

ADDITIONAL ATTACHMENTS

Sect. 999.5(d)(11)(A)

Any board minutes or other documents relating or referring to consideration by the board of directors of the applicant and any related entity, or any committee thereof of the agreement or transaction or of any other possible transaction involving any of the health facilities or facilities that provide similar health care services that are the subject of agreement or transaction.

The resolution of the board approving the selection of Adventist Health as affiliation partner and the execution and delivery of the Affiliation Agreement with Adventist Health is attached (Tab (8)). The affiliation process commenced in December of 2017 following the Applicant's board's adoption of a resolution in that month, directing the Applicant's officers to commence a strategic analysis of the Applicant's future direction (Tab (1)(c)). Following that direction, the Applicant's Chairman of the Board and CEO, its President, Kaufman Hall (the advisory firm engaged by the Applicant for this purpose), the Applicant's legal counsel and one of its corporate members formed an informal committee or group to consider and analyze strategic alternatives. This committee or group determined at an early stage of the process that affiliation with a major health care system was in the Applicant's best interests, and that there were two such systems that should be considered as affiliation partners, namely, Adventist Health and Dignity Health. Thereupon, Kaufman Hall developed and sent to each of these systems a request for indications of interest (Tabs (2)(D) – 1 and (2)(D) – 2). Responses from each were received in April 18, 2018 (Tabs (2)(D) – 3 and (2)(D) – 4), and Kaufman Hall prepared summaries of each proposal to assist in the analytic process (Tab (2)(D) – 5), all of which were reviewed and discussed by the committee or group, ultimately leading to the decision to seek an affiliation with Adventist Health. This committee or group did not prepare minutes or other documentation of the decision making process.