nor could it), and has not provided any notice of any rights or processes to which PPSAT may be entitled. Thus, withholding funds pursuant to your March 31 letter runs counter to OMB and HHS regulations and, accordingly, further action at this time would be contrary to federally mandated procedures. We respectfully reserve all rights, claims, and defenses, including but not limited to any procedural or substantive objections to the scope, basis, or manner of the inquiry. Neither this letter itself nor the substance herein should be construed as a waiver of any such rights or objections.

As noted, we are submitting the enclosed documents on short notice to address and resolve your inquiry. These materials reflect our current policies and practices and are consistent with all relevant anti-discrimination laws. We have been in compliance with the terms and conditions of our Title X grant through the entirety of our time as grantees.

² U.S. Equal Employment Opportunity Commission, *What You Should Know About DEI-Related Discrimination at Work* (Mar. 19, 2025), <https://www.eeoc.gov/wysk/what-you-should-know-about-dei-related-discrimination-work>.

³ Robert F. Kennedy, Jr., HHS Secretary, HHS Equal Employment Opportunity and Anti-Harassment Policy Statement, available at <https://www.hhs.gov/about/agencies/asa/eeo/policy/index.html> (last visited July 8, 2025). We note that this policy appears to have been removed between July 8, 2025 and the sending of the July Letter.

Specifically, we are providing:

1. Equal Employment Opportunity, Anti-Discrimination, and Non-Harassment Policy, detailing PPSAT's provision of equal employment opportunities to all applicants and employees in all aspects of the employer-employee relationship.
2. PPSAT's Grievance Process, detailing our formal process to internally resolve conflicts.
3. PPSAT's Code of Conduct, detailing our commitment to ethical business and employment practices and compliance with all relevant laws.

Further, you have sought information related to complaints or grievances from patients who were denied lawful healthcare, complaints or grievances alleging discrimination or harassment by a PPSAT employee or a job applicant, and any policies that provide for differential treatment based on immigration status in our Title X program. Based on our understanding of your requests, we do not have any information that is responsive to these requests.

We trust that this production satisfies your request and is determinative that your office has no basis to conclude PPSAT has violated anti-discrimination (or any other) laws. As such, we ask that Title X funding be restored upon receipt of these materials. Continued withholding of funds significantly impacts our ability to provide essential health services to the communities we serve.

Sincerely,



Susanna Birdsong
General Counsel and Vice President of Compliance

[Redacted]

July 18, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs (“OPA”)
Office of the Assistant Secretary for Health
Department of Health and Human Services (“HHS”)

Re: Response letter of Title X Grantee Planned Parenthood of Greater Texas Family Planning and Preventative Health Services (PPGT FPPHS)

Dear Ms. Margolis,

On June 25, 2025, you wrote a letter to 9 distinct, independent entities, seeking information related to each recipient’s receipt of grant funds pursuant to Title X. Although you did not request a response by a particular date, we promptly endeavored to identify information responsive to your requests. Then, on July 16, you wrote to request a response to your inquiry by today, just 48 hours later. I write on behalf of one of the recipients of your correspondence, Planned Parenthood of Greater Texas Family Planning and Preventative Health Services (PPGT FPPHS), to acknowledge receipt of your June 25 and July 16 letters, and to supplement our letter of April 10 to address your inquiry.

At the outset, we note our enduring objection that your office continues to address its correspondence to 9 different, independent entities, regarding 9 distinct funding awards under the Title X grant program, and asserting “concerns” based on threadbare information about PPGT FPPHS itself. PPGT FPPHS is a separately incorporated entity from the other addressees on your correspondence.¹ Thus, as was the case with your original March 31, letter, the majority of your most recent letter appears unrelated to the practices of PPGT FPPHS or the award it received. It should go without saying that PPGT FPPHS is not responsible for—and thus cannot be held responsible for—the policies, actions, or statements of others.

In our correspondence dated April 10, we explained that PPGT FPPHS is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws. As the EEOC recently wrote:

Diversity, Equity and Inclusion (DEI) is a broad term that is not defined in Title VII of the Civil Rights Act of 1964 (Title VII). Title VII prohibits employment discrimination based on protected characteristics such as race and sex. Under Title VII, DEI initiatives, policies, programs, or practices may be unlawful if they involve an employer or other covered entity taking an employment action

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass’n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

motivated—in whole or in part—by an employee’s or applicant’s race, sex, or another protected characteristic.²

Our policies prohibit such unlawful practices. Indeed, our commitments mirror the Department’s, whose policy as of July 8, 2025, is “to create and maintain a workplace that is free of discrimination, reprisal, and harassment, and that embodies the core values of respect, diversity, equity, inclusion, and accessibility (‘DEIA’) in our day-to-day programs, practices, and services.”³ Nonetheless, we understand from your expression of unresolved concerns that additional information would be helpful to confirm our policies are as we described. To that end, we are enclosing policies governing our employment practices, including our explicit policy not to discriminate on the basis of protected characteristics. These policies control PPGT FPPHS practices. You may recall our statement from our April 10, 2024 that all employees who provide FPPHS services are that of an equal opportunity employer, and this organization is committed to compliance with applicable anti-discrimination laws, including Titles VI and VII of the Civil Rights Act. The reference in your letter to a snippet from “Diversity Statement,” Planned Parenthood of Greater Texas does not suggest or establish otherwise. Not only is it in line with language from the Department’s own website, the language that is attributed to FPPHS, from PPGT’s website, is in fact a statement on nondiscrimination (“We work to eliminate disparities to build more equitable systems that improve access and health outcomes for all”). Nothing on that website suggests our organization maintains policies or practices at odds with federal antidiscrimination laws—far from it. Additionally, please be advised that as we are not aware of any, and as a result do not have any, we are not providing information regarding instances of the denial of lawful healthcare services; or of instances of complaints or grievances of race-based discrimination, hostile work environment, or retaliation against an employee or job applicant with regard to PPGT FPPHS or its subgrantees. Recognizing the concerns expressed in your correspondence reflect policy directives and new expectations contained in executive orders issued on or about January 20, 2025, our responses cover the time period from that date to present. Further information about the information we are providing to resolve your concerns is included below.

Having provided this information, we also reiterate that the pertinence to our award of the information requested is unclear, as is the time period, scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law.

We trust this resolves your inquiry, especially given your office’s sudden desire to conclude it within 48 hours. Certainly, we have endeavored to meet your unexpected deadline. We note that the Office of Population Affairs has not indicated PPGT FPPHS is out of compliance with the terms of its award, has not articulated a basis to justify formal suspension or other actions (nor

² U.S. Equal Employment Opportunity Commission, *What You Should Know About DEI-Related Discrimination at Work* (Mar. 19, 2025), <https://www.eeoc.gov/wysk/what-you-should-know-about-dei-related-discrimination-work>.

³ Robert F. Kennedy, Jr., HHS Secretary, HHS Equal Employment Opportunity and Anti-Harassment Policy Statement, available at <https://www.hhs.gov/about/agencies/asa/eeo/policy/index.html> (last visited July 8, 2025). We note that this policy appears to have been removed between July 8, 2025 and the sending of the July Letter.

could it), and has not provided any notice of any rights or processes to which PPGT FPPHS may be entitled. Thus, withholding funds pursuant to your March 31 letter runs counter to OMB and HHS regulations and, accordingly, further action at this time would be contrary to federally mandated procedures. We respectfully reserve all rights, claims, and defenses, including but not limited to any procedural or substantive objections to the scope, basis, or manner of the inquiry. Neither this letter itself nor the substance herein should be construed as a waiver of any such rights or objections.

As noted, we are submitting the enclosed documents on short notice to address and resolve your inquiry. These materials reflect our current policies and practices and are consistent with all relevant anti-discrimination laws.

Specifically, we are providing the following:

1. Equal Employment Opportunity Policy: Excerpt from applicable Employee Handbook and Code of Ethical Conduct Effective 08-30-2024
2. Anti-Discrimination Policy: Excerpt from applicable Employee Handbook and Code of Ethical Conduct Effective 08-30-2024
3. Anti-Discrimination Anti-Harassment Policy Annual Acknowledgement Form
4. Employee Handbook and Code of Ethical Conduct Acknowledgement Form
5. Statement of Patient Rights: Excerpt from applicable Employee Handbook and Code of Ethical Conduct Effective 08-30-2024
6. Employment Labor Law Poster

Finally, PPGT FPPHS does not have any policies that provide for differential treatment in the Title X Program based on immigration status; we have been, along with our subgrantees, continue to be in compliance with the terms and conditions of our Title X grant through the entirety of our time as a grantee.

We trust that this production satisfies your request and is determinative that your office has no basis to conclude PPGT FPPHS has violated anti-discrimination (or any other) laws as a Title X grantee. As such, we ask that Title X funding be restored upon receipt of these materials. Continued withholding of funds significantly impacts our ability to provide essential health services to the communities we serve.

Sincerely,

Metzli Navarro Gonzalez

Metzli Navarro Gonzalez, MPH, CHES

Health Services Grant Senior Project Manager

On behalf of Title X Grantee Planned Parenthood of Greater Texas

Family Planning and Preventative Health Services

cc: Sarah Wheat, Chief External Affairs Officer
Jacqueline B. Hoffman, General Counsel



Planned Parenthood Association of Utah

July 18, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs (“OPA”)
Office of the Assistant Secretary for Health
Department of Health and Human Services (“HHS”)

Re: June 25, 2025, and July 16, 2025, Letters concerning Notice of Award FPHPA006544

Dear Deputy Director Margolis:

I write on behalf of Planned Parenthood Association of Utah (“PPAU”). On June 25, 2025, you wrote a letter to nine (9) distinct, independent entities, seeking information related to each recipient’s receipt of grant funds pursuant to Title X. Although you did not request a response by a particular date, we promptly endeavored to identify information responsive to your requests. Then, on July 16, 2025, you wrote to request a response to your inquiry by today, just 48 hours later. PPAU hereby acknowledges receipt of your June 25th and July 16th letters, and supplements our letter of April 10, 2025, to address your inquiry.

At the outset, we note our enduring objection that your office continues to address its correspondence to nine different, independent entities, regarding thirteen distinct funding awards under the Title X grant program, and that your office asserts “concerns” based on threadbare information about PPAU itself. PPAU is a stand-alone incorporated non-profit entity in the State of Utah and operates separately from the other addressees on your correspondence.¹ More fundamentally, none of your letters identifies any concerns or cites any materials specific to PPAU; thus, we are unsure of the basis for your allegations. It should go without saying that PPAU is not responsible for—and thus cannot be held responsible for—the policies, actions, or statements of others.

In our correspondence dated April 10, 2025, we explained that PPAU is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws. As the EEOC recently wrote:

Diversity, Equity and Inclusion (DEI) is a broad term that is not defined in Title VII of the Civil Rights Act of 1964 (Title VII). Title VII prohibits employment discrimination based on protected characteristics such as race and sex. Under Title VII, DEI initiatives, policies, programs, or practices may be unlawful if they involve an employer or other covered entity taking an

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass’n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

Planned Parenthood Association of Utah

State Administration 654 South 900 East, Salt Lake City, Utah 84102

(801) 532-1586 ~ f (801) 532-5748 ~ online www.ppau.org



Planned Parenthood Association of Utah

employment action motivated—in whole or in part—by an employee’s or applicant’s race, sex, or another protected characteristic.²

Our policies prohibit such unlawful practices. Indeed, our commitments mirror the Department’s, whose policy as of July 8, 2025, is “to create and maintain a workplace that is free of discrimination, reprisal, and harassment, and that embodies the core values of respect, diversity, equity, inclusion, and accessibility (‘DEIA’) in our day-to-day programs, practices, and services.”³ Nonetheless, we understand from your expression of unresolved concerns that additional information would be helpful to confirm our policies are as we described.

To that end, we are enclosing policies governing our employment practices, including our explicit policy not to discriminate on the basis of protected characteristics and our commitment to equal employment opportunities for all. These policies control PPAU’s practices. Recognizing that the concerns expressed in your correspondence reflect policy directives and new expectations contained in executive orders issued on or about January 20, 2025, our responses cover the time period from that date to the present (the “time period”). Further information about the information we are providing to resolve your concerns is included below.

To be clear, PPAU does not discriminate in the terms and conditions of its employment based on an individual’s race, color, religion, sex, sexual orientation, gender, gender identity, or expression, age, national origin, disability, pregnancy, childbirth, or pregnancy-related conditions, genetic information, or medical condition, or any other basis protected by federal, state, or local law.

Moreover, PPAU has not received any charge of discrimination during the time period.

Having provided this information, we also reiterate that the pertinence to our award of the information requested is unclear, as are the time period, scope, and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law.

We trust this resolves your inquiry, especially given your office’s sudden desire to conclude it within 48 hours. Certainly, we have endeavored to meet your unexpected deadline. We note that the Office of Population Affairs has not indicated that PPAU is out of compliance with the terms

² U.S. Equal Employment Opportunity Commission, *What You Should Know About DEI-Related Discrimination at Work* (Mar. 19, 2025), <https://www.eeoc.gov/wysk/what-you-should-know-about-dei-related-discrimination-work>.

³ Robert F. Kennedy, Jr., HHS Secretary, HHS Equal Employment Opportunity and Anti-Harassment Policy Statement, available at <https://www.hhs.gov/about/agencies/asa/eo/policy/index.html> (last visited July 8, 2025). We note that this policy appears to have been removed between July 8, 2025 and the sending of the July Letter.



Planned Parenthood Association of Utah

of its award, has not articulated a basis to justify formal suspension or other actions (nor could it), and has not provided any notice of any rights or processes to which PPAU may be entitled.

Thus, withholding funds pursuant to your March 31, 2025, letter runs counter to OMB and HHS regulations and, accordingly, further action at this time would be contrary to federally mandated procedures. We respectfully reserve all rights, claims, and defenses, including, but not limited to, any procedural or substantive objections to the scope, basis, or manner of the inquiry. Neither this letter itself nor the substance herein should be construed as a waiver of any such rights or objections.

As noted, we are submitting the enclosed documents on short notice to address and resolve your inquiry. These materials reflect our current policies and practices and are consistent with all relevant anti-discrimination laws. We believe we have been in compliance with the terms and conditions of our Title X grant through the entirety of our time as a grantee.

Specifically, we are providing PPAU's Discrimination, Unlawful Harassment, and Retaliation Policy and Attestation.

We trust that this production satisfies your request and it is determinative that your office has no basis to conclude that PPAU has violated anti-discrimination (or any other) laws. As such, we ask that Title X funding be restored upon receipt of these materials. Continued withholding of funds significantly impacts our ability to provide essential health services to the communities we serve.

Respectfully,

A handwritten signature in black ink, appearing to read 'Shireen Ghorbani', written in a cursive style.

Shireen Ghorbani, President
Planned Parenthood Association of Utah

July 18, 2025

Amy L. Margolis
Deputy Director
Office of Population Affairs (“OPA”)
Office of the Assistant Secretary for Health
Department of Health and Human Services (“HHS”)

Dear Ms. Margolis,

On June 25, 2025, you wrote a letter to nine distinct, independent entities, seeking information related to each recipient’s receipt of grant funds pursuant to Title X. Although you did not request a response by a particular date, the Virginia League for Planned Parenthood (VLPP) promptly endeavored to identify information responsive to your requests. Then, after 6pm ET on July 16, you wrote to request a response to your inquiry by 5pm today, less than 48 hours later. I write on behalf of VLPP to acknowledge receipt of your June 25 and July 16 letters, and to supplement our letter of April 10 to address your inquiry.

At the outset, we note our enduring objection that your office continues to address its correspondence to nine different, independent entities, regarding 13 distinct funding awards under the Title X grant program, and asserting “concerns” based on zero information about VLPP itself. VLPP is a separately incorporated entity from the other addressees on your correspondence.¹ More fundamentally, none of your letters identify any concerns or cite any materials specific to VLPP. We thus remain confused about the basis for your allegations against us. VLPP is clearly not responsible for—and thus cannot be held responsible for—the policies, actions, or statements of other grantees.

In our correspondence dated April 10, we explained that VLPP is an equal opportunity employer and is committed to compliance with applicable anti-discrimination laws. As the EEOC recently wrote:

Diversity, Equity and Inclusion (DEI) is a broad term that is not defined in Title VII of the Civil Rights Act of 1964 (Title VII). Title VII prohibits employment discrimination based on protected characteristics such as race and sex. Under Title VII, DEI initiatives, policies, programs, or practices may be unlawful if they involve an employer or other covered entity taking an employment action motivated—in whole or in part—by an employee’s or applicant’s race, sex, or another protected characteristic.²

¹ See, e.g., *Planned Parenthood of Houston & Southeast Tex. v. Sanchez*, 403 F.3d 324, 337-38 (5th Cir. 2005); *Planned Parenthood Ass’n of Utah v. Herbert*, 828 F.3d 1245, 1248 (10th Cir. 2016).

² U.S. Equal Employment Opportunity Commission, *What You Should Know About DEI-Related Discrimination at Work* (Mar. 19, 2025), <https://www.eeoc.gov/wysk/what-you-should-know-about-dei-related-discrimination-work>.

Our policies prohibit such unlawful practices. Indeed, our commitments mirror the Department's, whose policy as of July 8, 2025, is "to create and maintain a workplace that is free of discrimination, reprisal, and harassment, and that embodies the core values of respect, diversity, equity, inclusion, and accessibility ('DEIA') in our day-to-day programs, practices, and services."³ Nonetheless, we understand from your expression of unresolved concerns that additional information would be helpful to confirm our policies are as we described. To that end, we are enclosing policies governing our employment practices, including our explicit policy not to discriminate on the basis of protected characteristics. These policies control VLPP's practices. We are also enclosing policies governing our subgrantee's employment practices, which communicate a similar commitment towards equal opportunity employment and non-discrimination. As we are aware of none, we are not providing information regarding instances of the denial of requests for lawful healthcare services, formal complaints or grievances alleging discrimination or retaliation against employees or job applicants on the basis of race, or formal complaints or grievances alleging race-based harassment resulting in a hostile work environment. Further, VLPP does not have any policies that provide for differential treatment in the Title X program based on immigration status. We note that on July 14, 2025, HHS published a notice interpreting the Personal Responsibility and Work Opportunity Reconciliation Act of 1996 (PRWORA) to include Title X on the list of "federal public benefits" for which "not qualified" immigrants are not eligible. To date, we are unaware of any law, interpretation, or guidance requiring Title X nonprofit charitable organization grantees to verify the immigration status of Title X patients. Recognizing the concerns expressed in your correspondence reflect policy directives and new expectations contained in executive orders issued on or about January 20, 2025, our responses cover the time period from that date to present. Further information about the information we are providing to resolve your concerns is included below.

Having provided this information, we also reiterate that the pertinence to our award of the information requested is unclear, as is the time period, scope and definition of several categories of information you identified. The information requested also implicates serious privacy, health, patient confidentiality, and other interests, some of which may be protected from disclosure by law.

We trust this resolves your inquiry, especially given your office's sudden desire to conclude it within less than 48 hours. We note that the Office of Population Affairs has never indicated that VLPP is out of compliance with the terms of its award, has not articulated a basis to justify formal suspension or other actions (nor could it), and has not provided any notice of any rights or processes to which VLPP may be entitled. Thus, withholding funds pursuant to your March 31 letter runs counter to OMB and HHS regulations and, accordingly, further action at this time would be contrary to federally mandated procedures. We respectfully reserve all rights, claims, and defenses, including but not limited to any procedural or substantive objections to the scope, basis, or manner of the inquiry. Neither this letter itself nor the substance herein should be construed as a waiver of any such rights or objections.

³ Robert F. Kennedy, Jr., HHS Secretary, HHS Equal Employment Opportunity and Anti-Harassment Policy Statement, available at <https://www.hhs.gov/about/agencies/asa/eo/policy/index.html> (last visited July 8, 2025). We note that this policy appears to have been removed between July 8, 2025 and the sending of the July Letter.

As noted, we are submitting the enclosed documents on short notice to address and resolve your inquiry. These materials reflect our current policies and practices and are consistent with all relevant anti-discrimination laws.

Specifically, we are providing for VLPP:

1. **Nondiscrimination/Anti-Harassment Policy** – this policy is part of the bigger VLPP employee handbook and we provide this excerpt only. The policy also includes VLPP’s Equal Employment Opportunity policy. This policy is consistent with applicable federal and state law. *See, e.g.,* Va. Code § 2.2-3901.
2. **Reporting an Incident of Harassment, Discrimination, or Retaliation Policy** – this policy is also part of the bigger VLPP employee handbook and we provide this excerpt only.
3. **Patient Bill of Rights and Responsibilities and Complaint Handling Procedures** – This policy explains that “Each VLPP client receives a copy of the Patient’s Bill of Rights and Responsibilities and of the Complaint Handling Procedures as part of their registration paperwork. These documents are available in English and Spanish and are also prominently posted in the waiting room.” Among other things, the Patient Bill of Rights makes clear to our patients that they “have the right to receive services without regard to age, race, color, religion, gender, gender identity, marital status, sexual orientation, national origin, disability, economic status or source of payment.” Patients are also informed that they have the right to “file a complaint at our health center, with the Virginia OLC Complaint Unit, or other governing agency without fear of reprisal.” The Complaint Handling Procedures document lists who to contact at each health center to file a formal complaint.

For our subgrantee, Planned Parenthood of Tennessee and North Mississippi (PPTNM), we are providing:

1. **Equal Employment Opportunity Policy** – this policy is part of the bigger PPTNM employee handbook and we provide this excerpt only. The policy explains that PPTNM expressly prohibits any form of unlawful employee harassment or discrimination based on a protected characteristic.
2. **Anti-Harassment Policy** – this policy is also part of the bigger PPTNM employee handbook and we provide this excerpt only. In addition to prohibiting unlawful harassment, the policy makes clear that PPTNM will promptly investigate all harassment complaints and take necessary actions to address each instance. PPTNM’s People Operations Team, the Compliance Officer, and CEO are responsible for resolving any complaints or grievances PPTNM might get from patients, visitors, and other non-employees that might allege discrimination of any kind.

We trust that this production satisfies your request and is determinative that your office has no basis to conclude VLPP has violated anti-discrimination (or any other) laws. As such, we ask that Title X funding be restored upon receipt of these materials. Continued withholding of funds significantly impacts our ability to provide essential health services to the communities we serve.

As requested in our April 10 letter, please send all further communications on this matter to Paulette McElwain, Chief Executive Office, and myself, Lauren Robbins, General Counsel, via email at [REDACTED]

Respectfully,

A handwritten signature in cursive script, appearing to read "Lauren Robbins".

Lauren Robbins
General Counsel & Vice President of Compliance

Exhibit 6



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

July 23, 2025

Maine Family Planning
P.O. Box 587
Augusta, ME 04332

To Whom It May Concern:

This letter is to notify you that the Office of the Assistant Secretary for Health (OASH) is restoring the previously suspended Title X grant, FPHPA006510, to Maine Family Planning. OASH notes the clarifications made by, and actions taken by, the grantee after the March 31, 2025 suspension of the Title X grant. OASH further notes that, in light of Maine Family Planning's response to OASH's June 25, 2025 letter, OASH is satisfied that it has complied with 45 C.F.R. 75.364.

As you know, the Standard Terms in the Notice of Award state: "You must administer your project in compliance with federal civil rights laws that prohibit discrimination on the basis of race, color, [and] national origin." Accordingly, OASH reminds you of your ongoing obligation to comply with all terms of the award, including by not engaging in any unlawful diversity, equity or inclusion-related discrimination in violation of such laws.

Sincerely,

AMY L.
MARGOLIS -S

Digitally signed by AMY L.
MARGOLIS -S
Date: 2025.07.23 17:27:46
-04'00'

Amy Margolis
Deputy Director
Office of Population Affairs



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

July 23, 2025

AccessMatters
1700 Market St #1540
Philadelphia, PA 19103

To Whom It May Concern:

This letter is to notify you that the Office of the Assistant Secretary for Health (OASH) is restoring the previously suspended Title X grant, FPHPA006515, to AccessMatters. OASH notes the clarifications made by, and actions taken by, the grantee after the March 31, 2025 suspension of the Title X grant. OASH further notes that, in light of AccessMatters's response to OASH's June 25, 2025 letter, OASH is satisfied that it has complied with 45 C.F.R. 75.364.

As you know, the Standard Terms in the Notice of Award state: "You must administer your project in compliance with federal civil rights laws that prohibit discrimination on the basis of race, color, [and] national origin." Accordingly, OASH reminds you of your ongoing obligation to comply with all terms of the award, including by not engaging in any unlawful diversity, equity or inclusion-related discrimination in violation of such laws.

Sincerely,

AMY L.
MARGOLIS-S

Digitally signed by
AMY L. MARGOLIS -S
Date: 2025.07.23
17:25:30 -04'00'

Amy Margolis
Deputy Director
Office of Population Affairs



DEPARTMENT OF HEALTH AND HUMAN SERVICES

Office of the Secretary

Office of Assistant Secretary for Health
Washington, D.C. 20201

July 23, 2025

Bridgercare
1288 N 14th Ave, Suite 201
Bozeman, MT 59715

To Whom It May Concern:

This letter is to notify you that the Office of the Assistant Secretary for Health (OASH) is restoring the previously suspended Title X grant, FPHPA006513, to Bridgercare. OASH notes the clarifications made by, and actions taken by, the grantee after the March 31, 2025 suspension of the Title X grant. OASH further notes that, in light of Bridgercare's response to OASH's June 25, 2025 letter, OASH is satisfied that it has complied with 45 C.F.R. 75.364.

As you know, the Standard Terms in the Notice of Award state: "You must administer your project in compliance with federal civil rights laws that prohibit discrimination on the basis of race, color, [and] national origin." Accordingly, OASH reminds you of your ongoing obligation to comply with all terms of the award, including by not engaging in any unlawful diversity, equity or inclusion-related discrimination in violation of such laws.

Sincerely,

AMY L.

MARGOLIS -S

Digitally signed by
AMY L. MARGOLIS -S
Date: 2025.07.23
17:26:24 -04'00'

Amy Margolis
Deputy Director
Office of Population Affairs

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

NATIONAL FAMILY PLANNING AND
REPRODUCTIVE HEALTH
ASSOCIATION,

Plaintiff,

v.

ROBERT R. KENNEDY, JR.
Secretary of Health and Human Services, et
al.,

Defendants.

Civil Action No. 25-1265 (ACR)

[PROPOSED] ORDER

UPON CONSIDERATION of Defendants' motion to dismiss or, in the alternative, for summary judgment, and the entire record herein, it is hereby

ORDERED that Defendants' motion is GRANTED, and it is further

ORDERED that this action is DISMISSRD.

SO ORDERED:

Date

Ana C. Reyes
United States District Judge