

Sect. 999.5(d)(5)(F)

For each health facility or facility that provides similar health care services that is the subject of the agreement or transaction, all existing documents setting forth any guarantees made by any entity that would be taking over operation or control of the health facility or facility that provides similar health care service relating to employee job security and retraining, or the continuation of current staffing levels and policies, employee wages, salaries, benefits, working conditions and employment protections.

The Affiliation Agreement at Section 3.12 (Tab (1)(B) – 1) addresses retention of existing employees of the Applicant by Adventist Health. The Affiliation Agreement is the only document that contains employee retention obligations on the part of Adventist Health or any other person in connection with the proposed transaction. Under Section 3.12 of the Affiliation Agreement, all Applicant employees in good standing will remain Applicant employees or, as determined by Adventist Health, will become employees of one of Adventist Health affiliates, Cerner or Jones Lang LaSalle. Section 3.12 obligates Adventist Health, its affiliates, Cerner or Jones Lang LaSalle to maintain all Applicant employees at current rates of compensation and current benefits for a period of 180 days following the closing except up a showing of good cause or as an employee otherwise may agree. Section 3.12 imposes a variety of other obligations on Adventist Health relative to retention of existing employees, subject to a variety of business based exceptions. Generally, after 180 days following the closing, the terms and conditions of employment of the Applicant's employees are subject to review by Adventist Health, although it is contemplated that employees of the Applicant will either remain employees of the Applicant or of Adventist Health or an affiliate, in substantially similar positions under substantially similar terms and conditions of employment, including compensation and benefits. (Adventist Health delivered a clarifying letter dated February 13, 2019 relating to treatment of employees, attached at the end of the Affiliation Agreement at Tab (1)(B)-1.)