

15) *Provide all responses received from Adventist Health and Dignity Health to the questions specified in the Kauffman Hall and Associates Proposal Summary dated April 26, 2018 and attached as Tab 2(D)(5).*

Sam DiSalvo of Kauffmann Hall and Associates advises that the questions outlined in the Proposal Summary were meant only for internal discussion and consideration and never were posed directly to either Dignity Health or Adventist Health. Instead, these questions were discussed with both parties directly in person during the subsequent meetings with Dignity Health and Adventist Health. Attached are agendas for the March 30, 2018 meeting with Dignity Health, the April 5, 2018 meeting with Adventist Health, and the May 14, 2018 meeting with Adventist Health. There also was a meeting on July 13, 2018 with Dignity Health, but no agenda was prepared for that meeting

## Delano Regional Medical Center

### Meeting with Dignity Health

Friday, March 30, 2018 – 10:30 AM to 12:00 PM

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#### Meeting Location

Kaufman Hall Office (El Segundo)  
2101 Rosecrans Avenue, Suite 6200  
El Segundo, California 90245

*Note: Please park in the visitor parking section of the office parking structure (entrance on Nash Street), validation will be provided.*

#### Participants

Dignity Health	Delano Regional Medical Center
<ul style="list-style-type: none"><li>• Mike Castillo, Chief Strategy Officer - Physician Integration</li><li>• Jon VanBoening, Bakersfield Memorial Hospital President</li><li>• Peggy Sanborn, Vice President Partnership Integration, Strategic Growth</li><li>• Brian Bernardo, System Senior Director, Diversified Partnerships and Mergers &amp; Acquisitions</li></ul>	<ul style="list-style-type: none"><li>• Wesley Bilson, Member</li><li>• Bill Noble, CEO</li><li>• Bahram Ghaffari, President</li><li>• Steve Hollis, Kaufman Hall</li><li>• Sam DiSalvo, Kaufman Hall</li></ul>

#### Discussion Agenda

- 1) Introductions
- 2) Background on Delano's Strategic Options Process
- 3) Q&A and Discussion
- 4) Next Steps

*Please call Sam DiSalvo at Kaufman Hall with any questions at 614-506-6677*

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## Delano Regional Medical Center

### Meeting with Adventist Health

Thursday, April 5, 2018 – 2:00 PM to 3:30 PM

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#### Meeting Location

Kaufman Hall Office

2101 Rosecrans Avenue, Suite 6200

El Segundo, California 90245

*Note: Please park in the visitor parking section of the office parking structure (entrance on Nash Street), validation will be provided.*

#### Participants

Adventist Health	Delano Regional Medical Center
<ul style="list-style-type: none"><li>• Bill Wing, President (System)</li><li>• Joe Reppert, CFO (System)</li><li>• Bob Beehler, VP, Market Development, Mergers &amp; Acquisitions</li></ul>	<ul style="list-style-type: none"><li>• Wesley Bilson, Member</li><li>• Bill Noble, Chairman and CEO</li><li>• Bahram Ghaffari, President</li><li>• Steve Hollis, Kaufman Hall</li><li>• Sam DiSalvo, Kaufman Hall</li></ul>

#### Discussion Agenda

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## Delano Regional Medical Center

### Meeting with Adventist Health

Monday, May 14, 2018 – 11:30 AM to 1:30 PM

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#### Meeting Location

Kaufman Hall Office

2101 Rosecrans Avenue, Suite 6200

El Segundo, California 90245

*Note: Please park in the visitor parking section of the office parking structure (entrance on Nash Street), validation will be provided.*

#### Participants

Adventist Health	Delano Regional Medical Center
<ul style="list-style-type: none"><li>• Scott Reiner, CEO</li><li>• Bill Wing, President</li><li>• Joe Reppert, CFO</li><li>• Bob Beehler, VP, Market Development, Mergers &amp; Acquisitions</li></ul>	<ul style="list-style-type: none"><li>• Wesley Bilson, Member</li><li>• Bill Noble, Chairman and CEO</li><li>• Bahram Ghaffari, President</li><li>• Steve Hollis, Kaufman Hall</li><li>• Sam DiSalvo, Kaufman Hall</li></ul>

#### Discussion Topics and Questions

1. Management
  - a. What is the anticipated experience and background for the executive management/ leadership team at Delano under your proposal? Delano wants to ensure that management of the hospital within the Adventist system is highly experienced and stable (not “revolving door”).
  - b. How will they be identified and selected?
2. Governance
  - a. Can you describe the relationship of the proposed local board with the Adventist system board, as well as with local and regional executive management?
  - b. Does Adventist pay its board members a stipend?
  - c. Delano believes current board may need to be expanded/ augmented under Adventist’s proposed structure. Will Adventist collaborate with Delano to select additional members?
3. Capital projects
  - a. Will Adventist commit to the development of a Freestanding OB project with Delano (including assistance with recruitment of necessary clinical staff)?
  - b. What would be the process to evaluate this project in order to include as a transaction commitment within the LOI and/or Definitive Agreement?
4. Information systems
  - a. Does Adventist agree to fund any updates necessary to integrate IT systems?
  - b. Given both organizations are already on Cerner, how does this affect views on system integration?
  - c. What would timeframe be for integrating IT systems?
  - d. Can Adventist make a commitment regarding timing of system integration?

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5. Employees
  - a. Would Adventist commit to retaining current employees for a period of time?
  - b. What departments at Delano do you expect to be centralized?
6. Physician platforms
  - a. What physician platforms are used in the Central California Region?
  - b. What process would you suggest to more fully evaluate opportunity to leverage existing platforms to enhance Delano's capabilities?
  - c. How could these platforms be leveraged at Delano?
7. Population health
  - a. How many managed lives in are currently in the southern portion of the Central California Region? Are there plans to further develop?
  - b. Do you currently have any active IPAs in Kern County?
  - c. How many employed physicians do you have in Bakersfield and Hanford?
8. Adventist system background
  - a. Can you describe Adventist's corporate structure (i.e., religious relationship, as well as Stone Point entity)?
  - b. Given the variety of activities occurring throughout the system, does Adventist have the bandwidth to dedicate necessary resources to successful transaction execution and integration at Delano?
  - c. Can you confirm that Adventist as a system has no (or minimal) additional anticipated costs for its facilities to be seismically compliant after 2030 that would affect the system's overall financial position?
  - d. Can you provide an update on the recently announced transaction in Northern California with St. Joseph Health?
9. Process and transaction execution
  - a. How long would you need to complete a transaction?
  - b. Have you made any initial assessments regarding anticipated regulatory approval (i.e., Hart-Scott-Rodino and California Attorney General)?
  - c. What due diligence would Adventist need to do to execute a LOI?
  - d. What due diligence would be needed for a Definitive Agreement?

*Please call Sam DiSalvo at Kaufman Hall with any questions at 614-506-6677*

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## Delano Regional Medical Center

Meeting with Adventist Health

Thursday, November 8, 2018 – 2:30 to 4:30 PM

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### Meeting Location

Kaufman Hall Office

2101 Rosecrans Avenue, Suite 6200

El Segundo, California 90245

*Note: Please park in the visitor parking section of the office parking structure (entrance on Nash Street), validation will be provided.*

### Conference Line

Dial-in: 888-450-5996 / Passcode: 596993

### Participants

Adventist Health	Delano Regional Medical Center
<ul style="list-style-type: none"><li>• Bob Beehler, VP, Market Development, Mergers &amp; Acquisitions</li><li>• Joe Reppert, CFO (System)</li><li>• Jeremy Lemos, Manager, Market Development, Mergers &amp; Acquisitions</li><li>• Bill Wing, President (System)*</li><li>• Dan Settelmayer, Latham &amp; Watkins*</li></ul>	<ul style="list-style-type: none"><li>• Wesley Bilson, Member</li><li>• Bill Noble, Chairman and CEO</li><li>• Bahram Ghaffari, President</li><li>• Sam DiSalvo, Kaufman Hall</li><li>• Mark Schieble, Foley &amp; Lardner*</li></ul>

*\*Participating via telephone*

### Discussion Topics

- 1) Scope and Plans for OB Project
- 2) Definitive Agreement Open Items
- 3) Communications Planning
- 4) Due Diligence Update
- 5) Other Questions
- 6) Timing and Next Steps