



Principles and Guidelines for Changes in Hospital Ownership

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**JONES
DAY**®


**American Hospital
Association**

Principles and Guidelines for Changes in Hospital Ownership

Keeping the Public's Confidence and Trust

Community Accountability with Changes in the Ownership or Control of Hospitals or Health Systems

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Overview

Hospitals face a dramatically changing regulatory landscape with increased pressure from state and federal agencies, news media and others to improve health care services, enhance access to health care services and identify and respond to community needs. Additionally, hospitals increasingly encounter government and commercial payors aggressively seeking to reduce the costs that they pay for health care services. Together, these market forces are driving renewed interest in integration that may result in changes in the ownership or control of hospitals, such as through mergers with or acquisitions by other hospitals, the formation of integrated delivery networks or the development of accountable care organizations.

Hospital leaders must approach potential integration opportunities in a manner that protects the delivery of health care services in their communities but that recognizes the hospital's need to adapt in a changing environment. Moreover, hospital leaders must consider how to engage their communities as well as state and federal regulatory agencies regarding potential changes in ownership or control. The American Hospital Association has prepared these voluntary guidelines to help hospital executives, directors, officers and physicians meet these challenges.

Significance of Fiduciary Duties in Fulfilling the Hospital's Mission

Hospitals serve as an important resource for their communities. The core values of a hospital are defined by its mission, including for tax-exempt, charitable hospitals an emphasis on providing benefits to the community that include caring for indigent and vulnerable populations, conducting research and educational programs, improving community health and performing other valuable community-building activities. Board decisions regarding changes of ownership or control should be made in a manner that furthers the hospital's mission and that allows directors to fulfill their fiduciary duties.

Directors owe a fiduciary duty to the hospital to act with the level of care, loyalty and diligence that a reasonably prudent person would utilize in similar circumstances. Potential changes in the ownership or control of a hospital heighten the need to ensure that directors fulfill these duties. Exercising appropriate care requires more than just merely attending and participating in board and committee meetings about potential transactions. Each director should:

- Understand the community's need for health care services and determine the best organizational structure for meeting those needs;
- Prepare in advance for meetings about potential changes in ownership or control of the hospital by reading relevant reports regarding these potential changes and any other options considered;
- Participate actively in board and committee meetings by questioning hospital executives, legal counsel and other consultants about changes in ownership or control;
- Exercise independent judgment in votes pertaining to the potential change in ownership or control; and
- Follow up throughout the decision-making process regarding any outstanding questions about the potential change.

Directors must also ensure that the hospital's interest take precedence over his or her personal and financial interests or those of his or her family. This duty of loyalty requires directors to assure the community that conflicts of interest are disclosed particularly when considering fundamental changes to the hospital's organizational or operational structure. Directors should regularly examine the hospital's policies for identifying, disclosing and resolving conflicts of interest to ensure appropriate safeguards are in place, including:

- Establish written policies for addressing conflicts of interest;
- Recusal by directors from activities that may compete with the hospital or impede its ability to determine whether a change in control is in the hospital's best interests; and
- Avoid diverting opportunities available to the hospital to preserve or protect a personal or financial interest.

The Internal Revenue Service has stepped up its efforts to educate board members about the relationship that exists between compliance with federal tax laws and good corporate governance practices. An IRS official described the relationship as follows: "good governance and compliance go hand in hand, and that an active and independent board is the best defense against the misuse of charitable assets, as well as against bad press."

Key Considerations for Potential Changes in Ownership or Control

Potential changes in the ownership or control of a hospital present unique challenges for hospital directors, executives and physicians. Perhaps the most important challenge that these hospital leaders encounter is balancing the needs of the community for efficient and effective health care services with the needs of the organization for adaptation. It is important for directors and executives to keep the following questions in mind as they explore potential changes in the hospital's organizational or operational structure:

- Why is the transaction being considered?
- Will this transaction help to fulfill the hospital's mission?
- Will the boards (local and system, if applicable) be receptive to the proposed change?
- Is the change consistent with the hospital's strategic planning?
- What are the financial advantages and disadvantages of the proposal?
- What are the internal and external political consequences of the change in ownership or control?
- Will the medical staff and other professionals be receptive to the idea? How will the community respond to the proposed change?
- How will the changes be communicated to key constituencies?
- Are there any legal or regulatory constraints that may hinder the proposal?
- Are any constraints imposed by existing collective bargaining agreements?
- Are there any tax-exempt bonds or other debt covenants that may be triggered by the potential change?
- Have all potential liabilities been disclosed?
- Are there quality of care issues and, if so, how will they be addressed?
- How will the new organization be structured?
- What are the selection criteria for the management team?
- What are the selection criteria for governance?

Guidelines for Review of Potential Changes in Ownership and Control

Changes in ownership or control present several challenges for hospital and health system leaders. While many of these challenges – such as regulatory issues – may be easily anticipated, others – like community reaction – may be more difficult to predict. These voluntary guidelines have been prepared by the American Hospital Association to help hospital and health system leaders – directors, executives and clinical leaders – meet the challenges that are frequently encountered when an organization considers a potential change in ownership or control.

I. Engage the community to identify its future health improvement needs

Many parties and constituencies will be interested in proposed changes in the ownership or control of the hospital, and hospital leaders should consider the most appropriate means of including representatives from these various constituencies in discussing these changes. Including representatives from these constituencies in the periodic community health needs assessments and implementation strategies that the federal health reform law requires may be a means of engaging the hospital’s constituencies early on with respect to potential changes in ownership or control.

The degree of engagement by these constituencies will depend upon the type of transaction, the stage of the proposed change and the specific facts at hand. Interested parties/constituencies often include:

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| <ul style="list-style-type: none"> • Church sponsors (if applicable); • Governing board/advisory boards; • Federal, state and local governmental agencies; • Internal and external publics; • Labor unions represented at the hospital; • Major employers/business coalitions; | <ul style="list-style-type: none"> • Media; • Medical staff; • Nurses; • Other employees; • Patients and consumers; • Payors; and • Related foundations. |
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II. Initial steps in considering a change in ownership or control

Hospital leaders should regularly adopt and review strategic plans to determine how changes in ownership or control may further strategic objectives. This process should ensure that these leaders:

- Understand the process that the organization and its governing body will use for deciding about a change in ownership or control;
- Identify the organization’s values and goals in advance of considering a change in ownership or control;
- Review strategic plans to determine how changes in ownership or control may further strategic objectives;
- Understand any state or federal legal limitations of the organization’s certificate of incorporation, articles of organization, or charter that may restrict changes in ownership or control, such as combinations of tax-exempt charitable hospitals with for-profit organizations; and
- Adopt criteria for evaluating any change in ownership or control before examining proposals.

III. Carefully evaluate proposed changes in ownership or control

Hospital leaders should develop policies and procedures that designate task forces to review, evaluate and make recommendations regarding proposals to partner with other hospitals and health systems through changes in ownership or control. Hospital leaders should:

- Evaluate proposals based on community health needs, the organization’s values and mission, the protection and use of community assets, and organizational financial viability;
- Encourage compatibility in values and philosophy by favoring changes that reflect shared missions, visions and strategies;
- Obtain a legal analysis, by a party not involved in the transaction, of the potential regulatory and other legal implications of the transaction;
- Obtain background information about other similar transactions in which the organization has been involved, if any, and whether those transactions have been successful;
- Understand thoroughly the terms of the proposed transaction and of all collateral arrangements to ensure that the terms comply with all legal requirements; and
- Conduct the due diligence necessary to ensure that hospital executives and directors have fulfilled their fiduciary duties to the hospital in evaluating the transaction and its terms, including addressing the key factual and legal questions.

Hospital leaders also need to clearly understand the business purpose(s) of the proposed change in ownership or control. Business purpose includes both the strategic implications of the proposed change and the tactical objectives, both long-term and short-term objectives. Business purposes(s) that often drive decisions include:

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| <ul style="list-style-type: none"> • Geographic expansion; • Capital access or enhanced capital base; • Service/product line expansion; • Financial base expansion/cash flow enhancement; • Achievement of cost and quality-related efficiencies; • Acquisition of unique assets, including personnel or location; | <ul style="list-style-type: none"> • Development/analysis of multiple future organizational scenarios; • Allocation of expense and loss of business opportunity issues; • Association with high-quality, reputable organization; • Improved return on equity; • Greater flexibility to respond to market pressures; and • Infusion of new physicians. |
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IV. Conduct an appropriate review of state and federal health care laws

Various federal and state agencies enforce the myriad of laws that apply to potential changes in the ownership or control of the hospital. These regulatory authorities include:

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| <ul style="list-style-type: none"> • Office of the Inspector General of the U.S. Department of Health and Human Services (OIG); • Centers for Medicare and Medicaid Services (CMS); • Internal Revenue Service (IRS), as well as income and property tax authorities; | <ul style="list-style-type: none"> • State attorneys general; • Certificate of need authorities; • State licensure agencies; and • State Medicaid agencies. |
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The laws that each of these agencies enforce are highly technical and depend on the unique facts of the potential change in ownership or control at issue. Important facts for the analysis of these laws include such things as whether both hospitals are tax-exempt, charitable organizations, whether either of the hospitals has physician ownership, whether the executive officers of the hospital will be retained as part of the transaction, etc. As a general matter, although these laws have extremely broad application, each one targets arrangements that result in unnecessary utilization of government-funded health care services or provide improper financial benefits to hospital directors, executives or other insiders, including physicians in certain circumstances. In order to ensure that a proposed change in control or ownership does not violate any of these restrictions, hospital leaders should engage qualified legal counsel to evaluate the structure of the transaction against this highly technical framework of federal and state laws.

V. *Conduct an appropriate antitrust analysis where necessary*

- If the organizations considering the transaction are competitors, and particularly if they are large enough to require premerger notification, it is essential that a thorough analysis of the potential antitrust implications be completed.

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| <ul style="list-style-type: none"> ▪ Structure of transaction: Is it sufficiently integrated to be a single entity? ▪ Market analysis: What are the service lines and geographic areas affected by the transaction? | <ul style="list-style-type: none"> ▪ Competitive effects: Are there entry barriers? Are the hospitals more complementary than directly competitive? What is the history of payor contracting? Other considerations? ▪ Defenses: Efficiencies, financial condition of one or both parties, state action (if one of the hospitals is a government hospital). |
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- Antitrust process

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| <ul style="list-style-type: none"> ▪ Transactions over a certain size must be reported to federal antitrust agencies up front; ▪ Even if a transaction is not reportable, agencies can still investigate; | <ul style="list-style-type: none"> ▪ State attorneys general often conduct their own antitrust reviews; and ▪ It is important to be prepared. |
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VI. *Protect the value of the community's assets*

Because many states have adopted explicit requirements for review by state attorneys general or other agencies regarding changes in the ownership or control of tax-exempt, charitable organizations, hospital and health system leaders should:

- Obtain a valuation, by a party not involved in the transaction, of charitable assets being converted or restructured to ensure receipt of reasonable value is received or used in structuring the transaction;
- Identify financial incentives that may influence the views of directors and executives involved in proposing and evaluating any change in ownership or control;
- Disclose all conflicts of interest, offers of future employment, future remuneration or other benefits related to the transaction;
- Prohibit private inurement or personal financial gain by employees or directors of any tax-exempt, charitable entity involved in the transaction;
- Evaluate covenants not to compete with regard to tax-exempt status and community benefit;

- Control and administer any foundation or charitable trust created by the transaction separate and distinct from the restructured health care organization;
- Ensure that a foundation, charitable trust, or community payment created from the transaction continues to alleviate burdens that impede access to health care services;
- Establish requirements for any foundation or charitable trust created by the transaction to make capital expenditures to improve facilities or health care services available to the community; and
- Require any foundation resulting from the change in ownership to provide regular reports to the community on how it improves community health.

VII. Educate and inform the community about the changes taking place

Changes in the ownership or control of a hospital require careful and consistent communications about the transaction with the constituencies that it affects. Accordingly, hospital and health systems should:

- Work with the community to increase understanding of the issues involved in the change of ownership or control, the evaluation and decision-making process involved in the transaction, and how the transaction will benefit the community;
- Inform the appropriate state regulatory agencies of the terms of a transaction once a letter of intent (or memorandum of understanding) is signed;
- Work diligently with medical and nursing staff and employees who have not previously been involved in the potential change in ownership or control to alleviate any concerns regarding the need for their services; and
- Communicate to patients the effects, if any, of the transfer of control or ownership on how they obtain health care services, including continuity of care and availability facilities and service lines.

Achieving these objectives requires that hospital directors and executives develop a detailed communications plan that addresses each potential constituency. The communications plan should include the following:

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| <ul style="list-style-type: none"> • Objectives of the transaction and its parties; • Audiences to be addressed; • Implementation and start-up of new organization(s); • Methods of communicating (meetings, memos, emails, newsletters, videos); | <ul style="list-style-type: none"> • Impressions created to reinforce or dispel certain aspects of the transaction; • Objectives that need to be listed; • Frequency of communications; • How external/internal publics will feed into the communications process; and • How the media will be informed. |
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| REQUEST: | Provided Herewith | To Be Provided |
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| <i>A. Organizational History; Planning and Marketing</i> | | |
| 1. Copies of consultant’s reports or other information concerning operations or strategic plans of Hospital and each Affiliate. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 2. Copies of brochures and reports describing Hospital and each Affiliate. | [] | [] |
| <i>B. Corporate/Organizational Documents</i> | | |
| 1. List of each Affiliate, including, without limitation, any Affiliate that has been dissolved or terminated within the past five (5) years. List should include (i) name of Affiliate, (ii) form of organization/entity (e.g., partnership, corporation, LLC), (iii) jurisdiction of incorporation/formation/establishment, (iv) address of principal and other locations where such Affiliate is qualified/registered to do business, and (v) brief business description. | [] | [] |
| 2. Organizational chart reflecting the corporate organization and ownership structure among Hospital and the Affiliates. | [] | [] |
| 3. Copies of the Articles of Incorporation, Articles of Organization, Articles of Partnership, Partnership Agreement or similar charter documents, as amended to date, for Hospital and each Affiliate. | [] | [] |
| 4. Copies of Bylaws, Code of Regulations, Operating Agreements or similar organizational documents, as amended to date, for Hospital and each Affiliate. | [] | [] |
| 5. Copies of any Close Corporation Agreements, Shareholder’s Agreements and/or Trust Agreements, as amended to date, for Hospital and each Affiliate. | [] | [] |
| 6. Copies of the minutes from board, committee, shareholder/member/partner meetings for the past five (5) years for Hospital and each Affiliate. | [] | [] |
| 7. List of the current (i) trustees/directors, and (ii) officers for Hospital and each Affiliate. List should include terms and qualifications of each trustee/director and officer. | [] | [] |
| 8. Organizational chart of the hierarchy of officers and key managers at Hospital and each Affiliate (including names of those individuals serving in such positions). | [] | [] |
| 9. List of salary and any other compensation or payments (including, without limitation, any loan agreements) to any trustee/director and/or officer from Hospital or any Affiliate. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |

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| 10. Copies of Conflict of Interest statements executed by the trustees/directors of Hospital and each Affiliate for the past three (3) years. | [] | [] |
| 11. List of current shareholders/members/partner (“ equity holder ”) of Hospital and each Affiliate. List should include (i) number of interests held by equity holder, (ii) price paid by equity holder, and (iii) whether equity holder is a physician. | [] | [] |
| 12. Summary of (i) the number of shares/membership/partnership interests currently authorized, (ii) the number issued and outstanding, and (iii) outstanding options, warrants, rights and/or any other commits to issue interests in Hospital or any Affiliate. | [] | [] |
| 13. Copies (or description if oral) of any proxies, voting trusts, powers of attorney or similar agreements, formal or informal, with respect to voting interests in Hospital or any Affiliate. | [] | [] |
| 14. Copies of any stock purchase agreements, buy-sell agreements and other agreements or commitments that may establish limitations on the transfer of interests in Hospital or any Affiliate. | [] | [] |
| 15. Copies of any documents relating to the acquisition, establishment or divestiture of Hospital or any Affiliate. | [] | [] |
| 16. Summary of any commitment to make additional investments or to sell or otherwise transfer any current investments in Hospital or any Affiliate. | [] | [] |
| 17. Copies, including, without limitation, offering materials, federal and/or state securities filings, and any opinions of counsel, respecting compliance with or basis for exemption from federal and state securities laws with respect to the issuance and transfer of interests in Hospital or any Affiliate. | [] | [] |
| 18. Copies of the medical staff bylaws for Hospital and each Affiliate. | [] | [] |
| 19. Organizational chart reflecting the structure of the departments, committees and executives and the members thereof for Hospital and each Affiliate. | [] | [] |
| 20. Summary of all transactions (contracts, loans, contributions, etc.) between Hospital and any Affiliate during the past three (3) years. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 21. To the extent not otherwise provided, list of any ownership or similar relationship with an HMO, PPO or other third party payor or managed care company. | [] | [] |
| 22. Summary of all trusts and foundations of which Hospital or any Affiliate is the exclusive or primary beneficiary. | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| 23. To the extent not otherwise provided, copies of any other corporate, shareholder, membership, partnership or similar records material to Hospital or any Affiliate. | [] | [] |
| C. Regulatory/Accreditation Issues and Compliance | | |
| 1. Copies of all significant licenses, permits, registrations, certifications and authorizations issued by the United States federal, state or local authorities (“ Governmental Authority ”) to carry out the business or operations of Hospital and each Affiliate, including, without limitation, Medicare/Medicaid certification, DEA licenses and pharmacy permits. Copies should include relevant correspondence/ filings with the applicable Governmental Authority. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 2. Copies of all civil and criminal judgments, settlements, corporate integrity agreements or other agreements with any Governmental Authority entered into by Hospital or any Affiliate regarding conduct governed by the federal or state anti-kickback statutes, physician self-referral laws, beneficiary inducement laws, false claims acts, the Medicaid Rebate Statute or any other laws related to health care fraud and abuse (collectively, “ health care fraud and abuse laws ”). (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 3. Summary regarding the nature, status and outcome of any investigations by any Governmental Authority of Hospital or any Affiliate regarding conduct governed by the health care fraud and abuse laws. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 4. Summary of any current or past exclusion of Hospital or any Affiliate or any of Hospital’s or any Affiliate’s directors, officers or employees, from participation in any United States federal health care program. | [] | [] |
| 5. Copies of all Certificate of Needs (“ CON ”) held by Hospital or any Affiliate, including, without limitation, a list of facilities operating pursuant to a specific CON exception. Should also include copies of any documents regarding any administrative or judicial pending, threatened or completed within the past five (5) years involving Hospital or any Affiliate in connection with such CONs. | [] | [] |
| 6. Copies of audit reports issued by any Governmental Authority with respect to the business or operations of Hospital and each Affiliate within the past five (5) years. | [] | [] |

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| 7. Copies of accreditation letters from The Joint Commission,AMA, AOA and any other equivalent agency or authority for Hospital and each Affiliate. Should also include underlying survey letter and follow-up progress reports. | [] | [] |
| 8. Copies of (i) the regulatory compliance plan and policy, and (ii) the corporate ethics and compliance plan and policy for Hospital and each Affiliate. Should also include a copy of the form disclosure provided to patients by physician investors, if applicable. | [] | [] |
| 9. Copies of all necessary permits, licenses and compliance plans to operate the facilities of Hospital and each Affiliate, including, without limitation, air pollution emission permits, surface water discharge, identified waste disposal (landfill or sewer), or other industry specific or environmental related permits. | [] | [] |
| 10. Summary of radioactive and other hazardous materials used or hazardous or infectious wastes generated or located at the facilities of Hospital and each Affiliate. Summary should include copies of environmental reports, if any, and set forth (i) the nature of such hazardous or infectious materials and waste, (ii) how such hazardous or infectious materials and waste have been disposed of by Hospital and/or Affiliate, and (iii) information regarding the presence or removal of asbestos in any such facilities. | [] | [] |
| 11. Copies of engineer, safety, fire or other equivalent reports regarding the condition of the facilities of Hospital and each Affiliate, including, without limitation, all medical office buildings. | [] | [] |
| 12. List of any underground storage tanks and copies of notices given to any Governmental Authority by Hospital or any Affiliate regarding the existence of such tanks. | [] | [] |
| 13. List of properties owned, leased or operated by Hospital or any Affiliate that have at any time been used to treat, store, recycle, reuse or dispose of hazardous materials or waste. | [] | [] |
| 14. Copies of, or description of oral notice with respect to, any consent decree, citations, mandatory compliance plan, adverse inspection, finding of deficiency, finding of non-compliance, investigation, penalty, fine, sanction, assessment, audit, request for corrective or remedial action, or other compliance or enforcement-related action or communication from any Governmental Authority relating to environmental matters, zoning, tax, equal opportunity and anti-discrimination, food or drug or price control laws, health and safety of employees, etc. within the past three (3) years for Hospital and each Affiliate. | [] | [] |
| 15. To the extent not otherwise provided, copies of all submissions by Hospital and each Affiliate to any Governmental Authority related to emergency planning. | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| <i>D. Financial – Accounting and Tax Records</i> | | |
| 1. Copies of audited financial statements of Hospital and each Affiliate for the past four (4) fiscal years, together with accountants’ management letters. | [] | [] |
| 2. Copies of the most current interim financial statements and interim financial statements for the equivalent period for the preceding fiscal year for Hospital and each Affiliate. | [] | [] |
| 3. Copies of Internal Revenue Service (“IRS”), state and local tax and/or informational returns for Hospital and each Affiliate for the past three (3) years. | [] | [] |
| 4. Copies of any determination letters or similar correspondence or certification from the IRS and/or state taxing authorities regarding qualification of Hospital and any Affiliate that is qualified as an IRS Section 501(c)(3) organization or under any other federal tax exemption provision and analogous state tax exemption determination. Should also include copies of relevant correspondence, application form(s) and any letter or other confirmation received from the IRS and/or state taxing authority confirming that Hospital and any Affiliate meets qualification to avoid treatment as a private foundation under federal law and/or under equivalent provisions of state law. | [] | [] |
| 5. List providing the date of the latest IRS audit report for Hospital and each Affiliate and, if the audit report was issued within the past three (3) years, provide a copy of such audit report. | [] | [] |
| 6. Copies of all audits, 30-day and 90-day letters and revenue agent’s reports for Hospital and each Affiliate. | [] | [] |
| 7. Copies of all settlement documents and correspondence for the past three (3) years for Hospital and each Affiliate. Should also include any agreements waiving statute of limitations or extending time for assessment. | [] | [] |
| 8. Copies of any elections or selection of tax accounting methods under the Internal Revenue and summary of any changes in accounting methods or policies in the past three (3) years for Hospital and each Affiliate. | [] | [] |
| 9. Summary of any pending capital investment projects, improvement projects or construction in progress for Hospital and each Affiliate. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |

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| 10. Copies of all open Medicare cost reports, audit cost reports and NPRs for Hospital and each Affiliate for the past three (3) years. Should also include any audit adjustments and open appeals. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 11. Statistical information on patient consensus, patient days or admissions by doctor, patient transfer, Medicare case mix indexes, outpatient utilization, number of emergency room and operating room visits, and categorization of Medicare diagnosis related groups by admission for Hospital and each Affiliate. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 12. Copies of current detailed accounts receivable aging and summary of accounts receivable data for Hospital and each Affiliate for the past twelve (12) months. | [] | [] |
| 13. Copies of accounts payable data for the past twelve (12) months and internal computation of bad debts and contractual allowances for the past three (3) fiscal years for Hospital and each Affiliate. | [] | [] |
| 14. Summary of all inventory generally maintained by Hospital and each Affiliate. Summary should include a description of all inventory valuation and pricing policies. | [] | [] |
| 15. List and summary of all contingent liabilities for Hospital and each Affiliate. | [] | [] |
| 16. Copies of the complete detailed general ledger and detailed depreciation reports for Hospital and each Affiliate. | [] | [] |
| 17. Schedule of accrued paid time off balances for the employees of Hospital and each Affiliate. | [] | [] |
| 18. Copies of any Form 1099s issued to physicians and/or physician practice groups by Hospital or any Affiliate for the past five (5) years. | [] | [] |
| 19. Summary of any liabilities not otherwise reflected on the financial statements of Hospital or any Affiliate. | [] | [] |
| E. Contracts <i>(FOR EACH OF THE FOLLOWING, ALSO DESCRIBE ANY ASSIGNMENT AND/OR THE NATURE OF ANY EXISTING OR PAST DEFAULT)</i> | | |
| 1. Copies of agreements (with price terms deleted) between Hospital or any Affiliate and Medicare, Medicaid, HMOs, PPOs or any other third-party payor and managed care companies. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |

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| 2. To the extent not otherwise provided, copies of all documents, correspondence and other information relating to any alleged violations, orders, deficiencies or overpayments to any provider under any agreement provided pursuant to Section E.1 within the past five (5) years. | [] | [] |
| 3. To the extent not otherwise provided, copies of any agreements between Hospital or any Affiliate and any Governmental Authority. | [] | [] |
| 4. Copies of affiliation, shared service or other agreements between Hospital or any Affiliate and other hospitals, health systems, ambulatory surgery centers or other providers of health care services. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 5. Copies of affiliation, shared service or other agreements between Hospital or any Affiliate and other institutional providers of health care services. | [] | [] |
| 6. Copies of agreements between Hospital or any Affiliate and providers of ancillary services, material vendors and suppliers, third party administrators or billing and collection service providers. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 7. Copies of agreements between Hospital or any Affiliate relating to clinical research programs. | [] | [] |
| 8. Copies of service agreements between Hospital or any Affiliate and suppliers of personnel, maintenance, etc. with annual payments in excess of \$10,000. | [] | [] |
| 9. Copies of management agreements involving Hospital or any Affiliate. | [] | [] |
| 10. Copies of retainer agreements or other similar agreements between Hospital and any Affiliate and accounting and/or legal service providers. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 11. List of all providers of professional services (i.e., medical, accounting and legal) for Hospital and each Affiliate. List should include the amount paid to each such provider for the past five (5) years. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| 12. List of all agreements between Hospital and any Affiliate. List should include (i) a description of the services or items provided, (ii) compensation, and (iii) expiration date. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 13. Copies of any non-competition covenants and/or agreements binding Hospital or any Affiliate. | [] | [] |
| 14. To the extent not otherwise provided, copies of all loan agreements by Hospital or any Affiliate to any individual (including, physicians, employees, directors/trustees or officers). | [] | [] |
| 15. List of all agreements of Hospital or any Affiliate (including, without limitation, management, service, lease or otherwise) pursuant to which a party is permitted to manage, occupy or provide services in space financed with tax-exempt bonds. | [] | [] |
| 16. To the extent not otherwise provided, copies of any other material agreements imposing a significant or unusual commitment on Hospital or any Affiliate. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| <i>F. Assets – General</i> | | |
| 1. Summary of (including, without limitation, description, cost, current valuation and basis for same) all capital equipment of Hospital or any Affiliate that will be included within the scope of the affiliation. | [] | [] |
| 2. Copies of property leases and equipment leases of Hospital or any Affiliate that will be included within the scope of the affiliation. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 3. Summary of (including, without limitation, description, cost, current valuation and basis for same) all other equipment, inventory, supplies, etc. of Hospital or any Affiliate that will be included within the scope of the affiliation. | [] | [] |
| 4. Summary of (including, without limitation, description, cost, current valuation and basis for same) all software of Hospital or any Affiliate that will be included within the scope of the affiliation. | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| 5. To the extent not otherwise provided, copies of any other lease, license or other agreement that establishes or effects the rights to use Hospital's or any Affiliate's assets that will be included within the scope of the affiliation. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 6. Summary of (including, without limitation, name, cost, market value, term and performance for the past three (3) years) all investments of Hospital or any Affiliate that will be included within the scope of the affiliation. | [] | [] |
| 7. Copies of all other relevant information/documentation regarding the ownership and valuation of the assets that will be included within the scope of the affiliation (e.g., appraisals, UCC, tax judgment or other liens against the assets). | [] | [] |
| <i>G. Intangible Assets</i> | | |
| 1. List of names, patents, copyrights, trademarks, service marks or other ownership interest in any other intellectual property used in the business and operations of Hospital and each Affiliate that will be included within the scope of the affiliation. Should also include copies of registration and rights to use of same, including, without limitation, (i) all patents, patent applications and descriptions of inventions considered patentable, (ii) all registrations and/or renewals of trademarks and service marks, and (iii) any license agreements. | [] | [] |
| 2. Copies, or summary, of all other relevant documentation regarding rights to and valuation of intangible assets of Hospital or any Affiliate that will be included within the scope of the affiliation. | [] | [] |
| <i>H. Real Estate</i> | | |
| 1. List of all real estate owned by Hospital or any Affiliate and any other real estate that will be included within the scope of the affiliation. | [] | [] |
| 2. Copies of deeds and surveys for all real estate owned by Hospital or any Affiliate. | [] | [] |
| 3. Copies of all previously issued title insurance policy or title opinions on any real property owned by Hospital or any Affiliate. | [] | [] |
| 4. Copies of planning, building and zoning permits, variances and/or other similar approvals for any real property owned by Hospital or any Affiliate. | [] | [] |
| 5. Copies of all real property leases entered into by Hospital or any Affiliate. Should also include a list of all leasehold improvements pursuant to any of the foregoing real property leases. | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| <i>I. Debt and Other Long-Term Liabilities and Obligations</i> | | |
| 1. Description of bonds or other similar long-term obligations of Hospital and any Affiliate. Description should include, without limitation, (i) financial terms, (ii) current debt service and coverage obligations, (iii) security interests, (iv) prepayment/funding obligations, (v) significant negative covenants, and (vi) material defaults in the past ten (10) years. | [] | [] |
| 2. Copies of, and all documents related to, any notes, security agreements, mortgages, line of credit agreements, guarantees, loan-related indemnifications or any other similar loan documents entered into by Hospital or any Affiliate. | [] | [] |
| 3. To the extent not otherwise provided, copies, or summaries, of any other long-term financial obligations of Hospital or any Affiliate. | [] | [] |
| 4. Copies of the description of Hospital or any Affiliate used in offering circulars, official statements, private placement memoranda or other similar financial documents within the past five (5) years. | [] | [] |
| 5. Copies of the index to any closing transcript of any transaction (e.g., asset purchase, stock purchase, etc.) of Hospital or any Affiliate within the past five (5) years. | [] | [] |
| <i>J. Operational Liabilities</i> | | |
| 1. Summary of, in general terms, participation in and valuation of exposure under risk-sharing or similar arrangements between Hospital or any Affiliate and third party payors or other providers. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| <i>K. Physician Services</i> | | |
| 1. Copies of all agreements between Hospital or any Affiliate and physician(s) or physician practice group(s) currently in force, including, without limitation, employment agreements, consulting agreements, professional services agreements, research agreements and independent contractor agreements (each a “PSA”). (ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 2. Summary of all severance or other non-pension plan deferred obligations under any PSA. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| 3. Summary of physician recruitment history during the past five (5) years for Hospital and each Affiliate. Summary should include policy regarding loans, subsidies and other incentives used to recruit and retain physicians. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 4. Summary of participation by physicians and/or their employees in Hospital or any Affiliate benefit programs. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 5. List of physicians on Hospital's and each Affiliate's medical staff (active, provisional, consulting, courtesy and allied). List should include (i) physician specialty, (ii) board certification(s), and (iii) practice location. | [] | [] |
| 6. Copies of medical staff appointment and credentialing policies and procedures for Hospital and each Affiliate. | [] | [] |
| 7. Copies of peer review organization notices and reports received by Hospital or any Affiliate. | [] | [] |
| 8. Summary of all disciplinary actions taken (or pending) by Hospital, any Affiliate or any peer review organization, against physicians during the past three (3) years. | [] | [] |
| <i>L. Labor and Employment</i> | | |
| 1. Organizational chart covering all employees for Hospital and each Affiliate. | [] | [] |
| 2. List of all current full-time, part-time and temporary employees of Hospital and each Affiliate. | [] | [] |
| 3. To the extent not otherwise provided, copies, or summary, of any agreement (including employment agreements) between Hospital or any Affiliate and any senior executive employee of Hospital or any Affiliate. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 4. Summary describing the benefits provided by Hospital and each Affiliate. Summary should include benefits relating to (i) pension, profit-sharing or other retirement plans, (ii) other severance/retirement benefits, (iii) vacation/sick leave policy, (iv) health insurance, (v) life insurance, and (vi) any other employee benefit plans or programs. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| 5. Summary of any management incentive programs in effect for Hospital and each Affiliate and list of all employees eligible for such programs. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 6. Copies of separation or release agreements between Hospital or any Affiliate and any current or former employees or applicants. | [] | [] |
| 7. Copies of any collective bargaining agreements of Hospital or any Affiliate. | [] | [] |
| 8. Summary of any union organization activity, strikes or labor disputes at Hospital or any Affiliate. | [] | [] |
| 9. Summary of any unfair labor practice claims against Hospital or any Affiliate. | [] | [] |
| 10. Copies of employee manuals, handbooks and any other relevant materials of Hospital or any Affiliate regarding employee matters that may not be included in manuals or handbooks (e.g. policies and procedures regarding drug and alcohol testing, blood testing, pre- and post-employment medical examinations). | [] | [] |
| 11. Summary of the procedures undertaken by Hospital and each Affiliate to comply with COBRA and EEOC requirements. | [] | [] |
| 12. List of all employees of Hospital or any Affiliate who are not citizens or resident aliens (i.e., “greencard holders”) of the United States. Should also include documentation of I-9 (Immigration Act) compliance. | [] | [] |
| 13. List of all positions at Hospital or any Affiliate that are funded in whole or in part by grants or contracts with any Governmental Authority. | [] | [] |
| 14. To the extent not otherwise provided, copies of all consultant and other independent contractor agreements entered into by Hospital or any Affiliate. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 15. Statistical information regarding age and length of service for employees of Hospital and each Affiliate. | [] | [] |
| 16. List of outstanding contractual grievances, pending arbitrations and recently concluded arbitrations involving Hospital or any Affiliate. Should also include summary of the issues raised in the foregoing grievances and/or arbitrations. | [] | [] |
| 17. Copies of all arbitration decisions, settled arbitrations and settled grievances that interpret a collective bargaining agreement of Hospital or any Affiliate. | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| 18. List of all outstanding litigation (including employee litigation) involving Hospital or any Affiliate. | [] | [] |
| 19. Copies of recent decisions, settlements, consent decrees, conciliation and compliance agreements issued by the National Labor Relations Board, National Mediation Board, Equal Employment Opportunity Commission, State and Local Fair Employment Practices Agencies, Federal and State Departments of Labor, state boards and agencies and any other Governmental Authority involving Hospital or any Affiliate. Should also include copies, or summary, of any current, recently completed or anticipated investigations or any threatened or pending claims by any of the foregoing entities against the Hospital or any Affiliate for any employment matter (e.g., wage and hour, human rights violations, OSHA, employee benefits litigation, etc.). | [] | [] |
| 20. Copies of OSHA Form 2000 (log of injuries and illnesses) for the past five (5) years for Hospital and each Affiliate. | [] | [] |
| 21. Copies of the affirmative action manual for Hospital and each Affiliate. | [] | [] |
| 22. Summary of current experience rating of Hospital and each Affiliate from the applicable state employment security commission. | [] | [] |
| <p>23. Copies of applicable qualified retirement plans (defined contribution/ defined benefit) of Hospital and each Affiliate together with copies of the following, as applicable:</p> <ul style="list-style-type: none"> • most recent plan document and trust agreement; • corporate resolution adopting plan; • plan amendments; • all governmental agency rulings and IRS determination letters; • most recent summary plan description; • three (3) most recent Form 5500s; • most recent actuarial and financial reports; • allocation reports and coverage and nondiscrimination test runs for the last three (3) years; • any correspondence from the IRS, PBGC or Department of Labor regarding the plan or trust; • any open requests for IRS rulings or letters; • insurance contract held by plan; • documentation of any claims against the plan or plan fiduciaries; and • any returns, correspondence or other documentation regarding prohibited transactions with the plan. <p>(POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.)</p> | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| <p>24. Copies of applicable welfare benefit plans (and related summary plan description) of Hospital and each Affiliate together with copies of the following, as applicable:</p> <ul style="list-style-type: none"> • health and dental plans and COBRA notification forms; • trust document (if plan assets held in trust); • group term life insurance plan; • short- and long-term disability plans; • cafeteria/flexible benefits plan; • dependent care assistance plan; • educational assistance plan/program; • employee assistance program; • deferred compensation arrangements and rabbi trust; • severance or salary continuation arrangements; • supplemental unemployment benefit; • incentive compensation arrangements; • stock option plans, restricted stock agreements, phantom stock plan or other stock-based compensation arrangement; • bonus arrangements; • vacation policies; • employee fringe benefits (e.g., club and membership dues, hospital-provided automobile, etc.); • director/trustee plans/benefits; • retiree benefits; • other employee benefit arrangements; • correspondence or other documentation from the IRS, Department of Labor or possible claimant; • if any plan had 100 or more participants at the beginning of the last three (3) plan years, provide copies of the Form 5500s for the last three (3) years; and • Form 5500s for the last three (3) years for cafeteria plan and educational assistance plan (regardless of the number of participants). <p>(POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.)</p> | [] | [] |
| <i>M. Insurance and Claims</i> | | |
| 1. Copies of all insurance policies of Hospital and each Affiliate. Should also include a summary of amounts, deductibles and options regarding tail coverage. | [] | [] |
| 2. List of all matters resolved or settled within the past five (5) years involving Hospital or any Affiliate in which compensation was paid. | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| 3. List of all matters referred to by insurance carriers as “claims,” “incidents” or “circumstances” during the past two (2) years for Hospital and each Affiliate. | [] | [] |
| 4. Summary of the risk management program for Hospital and each Affiliate. | [] | [] |
| 5. To the extent not otherwise provided, copies of directors and officers liability insurance policies for Hospital and each Affiliate. | [] | [] |
| 6. To the extent not otherwise provided, copies of fidelity insurance or similar risk protection for Hospital and each Affiliate. | [] | [] |
| 7. Summary of stop-loss or reinsurance with respect to “at risk” component of managed care obligations for Hospital and each Affiliate. | [] | [] |
| 8. To the extent not otherwise provided, summary of any other insurance arrangements applicable to the business and/or assets of Hospital or any Affiliate (and with respect to any of the properties utilized by Hospital or any Affiliate). | [] | [] |
| 9. Summary of valuation and right to realize equity interest/investment in any mutual or similar insurance organization for Hospital and each Affiliate. | [] | [] |
| 10. Summary of any self-insurance program, current status of funding for possible claims thereunder and description of reinsurance for Hospital and each Affiliate. | [] | [] |
| 11. List of known lapses in insurance coverage or any risks that there are self-insured but would ordinarily be insured against, occurring at any time during the period for which the financial statements are furnished for Hospital and each Affiliate. | [] | [] |
| <i>N. Other Litigation</i> | | |
| 1. To the extent not otherwise provided, list of all pending litigation against Hospital or any Affiliate, the prayer for which exceeds \$50,000 or does not specifically state the amount of damages sought. | [] | [] |
| 2. To the extent not otherwise provided, copies of any injunctions, court orders or consent decrees to which Hospital or any Affiliate is subject. | [] | [] |
| 3. To the extent not otherwise provided, list of all investigations, inquiries, legal, administrative or arbitration proceeds or any event which might result in litigation or similar action against Hospital or any Affiliate. | [] | [] |
| 4. To the extent not otherwise provided, copies of all counsel letters to independent public accountants regarding pending or threatened litigation that were furnished to or that include Hospital or any Affiliate. | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| <i>O. Miscellaneous</i> | | |
| 1. Summary of the Hill-Burton obligations of Hospital and each Affiliate. | [] | [] |
| 2. Summary of any religious guidelines for patient care of Hospital and each Affiliate. | [] | [] |
| 3. Summary of the charity care policy for Hospital and each Affiliate. | [] | [] |
| 4. Summary of the policies, practice and circumstances of Hospital and each Affiliate relating to (i) abortion – therapeutic, (ii) abortion – elective, (iii) sterilization, (iv) tubal ligations, (v) vasectomies, and (vi) contraception (other). | [] | [] |
| 5. Summary of do-not-resuscitate orders, living wills and right-to-die policies for Hospital and each Affiliate. | [] | [] |
| 6. Summary of patient consent policies for Hospital and each Affiliate. | [] | [] |
| 7. Summary of policies for Hospital and each Affiliate regarding individuals living with HIV/AIDS. | [] | [] |
| 8. Summary of human investigations by Hospital or any Affiliate. Should include summary of ethics committee: membership, purpose and recent outcomes. | [] | [] |
| 9. Summary of pastoral care policies for Hospital and each Affiliate. | [] | [] |
| 10. Copy of the Mission Statement for Hospital and each Affiliate. | [] | [] |
| 11. Summary of recent patient questionnaire responses and methods of addressing complaints for Hospital and each Affiliate. Should also include copies of customer service documents (e.g., complaint resolution documents, corrective action documents, etc.). | [] | [] |
| 12. Copies of HIPAA policies, procedures, manuals, etc. for Hospital and each Affiliate. | [] | [] |
| 13. Copies of Business Associates Agreements entered into by Hospital or any Affiliate. | [] | [] |
| 14. Copies of EMTALA policies, procedures, manuals, etc. for Hospital and each Affiliate. | [] | [] |
| 15. Copies of CLIA policies, procedures, manuals, etc. for Hospital and each Affiliate. | [] | [] |
| 16. Copies of medical records retention policies and procedures for Hospital and each Affiliate. | [] | [] |
| 17. Copies of corporate ethics and compliance programs and policies for Hospital and each Affiliate. Should also include a summary of all actions and investigations regarding the violation of such policies and procedures. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |

| REQUEST: | Provided Herewith | To Be Provided |
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| 18. To the extent not otherwise provided, copies of complaints or reports from the Office for Civil Rights of the Centers for Medicare and Medicaid Services involving to Hospital or any Affiliate. | [] | [] |
| 19. Copies of the National Practitioner Data Bank reports for Hospital and each Affiliate for the past three (3) years. | [] | [] |
| 20. Summary of physician attitude surveys and employee surveys for Hospital and each Affiliate. | [] | [] |
| 21. Copies of policies and procedures for quality review, assessment, improvement or assurance programs for Hospital and each Affiliate. Should include copies of committee minutes addressing such programs. | [] | [] |
| 22. Summary of the information systems of Hospital and each Affiliate. | [] | [] |
| 23. Copies of any reports filed during the past three (3) years relating to errors or accidents involving blood or biological products at Hospital or any Affiliate. | [] | [] |
| 24. Copies of Conflict of Interest policies and procedures for Hospital and each Affiliate. Should also include a summary of all actions and investigations regarding the violation of such policies and procedures. (POTENTIAL ANTITRUST CONCERNS REQUIRE DISTRIBUTION ONLY TO OUTSIDE LEGAL COUNSEL OR APPROPRIATE THIRD PARTY CONSULTANTS.) | [] | [] |
| 25. To the extent not otherwise provided, summary of the material terms of all transactions with “disqualified persons” by Hospital or any Affiliate and copies of relevant documentation regarding the same. | [] | [] |
| 26. List of actual and pending gifts and/or endowments for the benefit of Hospital or any Affiliate. List should include a summary of the basic terms of such gifts and/or endowments. | [] | [] |
| 27. Summary of any lobbying activities or political campaign contributions by Hospital or any Affiliate for the past ten (10) years. | [] | [] |