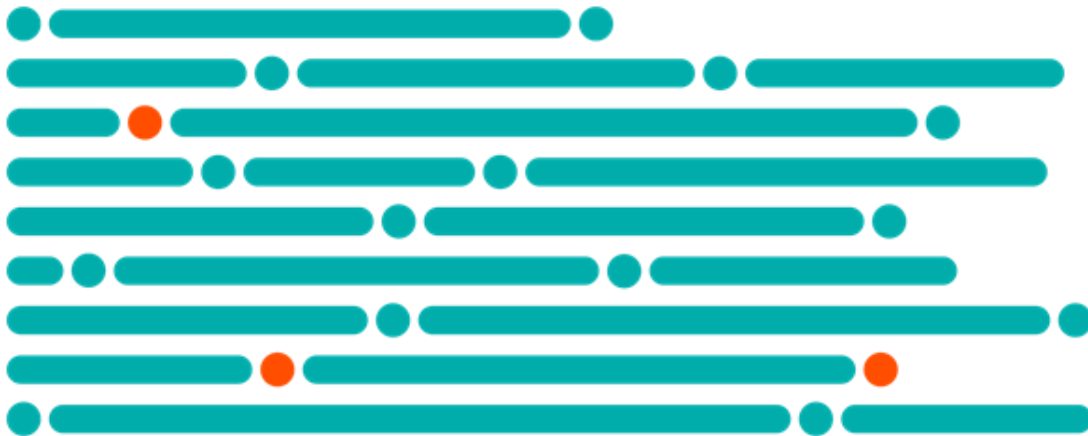


Effect of the Ministry Alignment Agreement  
between Dignity Health and Catholic Health  
Initiatives on the Availability and Accessibility of  
Healthcare Services to the Communities Served by  
Dignity Health's Hospitals Located in Yolo County

Prepared for the Office of the California Attorney General

August 20, 2018



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## Introduction & Purpose

JD Healthcare, Inc. and Vizient, Inc. were retained by the Office of the California Attorney General to prepare this healthcare impact statement to assess the potential impact of the proposed Ministry Alignment Agreement by and between Dignity Health, a California nonprofit public benefit corporation, and Catholic Health Initiatives, a Colorado nonprofit corporation (CHI), on the availability and accessibility of healthcare services to the communities served by Dignity Health's hospital located in Yolo County. Dignity Health owns and operates 31 general acute care hospitals in California, including one in Yolo County: Woodland Memorial Hospital, located in Woodland.

CHI is the parent organization of several nonprofit corporations that own and/or operate over 100 hospitals in 18 states. CHI neither owns, nor controls any general acute care hospitals or other facilities in California. CHI is a Catholic organization.

### *Introduction*

Catholic Health Care Federation (CHCF) is a public juridic person<sup>1</sup> within the meaning of Canon Law and the canonical sponsor<sup>2</sup> of CHI.

While Dignity Health is not a Catholic organization, its Catholic hospitals are sponsored by six congregations of Women Religious<sup>3</sup>. Dignity Health owns and operates 31 general acute care hospitals in California<sup>4</sup>. Nineteen of the 31 California hospitals are Catholic and 12 are non-Catholic hospitals (also referred to as community hospitals). Four of the 12 non-Catholic general acute care hospitals are owned by separately incorporated California nonprofit public benefit corporations that have Dignity Health as their sole corporate member<sup>5</sup>. Dignity Health also owns and operates five hospitals in Arizona and three hospitals in Nevada.

The following summary chart is a list of Dignity Health owned and operated hospitals<sup>6</sup>.

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<sup>1</sup> A public juridic person is a group or persons approved by the Roman Catholic Church to oversee and ensure that the mission of its healthcare organization is carried out according to Catholic principles.

<sup>2</sup> The Catholic Health Association has defined canonical sponsorship of a healthcare ministry as a formal relationship between an authorized Catholic organization and a legally formed system, hospital, clinic, nursing home (or other institution) entered into for the sake of promoting and sustaining Christ's healing ministry to people in need.

<sup>3</sup> A group of Roman Catholic women who dedicate their lives to the Gospel of Jesus Christ and take vows of poverty, chastity, obedience and service. The six congregations are: Sisters of Mercy of the Americas, Sister of Charity of the Incarnate Word, Dominican Sisters of San Rafael, Sisters of St. Francis of Penance and Christian Charity, Adrian Dominican Sisters and the Congregation of Sisters of St. Dominic of St. Catherine of Siena. Dignity Health's sponsorship council is comprised of one sister from each congregation.

<sup>4</sup> The California Department of Public Health has issued twenty-eight general acute care hospital licenses with respect to these 31 facilities. Marian Regional Medical Center, Arroyo Grande Campus operates under a consolidated license issued to Marian Regional Medical Center, and Mercy Southwest Hospital operates under a consolidated license issued to Mercy Hospital (in Bakersfield).

<sup>5</sup> The four facilities are Bakersfield Memorial Hospital, Community Hospital of San Bernardino, Saint Francis Memorial Hospital, and Sierra Nevada Memorial-Miners Hospital.

<sup>6</sup> St. Joseph's Medical Center of Stockton and St. Joseph Behavioral Health Center are owned by Port City Operating Company, LLC, a joint venture between Kaiser Foundation Hospitals and Dignity Health. Dignity Health owns 80% of Port City Operating Company, LLC, and Kaiser Foundation Hospitals owns the remaining 20%.

# Dignity Health

## Arizona Hospitals

- Arizona General Hospital<sup>1\*</sup>
- Chandler Regional Medical Center\*
- Mercy Gilbert Medical Center
- St. Joseph's Hospital and Medical Center
- St. Joseph's Westgate Medical Center

## California Hospitals

### Dignity Health Owned Hospitals

- Dominican Hospital
- Marian Regional Medical Center
- Marian Regional Medical Center, Arroyo Grande Campus\*
- Marian Regional Medical Center West
- Mercy General Hospital
- Mercy Hospital
- Mercy Hospital of Folsom
- Mercy Medical Center Merced
- Mercy Medical Center Mt. Shasta
- Mercy Medical Center Redding
- Mercy San Juan Medical Center
- Mercy Southwest Hospital
- St. Bernardine Medical Center
- St. Elizabeth Community Medical Center
- St. John's Pleasant Valley Hospital
- St. John's Regional Medical Center
- St. Joseph's Medical Center of Stockton
- St. Joseph's Behavioral Health Center
- St. Mary Medical Center
- St. Mary's Medical Center
- California Hospital Medical Center\*
- French Hospital Medical Center\*
- Glendale Memorial Hospital\*
- Methodist Hospital of Sacramento\*
- Northridge Hospital Medical Center\*
- Sequoia Hospital\*
- Woodland Memorial Hospital\*

### Subsidiary Hospitals

- Bakersfield Memorial Hospital\*
- Community Hospital of San Bernardino\*
- Saint Francis Memorial Hospital\*
- Sierra Nevada Memorial- Miners Hospital\*

## Nevada Hospitals

- St. Rose Dominican, Rose de Lima Campus
- St. Rose Dominican, San Martin Campus
- St. Rose Dominican, Siena Campus

\*Denotes non-Catholic hospitals. All other hospitals are ministries of the Catholic Church

<sup>1</sup>Arizona General Hospital is owned by a separate limited liability company of which Dignity Health is the sole corporate member

In addition to the hospitals listed above, Dignity Health has a management agreement with Mark Twain Medical Center Corporation, a California nonprofit public benefit corporation, to operate Mark Twain Medical Center, a 25-bed critical access hospital<sup>7</sup> located at 768 Mountain Ranch Road, San Andreas, California. Mark Twain Medical Center is leased by Mark Twain Medical Center Corporation from the Mark Twain Healthcare District. The current lease agreement with Mark Twain Healthcare District expires on December 31, 2019. On June 6, 2018, the voters in the Healthcare District approved Ballot Measure A to enter into a new 30-year lease for Mark Twain Medical Center.

<sup>7</sup> A critical access hospital is a designation given to eligible rural hospitals, or those grandfathered as rural, by the Centers for Medicare and Medicaid Services. Conditions to obtain a Critical Access Hospital designation include having less than or equal to 25 acute care beds, being located more than 35 miles from another hospital, maintaining an annual average length of stay of 96 hours or less for acute care patients and providing 24-hour emergency care services.

***Purpose***

This healthcare impact statement describes the potential effects that the proposed transaction may have on the availability and accessibility of healthcare services to the residents served by Woodland Memorial Hospital.

In preparation of this report, JD Healthcare, Inc. and Vizient, Inc. performed the following:

- A review of the written notice delivered to the California Attorney General on March 29, 2018 and supplemental information subsequently provided by Dignity Health;
- A review of press releases and articles related to this and other hospital transactions;
- Interviews with representatives of Dignity Health;
- An analysis of financial, utilization, and service information provided by Dignity Health and the California Office of Statewide Health Planning and Development (OSHPD); and
- An analysis of publicly available data related to service areas for Woodland Memorial Hospital including hospital utilization rates and trends and hospital inpatient market share.

## Background & Description of the Transaction

### ***Background***

Dignity Health was formerly known as Catholic Healthcare West. Catholic Healthcare West was founded in 1986 when the Sisters of Mercy Burlingame Regional Community and the Sisters of Mercy Auburn Regional Community merged their healthcare ministries. In 2009, the United States Conference of Catholic Bishops changed the Ethical and Religious Directives<sup>8</sup> (ERDs) regarding partnerships between community and Catholic organizations. As a result of the changes to the ERDs, Catholic Healthcare West went through a process, between 2009 and 2011, to review its governance structure and its relationship to its owned and controlled non-Catholic community hospitals. In 2012, as a result of this review and based on discussions with its canonical sponsors, Catholic Healthcare West reorganized its governance structure and changed its name to Dignity Health. Dignity Health was no longer recognized as a Catholic organization, although many of its hospitals are Catholic. The restructure was designed to satisfy the requirements of the United States Conference of Catholic Bishops regarding partnerships with non-Catholic community hospitals while allowing Dignity Health to maintain its Catholic and non-Catholic hospitals under a single organization.

Following the 2012 reorganization, the six congregations of Women Religious began the exploration of alternative models for sponsorship of Dignity Health's Catholic hospitals, including the possibility for Dignity Health being recognized as a Catholic ministry. To facilitate this process, the Sponsors engaged a canon lawyer<sup>9</sup> to help explore all of the options, such as the creation of a new public juridic person or a merger with a Catholic healthcare system sponsored by an existing public juridic person. As further described below, the alignment discussions between Dignity Health and CHI revealed many significant potential strategic benefits for both organizations, including CHI's current sponsorship by a public juridic person known as Catholic Health Care Federation.

### ***Strategic Rationale, Transaction Process & Timing***

The leadership of Dignity Health and CHI had numerous partnership discussions over the previous ten years. In 2013, they explored potential affiliations between the two health systems. Dignity Health and CHI identified several opportunities to collaborate on programs and services, including telehealth, micro-hospitals, and precision medicine<sup>10</sup>. In September 2016, they formed a joint-venture named the Precision Medicine Alliance, LLC to create a large precision medicine program.

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<sup>8</sup>The Ethical and Religious Directives for Catholic Healthcare Services is a national code that guides Catholic healthcare providers on conformance with Christian theology.

<sup>9</sup>A canon lawyer is a lawyer who is knowledgeable of the ordinances and regulations made by ecclesiastical authority.

<sup>10</sup> Precision medicine is an emerging approach for disease treatment and prevention that uses extensive databases and takes into account individual variability in genes, environment, and lifestyle for each person.

In the spring of 2016, the executive leadership of Dignity Health and CHI began jointly exploring the potential for an alignment of their ministries. In March 2016, an outside advisor prepared a white paper<sup>11</sup> that analyzed the potential for an affiliation between Dignity Health and CHI that was shared with the boards of directors of Dignity Health and CHI in June 2016. The boards of directors of Dignity Health and CHI concluded that they:

- Share a vision of transformation for themselves and for the industry;
- Have highly complementary organizational missions, visions, and values;
- Serve complementary communities;
- Share strategic objectives in areas such as population health, quality, consumer focus, growth, and others; and
- Have multiple key complementary strengths – for example, CHI’s clinical excellence and Dignity Health’s operating model.

As a result, the boards of directors of Dignity Health and CHI requested that a business analysis for the aligned ministry be developed. That analysis identified the following potential synergies of aligned ministries:

- Enhancing clinical excellence;
- Improving patient experience;
- Ensuring care for the vulnerable and underserved;
- Developing talent and creating a learning organization;
- Improving access to care;
- Accelerating innovation and research; and
- Expanding the capabilities that support the health system of the future.

In addition, the white paper identified high level economic implications and synergies of an alignment that have the potential to:

- Provide the financial resources and complementary strengths to support the capabilities needed for a changing health system;

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<sup>11</sup> The white paper is entitled “Creating a Transformative Ministry in Response to the Signs of the Times, Cultural, Strategic, Business and Financial Planning for an Aligned Ministry.”



- Extend the mission of social justice through a national platform for care that is accessible and equitable to all people, with particular attention to the vulnerable and underserved; and
- Develop new models for integrated, community focused care that combine clinical excellence, health improvement and innovation.

On October 24, 2016, the boards of directors of Dignity Health and CHI announced the signing of a non-binding letter of intent to explore aligning the organizations. After the signing of the letter of intent, independent advisors from Kaufman Hall Associates, PricewaterhouseCoopers, McKinsey & Company, and Dentons US LLP provided analyses regarding the strategic, cultural, financial, legal, operational, and structural aspects of the alignment of the organizations. A steering committee, comprised of executives from both organizations, was formed to negotiate the terms of the Ministry Alignment Agreement. In March 2017, Dignity Health and CHI sought a moral analysis<sup>12</sup> from several Catholic theologians for the purposes of obtaining a *nihil obstat*<sup>13</sup> from Archbishop Aquila of the Denver Archdiocese and Archbishop Cordileone of the San Francisco Archdiocese. On April 20, 2017, the boards of directors of Dignity Health passed a resolution authorizing and approving the execution of the Ministry Alignment Agreement subject to the moral analysis. The resolution cited the intention to combine Dignity Health and CHI into a new nationwide health system that would:

- Serve as an unprecedented platform to further Catholic identity and the Catholic health ministry;
- Provide an opportunity for Dignity Health and CHI’s employees, physicians, partners and people in the communities served by Dignity Health and CHI to experience and participate in the enhanced Catholic health ministry;
- Enhance and expand access to care and the healthcare services performed for the poor and underserved;
- Possess a strong voice for social justice and promote advocacy at local, state and national levels;
- Be a leader in healthcare’s transformation;
- Promote clinical efficiency and effectiveness in the delivery of healthcare and medical services;
- Provide a platform to accomplish other goals, objectives, and benefits for the communities served by the CHI and Dignity Health;

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<sup>12</sup> A formal report by a Catholic theologian on the appropriate application of Catholic moral teachings.

<sup>13</sup>A Roman Catholic Church certification by an official censor that something is not objectionable on doctrinal or moral grounds.

The *nihil obstats* were received in October 2017. The Ministry Alignment Agreement was signed by Dignity Health and CHI on December 6, 2017. On March 29, 2018, Dignity Health submitted the written notice to the California Attorney General's Office and requested the California Attorney General's consent to the Ministry Alignment Agreement.

### ***Summary of the Ministry Alignment Agreement***

The Ministry Alignment Agreement will be implemented primarily through the reorganization and renaming of CHI's current corporation. This reorganized entity will become the parent organization (henceforth referred to as "System Corporation") over the new health system and will be renamed before the Closing Date<sup>14</sup> of the transaction. The governing board of the System Corporation will initially be comprised of six directors each from the legacy boards of directors of Dignity Health and CHI, and the Chief Executive Officers from each organization (i.e., a total of 14 directors).

As part of the transaction, Dignity Health formed a separate Colorado nonprofit corporation named Integrated Healthcare Operations (IHO). As of the Effective Date<sup>15</sup> of the transaction, Dignity Health will transfer the assets of its eight non-Catholic owned hospitals (seven of which are in California and one in Arizona) to IHO. IHO will also become the sole corporate member of Dignity Health's four subsidiary hospitals in California for a total of 12 hospitals. The System Corporation is not a member of IHO. However, the System Corporation approves the majority of the IHO board from nominees selected by the IHO board and holds reserve powers over certain actions to be taken by IHO. IHO will not be Catholic, and the eleven California non-Catholic hospitals<sup>16</sup> transferred to IHO from Dignity Health and one Arizona non-Catholic hospital will remain non-Catholic and not subject to the ERDs. The 12 non-Catholic Dignity Health hospitals are not obligated to alter, restrict, or terminate any clinical medical service or program that was permitted on the effective date of the transaction by reason of Catholic doctrine or theology or any amendments to the Statement of Common Values<sup>17</sup> or Designated Procedures<sup>18</sup> that increases or expands prohibited services. The 12 non-Catholic Dignity Health hospitals will be provided with the same benefits, systems, services, and programs, and on the same terms as all other hospitals in System Corporation. The 12 non-Catholic Dignity Health hospitals will retain or adopt Dignity Health's Statement of Common Values.

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<sup>14</sup> The Closing Date is the date the parties exchange all signed documents pursuant to the conditions precedent set forth in the Ministry Alignment Agreement. One of those conditions precedent requires the Attorney General's consent.

<sup>15</sup> As of 12:00:01am on the day immediately after the "Closing Date".

<sup>16</sup> Marian Regional Medical Center, Arroyo Grande Campus is and will remain a non-Catholic general acute care hospital. It operates under a consolidated license issued to a Catholic general acute care hospital, Marian Regional Medical Center. Marian Regional Medical Center, Arroyo Grande Campus will not be transferred to IHO.

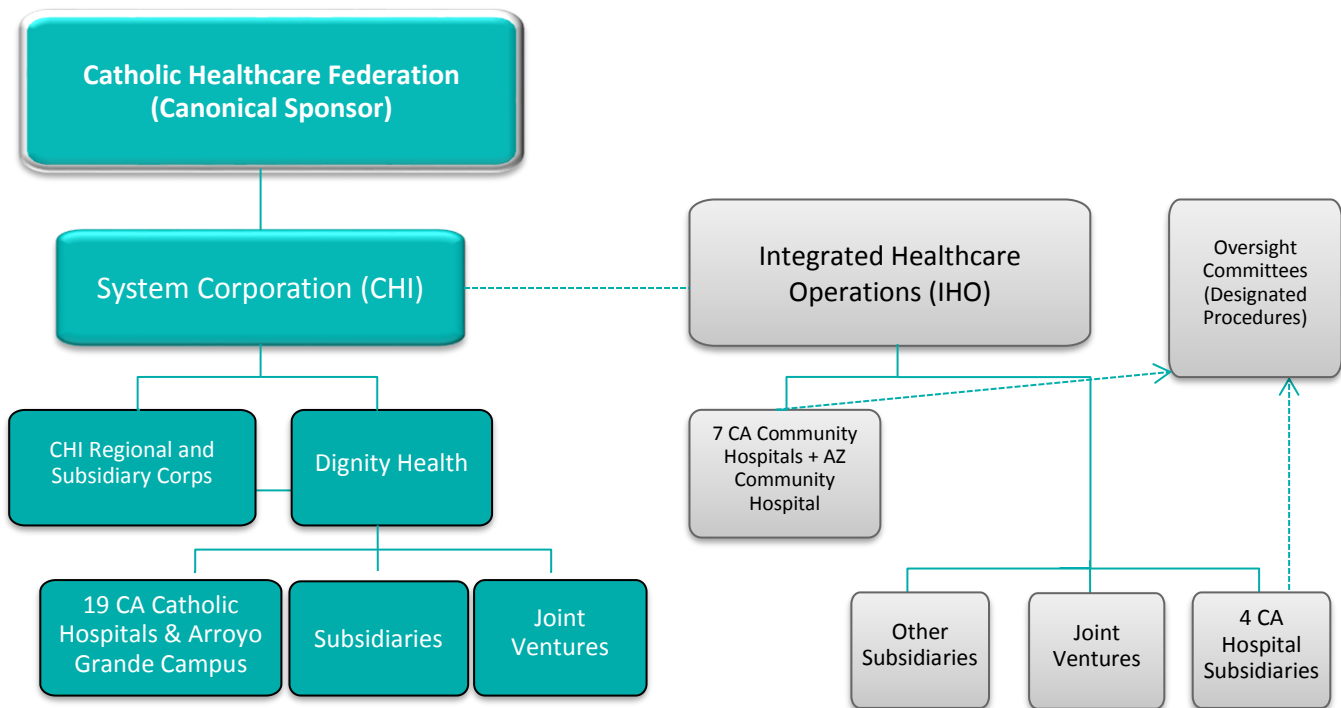
<sup>17</sup> Dignity Health's Statement of Common Values prohibits direct abortions, in-vitro fertilizations, and provider or physician-assisted suicide or aid in dying. The most common medical procedure performed in hospitals that is prohibited by the ERDs is tubal ligation (a surgical procedure for female sterilization that involves severing and tying the fallopian tubes). Tubal ligations are not prohibited by Dignity Health's Statement of Common Values.

<sup>18</sup> Designated Procedures means "direct sterilizations" that consist of an elective procedure, the primary purpose of which is to render the patient permanently incapable of reproducing; provided, however, that procedures that induce sterility do not constitute a "Designated Procedure" when their effect is the cure or alleviation of a present and serious pathology, and a simpler treatment is not available.

On the Effective Date, the System Corporation will become the sole corporate member of Dignity Health and the board of directors of Dignity Health will be comprised of the same persons who comprise the board of directors of the System Corporation. On the Closing Date, Catholic Healthcare Federation becomes the sponsor of all Catholic activities, including Dignity Health’s Catholic hospitals. The board members of System Corporation and Dignity Health will be identical. A single executive management team will manage the System Corporation, Dignity Health, and CHI Regional and Subsidiary Corporations<sup>19</sup>.

**System Corporation Post the Effective Date of the Ministry Alignment Agreement**

The following chart shows the organization of System Corporation after the Closing Date of the Ministry Alignment Agreement. System Corporation would be the sole member of Dignity Health and the CHI Regional and Subsidiary Corporations<sup>20</sup>. System Corporation would not be a member of IHO, however, a majority of the nominees to IHO’s board of directors will be subject to approval by System Corporation and IHO’s hospitals will retain or adopt Dignity Health’s Statement of Common Values.

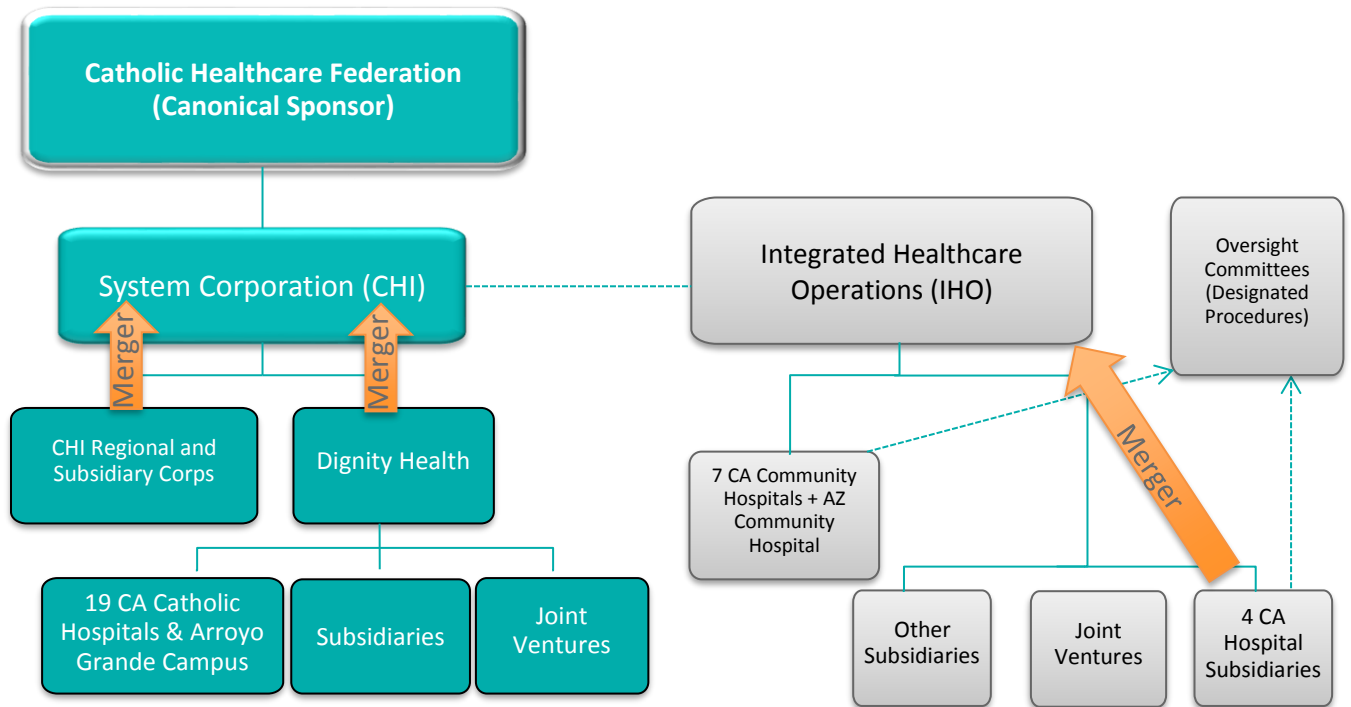


<sup>19</sup> Both Dignity Health’s and IHO’s local hospital community boards associated with each owned hospital, as well as the boards associated with the four subsidiary hospitals, will continue to exist.

<sup>20</sup>The majority of CHI hospitals are organized into eight regional corporations.

**System Corporation Post Debt Consolidation (Within 36 Months)**

After the Closing Date and after the restructuring and consolidation of the existing tax-exempt bonds and other debt of CHI and Dignity Health, Dignity Health and the CHI Regional and Subsidiary Corporations will merge into System Corporation, and the four non-Catholic separately-incorporated hospitals will merge into IHO.



## Major Provisions of the Ministry Alignment Agreement

The major provisions of the Ministry Alignment Agreement, dated December 6, 2017, include the following:

### *Structures and Responsibilities*

- Catholic Health Care Federation (CHCF)
  - CHCF, as a public juridic person, shall be the Catholic canonical sponsor of System Corporation, and shall serve as the canonical sponsor of all of the Catholic ministries that are a part of the Ministry Alignment Agreement;
  - CHCF's governance composition will be reconstituted after the Effective Date of the Ministry Alignment Agreement:
    - Dignity Health and CHI shall each select six individuals from their existing governing bodies to serve as the initial CHCF members. In addition, the members of CHCF shall also include the current president and CEO of Dignity Health, and the current CEO of CHI, for a total of fourteen members. No later than twelve months after the Effective Date, CHCF shall approve and appoint one individual who was previously neither a member of CHCF, nor the board of directors of Dignity Health or CHI to serve as the fifteenth CHCF member;
  - CHCF shall continue to provide for the participation of its congregations, and shall admit the six congregations of Women's Religious as additional participating congregations; and
  - CHCF reserves the rights to approve or remove any member of the Board of Stewardship Trustees and veto any amendments or changes to Dignity Health's Statement of Common Values.
- System Corporation
  - System Corporation, formerly known as Catholic Health Initiatives, shall become the parent entity and the surviving corporation;
  - System Corporation shall be a ministry of the Catholic Church and shall be subject to the ERDs;
  - System Corporation shall be governed by a board called the Board of Stewardship Trustee that shall consist of the same persons who serve as the CHCF members; and

- Under the supervision of the CHCF, the Board of Stewardship Trustee reserves the rights to control or manage the property, affairs and activities of System Corporation. Responsibilities include approving the policies of System Corporation, developing System Corporation’s strategic plan, and approving the System Corporation’s articles of incorporation and bylaws.
- Dignity Health
  - Dignity Health shall continue to be a California nonprofit corporation with federal tax-exempt 501 (c)(3) status until after debt consolidation between Dignity Health and CHI, at which point Dignity Health will merge into System Corporation;
  - As of the Effective Date:
    - Dignity Health shall transfer all of the assets and liabilities associated with the Dignity Health businesses and operations of the following California non-Catholic hospitals to IHO:
      - California Hospital Medical Center;
      - French Hospital Medical Center;
      - Glendale Memorial Hospital and Health Center;
      - Methodist Hospital of Sacramento;
      - Northridge Hospital Medical Center;
      - Sequoia Hospital; and
      - Woodland Memorial Hospital.
    - Dignity Health shall cause the four subsidiary hospitals that are separately incorporated, Bakersfield Memorial Hospital, Community Hospital of San Bernardino, Saint Francis Memorial Hospital, and Sierra Nevada Memorial-Miners Hospital, to first substitute its membership from Dignity Health to IHO, until after debt consolidation between Dignity Health and CHI, at which point these four subsidiary hospitals will merge into IHO; and
    - Marian Regional Medical Center, Arroyo Grande Campus, a non-Catholic hospital, will remain with Dignity Health under consolidated license with

Marian Regional Medical Center, a Catholic hospital. Marian Regional Medical Center, Arroyo Grande Campus will not adhere to the ERDs. It will adopt or retain Dignity Health’s Statement of Common Values. It does not offer obstetrics or women’s healthcare services.

- Dignity Health’s nineteen Catholic hospitals shall remain a ministry of the Catholic Church and subject to the ERDs;
  - System Corporation (after the transfers of the community hospitals to IHO) shall become the sole corporate member of Dignity Health; and
  - Dignity Health shall be governed by a board consisting of the same individuals who are serving as the board for System Corporation and are also the members of CHCF.
- Integrated Healthcare Operations
    - IHO was formed by Dignity Health prior to the signing date without involvement, input, or direction from CHI. IHO shall continue to be a Colorado nonprofit corporation;
    - IHO and its subsidiaries shall not become ministries of the Catholic Church, shall not use the name “Catholic” for their respective public businesses, shall not be subject to the ERDs, and shall operate consistent with Dignity Health’s Statement of Common Values;
    - IHO shall be governed by a board of directors consisting of individuals who shall:
      - Be initially appointed by Dignity Health and then nominated by the board of directors of IHO or a committee thereof;
      - Serve in their individual capacities and not in any manner as a representative of System Corporation; and
      - Not contemporaneously serve; as a CHCF Member, or on the board of System Corporation, Dignity Health, nor any other subsidiary of System Corporation;
    - After the Effective Date, a majority of the members of the IHO Board who are subject to nomination or re-appointment shall be nominated by the IHO Board then in effect, subject to the acceptance (or rejection) of a majority of such nominees by the board of System Corporation;

- IHO is anticipated to operate on a collaborative basis with System Corporation. Neither CHCF, System Corporation, Dignity Health, or any other subsidiary of System Corporation shall be the corporate member of IHO; and
  - Prior to the Effective Date of the contemplated merger, Dignity Health shall require IHO and each of its subsidiary operating hospitals to create a Community Hospital Oversight Committee for each hospital. These committees will act as a separate governance body to oversee the operations, management, and financial results related to the Designated Procedures performed in each community hospital.
  - With respect to the Designated Procedures performed at each community hospital:
    - Such community hospital shall separately account for and regularly report to the Community Hospital Oversight Committee on the net revenues and expenses reasonably allocated to such Designated Procedures together with the net financial results (i.e. either a net profit or net loss); and
    - The Community Hospital Oversight Committee shall donate any net profits to one or more healthcare related tax-exempt charities that provide or advocate for activities, services, or procedures benefitting the communities served by the hospital and that are not inconsistent with the ERDs.
  - On an annual basis, and not more than four months following the end of each fiscal year of IHO, each Community Hospital Oversight Committee shall prepare and deliver a written certification to the IHO Board and to the Local Hospital Community Board or the applicable board of one of the four subsidiaries:
    - The Community Hospital Oversight Committee has not amended its charter in any manner that violates or otherwise modifies the structure or authorities contained in the IHO bylaws;
    - The composition of the Community Hospital Oversight Committee complies with the requirements; and
    - All donations or grants (if any) of the net profits from the performance of the Designated Procedures were contributed to one or more healthcare related tax-exempt charities.



- IHO reserves the right to approve changes of non-Catholic hospitals, its subsidiaries and its joint ventures. Changes include changing the mission or philosophical direction of entities, and approval or removal of entities under IHO. Modifications to Dignity Health's Statement of Common Values must be approved by the board of System Corporation and can be vetoed by CHCF.
- Port City Operating Company, LLC
  - St. Joseph's Medical Center of Stockton and St. Joseph Behavioral Health Center are owned by Port City Operating Company, LLC, a joint venture between Kaiser Foundation Hospitals and Dignity Health. Dignity Health owns 80% of Port City Operating Company, LLC and Kaiser Foundation Hospitals owns the remaining 20%. Dignity Health's continued ownership in Port City Operating Company, LLC after a change of control of Dignity Health will be subject to Kaiser Foundation Hospitals' consent; and
  - Dignity Health's ownership interest of Port City Operating Company, LLC will transfer to System Corporation.
- CHI Regional Corporations
  - Each of the CHI Regional Corporations shall continue to be nonprofit corporations organized in their respective states of incorporation until Dignity Health and CHI consolidate debt. Afterwards, the CHI Regional Corporations will merge into System Corporation.
- Mark Twain Medical Center
  - Dignity Health and CHI acknowledge that the continued management of Mark Twain Medical Center by Dignity Health after a change of control of Dignity Health may be subject to consent from outside parties.

### ***Dignity Health Commitments***

- Licensed Acute Care Hospital Commitments
  - For a period of five years from the Effective Date of the transaction:
    - The System Corporation and Dignity Health shall continue to operate and maintain each Dignity Health owned hospital as a licensed general acute care hospital;
    - IHO shall continue to operate and maintain each IHO owned hospital as a licensed general acute care hospital; and
    - IHO and each IHO subsidiary shall continue to operate and maintain the IHO subsidiary hospital as a licensed general acute care hospital.
- Licensed Specialty Service Commitments and Additional Specialty Services Commitments
  - For a period of five years from the Effective Date of the transaction:
    - System Corporation and Dignity Health, with respect to the Dignity Health owned hospitals, IHO owned hospitals, and the IHO subsidiary hospitals shall continue to operate, provide and maintain the following services at each California hospital:
      - Twenty-four-hour emergency medical services at current licensure, with the current number of emergency treatment stations, the current types and levels of emergency medical services, and the current designations or certifications associated with such emergency medical services;
      - Core specialty and additional specialty healthcare services at current licensure and designation with current minimum types and/or levels of services<sup>21</sup>; and
      - Additional specialty healthcare services at current licensure and designation with current types and/or levels of services.

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<sup>21</sup> See the “Assessment of Potential Issues Associated with the Availability or Accessibility of Healthcare Services” for a complete listing of commitments made by Dignity Health for Woodland Memorial Hospital.

- Women's Healthcare Services Commitments
  - For a period of five years from the Effective Date:
    - System Corporation and Dignity Health, with respect to the Dignity Health owned hospitals, IHO owned hospitals, and the IHO subsidiary hospitals, shall continue to provide women's healthcare services.
    - Those Dignity Health California hospitals that are non-Catholic shall retain their identity as community hospitals and shall not become ministries of the Catholic Church, nor be subject to the ERDs. In addition, they will retain or adopt Dignity Health's Statement of Common Values.
  
- Medicare & Medi-Cal Commitment
  - For a period of five years from the Effective Date of the transaction:
    - System Corporation and Dignity Health, with respect to the Dignity Health owned hospitals, IHO owned hospitals, and the IHO subsidiary hospitals, shall:
      - Continue to be certified to participate in the Medicare program;
      - Continue to be certified to participate in the Medi-Cal program; and
      - Continue to have and maintain their respective Medi-Cal Managed Care contracts in effect as of the signing date.
  
- City/County Contract Commitment:
  - For a period of five years from the Effective Date of the transaction:
    - System Corporation and Dignity Health, with respect to the Dignity Health owned hospitals, IHO owned hospitals, and the IHO subsidiary hospitals, shall maintain healthcare-related services contracts, with any city or county in the State of California as of the signing date.
  
- Charity Care Commitment
  - For the six fiscal years from the Effective Date, System Corporation and Dignity Health, with respect to the Dignity Health owned hospitals, IHO owned hospitals, and the IHO subsidiary hospitals, in California shall:

- Provide an annual amount of charity care at each hospital equal to or greater than the average annual amount of charity care provided by such hospital during the three fiscal years prior to the signing date and adjusted for cost-of-living-adjustments.
- Community Benefit Program Commitment
  - For a period of six fiscal years from the Effective Date, System Corporation and Dignity Health, with respect to the Dignity Health owned hospitals, IHO owned hospitals, and the IHO subsidiary hospitals in California, shall provide an annual amount of community benefit services at each such Dignity Health California Hospital equal to or greater than the average annual amount of community benefit services provided by hospital during the three fiscal years prior to the signing date and adjusted for cost-of-living adjustments.
- Medical Staff and Related Commitments
  - System Corporation and Dignity Health, with respect to the Dignity Health owned hospitals, IHO owned hospitals, and the IHO subsidiary hospitals in California, shall maintain privileges for the current medical staff members of each such hospital who are in good standing as of the Effective Date.
- LGBT Non-Discrimination Commitments
  - There shall be no discrimination against any lesbian, gay, bisexual, or transgender individuals at any Dignity Health California hospitals. System Corporation and Dignity Health, with respect to the Dignity Health owned hospitals, and IHO with respect to the IHO owned hospitals and the IHO subsidiary hospitals, shall cause this prohibition to be explicitly set forth in the written policies applicable to such hospitals, adhered to and strictly enforced.
- Seismic Compliance Commitments
  - System Corporation, Dignity Health and IHO shall commit the necessary investments required to meet and maintain OSHPD seismic compliance requirements at each Dignity Health California hospital until January 1, 2030.
- Union Commitments
  - Dignity Health and CHI agree that the collective bargaining agreements in effect as of the Effective Date shall remain in full force and effect following the Effective Date in accordance with their respective terms.

- Hospital Quality Assurance Fee Program Participation
  - System Corporation, Dignity Health and IHO commit to continue participation in the California Department of Health Care Services' Hospital Quality Assurance Fee Program for five years for all California hospitals.

***Use of Net Sale Proceeds***

There will be no net proceeds as a result of the proposed transaction.

## Profile of Catholic Health Initiatives

### Overview

CHI is a nonprofit, faith-based health system that formed in 1996 through the consolidation of three Catholic health systems: Catholic Health Corporation, Franciscan Health System, and Sisters of Charity Health System.

CHI, headquartered in Englewood, Colorado, has a service area that covers approximately 54 million people and operates acute care facilities in 13 states. CHI’s network consists of 97 acute care facilities, academic health centers and major teaching hospitals, critical-access facilities, community health-service organizations, nursing colleges, and senior living communities. The health system has more than 95,000 employees, including approximately 4,700 employed physicians and advanced practice clinicians.

CHI Acute Care Facilities	
REGION	ACUTE CARE FACILITIES
Arkansas	4
Colorado and Kansas	12
Iowa and Nebraska	21
Kentucky	13
Minnesota	4
North Dakota	10
Ohio	5
Tennessee	2
Texas	16
Oregon and Washington	10

Source: 2017 CHI Annual Report

CHI OPERATIONS	
Acute Care Facilities	97
Home Services Location	52
Critical- Access Hospitals	30
Long-Term Facilities	16
Clinical Integrated Networks	11
Academic Medical Centers a Major Teaching Hospital	3
Community Health Services Organizations	2

Source: 2017 CHI Annual Report

**Key Statistics**

In Fiscal Year (FY) 2017, CHI reported growth in the number of admissions, outpatient emergency visits, outpatient non-emergency visits, physician office visits, the number of full-time equivalent employees, and total employees overall compared to FY 2016. CHI reported a decrease in acute patient days, average daily census, residential days, and long-term care days.

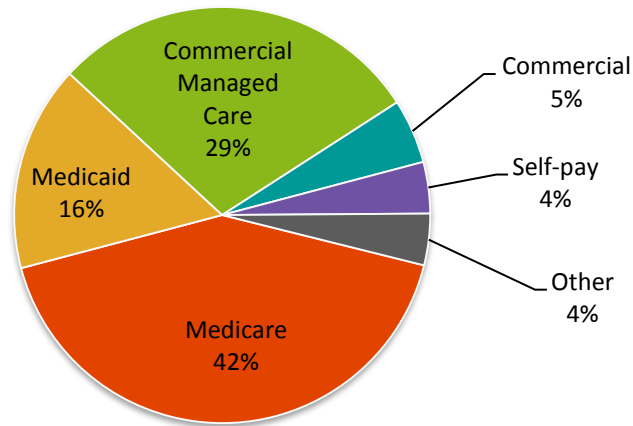
<b>CHI STATISTICAL HIGHLIGHTS FY 2016 – FY 2017</b>			
<i>Fiscal Year ended June 30, 2017</i>	<b>FY 2016</b>	<b>FY 2017</b>	<b>Change</b>
Acute Patient Days	2,382,402	2,366,980	-0.6%
Acute Average Daily Census	6,527	6,485	-0.6%
Acute Admissions	498,464	504,593	1.2%
Acute Average Length of Stay, in days	4.8	4.7	-2.1%
Outpatient emergency visits	1,951,714	1,966,342	0.7%
Outpatient non-emergency visits	5,557,647	5,804,586	4.4%
Physician office visits	9,635,875	10,540,482	9.4%
Residential days	751,072	665,885	-11.3%
Long-term care days	503,450	483,151	-4.0%
Full-time equivalent employees	79,194	84,463	6.7%
Employees	93,697	95,968	2.4%
Acute inpatient revenues as a percentage of total	44.70%	44.70%	-

Source: CHI 2017 Annual Report

**Payer Mix**

The following chart represents the gross revenue by payer for CHI's consolidated operations for the FY 2017.

**Gross Revenue By Payer**



Source: CHI Annual Report

**Financial Profile**

CHI's audited consolidated financial statements show the following system-wide performance of CHI and its affiliates:

CHI COMBINED STATEMENT OF OPERATIONS		
FY 2016 – FY 2017 (In Thousands)		
Unrestricted Revenues and Support	FY 2016	FY 2017
Net Patient Service Revenue Less Bad Debt Provision	\$13,847,027	\$14,450,868
Donations	\$36,983	\$30,954
Changes in Equity of Unconsolidated Organizations	\$133,375	\$48,404
Gains on Business Combinations	\$223,036	-
Hospital Ancillary Revenues	\$351,509	\$339,072
Other	\$597,657	\$678,166
<b>Total Operating Revenues</b>	<b>\$15,189,587</b>	<b>\$15,547,464</b>
Expenses		
Salaries and Wages	\$6,117,712	\$6,294,834
Employee Benefits	\$1,182,203	\$1,201,044
Purchased Services, Medical Professional Fees, Medical Claims and Consulting	\$2,232,689	\$2,402,478
Supplies	\$2,490,524	\$2,550,328
Utilities	\$212,732	\$210,285
Rentals, Leases, Maintenance and Insurance	\$898,020	\$901,272
Depreciation and Amortization	\$833,394	\$846,291
Interest	\$281,581	\$295,476
Other	\$1,019,385	\$1,056,536
Restructuring, Impairment and Other Losses	\$292,758	\$374,167
<b>Total Expenses</b>	<b>\$15,560,998</b>	<b>\$16,132,711</b>
<b>Income From Operations</b>	<b>(\$371,411)</b>	<b>(\$585,247)</b>
Non-operating Income (Loss)		
Investment Income (Loss), net	(\$3,384)	\$638,519
Loss on early extinguishment of debt	(\$29,469)	(\$19,586)
Realized and Unrealized Gains (Losses) on Interest Rate Swaps	(\$154,816)	\$92,698
Other Non-operating Gains (Losses)	(\$16,491)	\$2,006
<b>Total Non-operating Income (Loss)</b>	<b>(\$204,160)</b>	<b>\$713,637</b>
<b>Excess of revenues over Expenses</b>	<b>(\$575,571)</b>	<b>\$128,390</b>

Source: CHI Audited Financial Statements

- Net Patient Service Revenue (less provision for bad debts) of \$14.5 billion in FY 2017 represents a net increase of approximately \$600 million, or 4.4%, as compared to FY 2016. Total operating revenues increased by \$358 million, or 2.4%, from \$15.2 billion in FY 2016 to \$15.5 billion in FY 2017;

Total expenses increased by 3.7% from \$15.6 billion in FY 2016 to \$16.1 billion in FY 2017. CHI's salaries, wages and employee benefits expense accounted for 46% of total expenses;

- In FY 2017, CHI realized a non-operating gain of approximately \$714 million, a substantial increase from the non-operating loss of \$204 million loss in FY 2016; and
- Excess revenue over expenses increased from a loss of approximately \$576 million in FY 2016 to a gain of approximately \$128 million in FY 2017. This is mainly due to an increase in non-operating revenue.



## Profile of Dignity Health

Dignity Health is a California nonprofit public benefit corporation that traces its history to the Sisters of Mercy, founded by Catherine McAuley in Dublin, Ireland in 1831. On December 8, 1854, eight Sisters of Mercy left Ireland and arrived in San Francisco, California to begin caring for residents struck by influenza, cholera and typhoid. The Sisters of Mercy opened St. Mary's Hospital, the oldest operating hospital in San Francisco, on July 27, 1857.

Today, Dignity Health has grown to be one of the largest health systems in the United States. Dignity Health provides healthcare services in California, Arizona and Nevada. In California, Dignity Health owns and operates 31 hospitals across 17 counties with an estimated 11,500 physicians on its hospitals' medical staff. Dignity Health also operates five general acute care hospitals in Arizona and three in Nevada.



**Payer Mix**

The following chart shows inpatient discharges by payer for Dignity Health’s consolidated California operations for FY 2016.

<b>DIGNITY HEALTH TOTAL PAYER MIX COMPARISON FY 2016<sup>22</sup></b>				
	Dignity Health FY 2016		California FY 2016 <sup>1</sup>	
	Discharges	% of Total	Discharges	% of Total
Medi-Cal Traditional	42,492	15.20%	441,300	14.70%
Medi-Cal Managed Care	65,590	23.40%	590,581	19.70%
<b>Medi-Cal Total</b>	<b>108,082</b>	<b>38.60%</b>	<b>1,031,881</b>	<b>34.40%</b>
Medicare Traditional	88,052	31.40%	829,621	27.60%
Medicare Managed Care	27,196	9.70%	315,579	10.50%
<b>Medicare Total</b>	<b>115,248</b>	<b>41.10%</b>	<b>1,145,200</b>	<b>38.10%</b>
Third-Party Managed Care	47,682	17.00%	648,533	21.60%
<b>Third-Party Managed Care Total</b>	<b>47,682</b>	<b>17.00%</b>	<b>648,533</b>	<b>21.60%</b>
Third-Party Traditional	5,245	1.90%	100,382	3.30%
Other Payers	2,495	0.90%	44,809	1.50%
Other Indigent	1,344	0.50%	17,246	0.60%
County Indigent	76	0.00%	15,160	0.50%
<b>Other Total</b>	<b>9,160</b>	<b>3.30%</b>	<b>177,597</b>	<b>5.90%</b>
<b>Total</b>	<b>280,172</b>	<b>100%</b>	<b>3,003,211</b>	<b>100%</b>

Source: OSHPD Disclosure Reports, FY 2016

<sup>1</sup> FY 2017 California data was not available when the data was collected to prepare this report.

- Dignity Health’s largest payer in California by percentage of inpatient discharges is Medicare (41.1%), followed by Medi-Cal (38.6%), and Third-Party Managed Care (17.0%);
- Dignity Health’s California hospitals care for 10.5% of all California Medi-Cal inpatient discharges;
- Dignity Health’s California hospitals had 10.1% of all California Medicare inpatient discharges; and
- In FY 2016, Dignity Health’s California hospitals cared for 9.3% of all inpatient discharges in California.

<sup>22</sup> Fiscal Year from July 1 through June 30.

**Financial Profile**

Dignity Health’s audited consolidated financial statements show the following system-wide performance of Dignity Health and its affiliates.

<b>DIGNITY HEALTH COMBINED STATEMENT OF OPERATIONS</b>		
<b>FY 2016 - FY 2017 (In Thousands)</b>		
<b>Unrestricted Revenues and Support</b>	<b>FY 2016</b>	<b>FY 2017</b>
Net Patient Service Revenue Less Bad Debt Provision	\$11,542,262	\$11,572,387
Premium Revenue	\$633,395	\$755,427
Revenue from health-related activities, net	\$66,586	\$139,013
Other Revenue	\$376,580	\$364,631
Contributions	\$17,452	\$18,649
<b>Total Unrestricted Revenues And Support</b>	<b>\$12,636,275</b>	<b>\$12,850,107</b>
<b>Expenses</b>		
Salaries and Benefits	\$6,581,323	\$6,883,671
Supplies	\$1,769,212	\$1,850,519
Purchased Services and Other	\$3,497,502	\$3,454,313
Depreciation and Amortization	\$581,624	\$606,370
Interest Expense, net	\$270,034	\$122,018
<b>Total Expenses</b>	<b>\$12,699,695</b>	<b>\$12,916,891</b>
<b>Income From Operations</b>	<b>(\$63,420)</b>	<b>(\$66,784)</b>
<b>Non-operating Income (Loss)</b>		
Investment Income (Loss), net	(\$123,869)	\$555,538
Loss on early extinguishment of debt	-	(\$48,012)
Income Tax Expense	(\$14,189)	(\$15,024)
<b>Total Non-operating Income (Loss)</b>	<b>(\$138,058)</b>	<b>\$492,502</b>
<b>Excess of Revenues over Expenses</b>	<b>(\$201,478)</b>	<b>\$425,718</b>

Source: Dignity Health Audited Financial Statements

- Net patient service revenue, less bad debt provision, increased slightly to \$11.6 billion in FY 2017. Total unrestricted revenues and support increased by \$214 million from \$12.6 billion in FY 2016 to \$12.9 billion in FY 2017;
- Total expenses increased by 1.7% from \$12.7 billion in FY 2016 to \$12.9 billion in FY 2017. Dignity Health’s salaries, wages and benefits expense accounted for approximately 53% of total expenses;
- In FY 2017, Dignity Health realized a net non-operating gain of \$493 million, representing a substantial increase from the net non-operating loss of \$138 million in FY 2016; and
- Excess revenue over expenses increased from a loss of \$201 million in FY 2016 to a gain of \$426 million in FY 2017, mainly due to an increase in investment income in FY 2017.

*Dignity Health's California Hospitals Overview*

The following table lists the location of each Dignity Health owned and managed hospital in California.

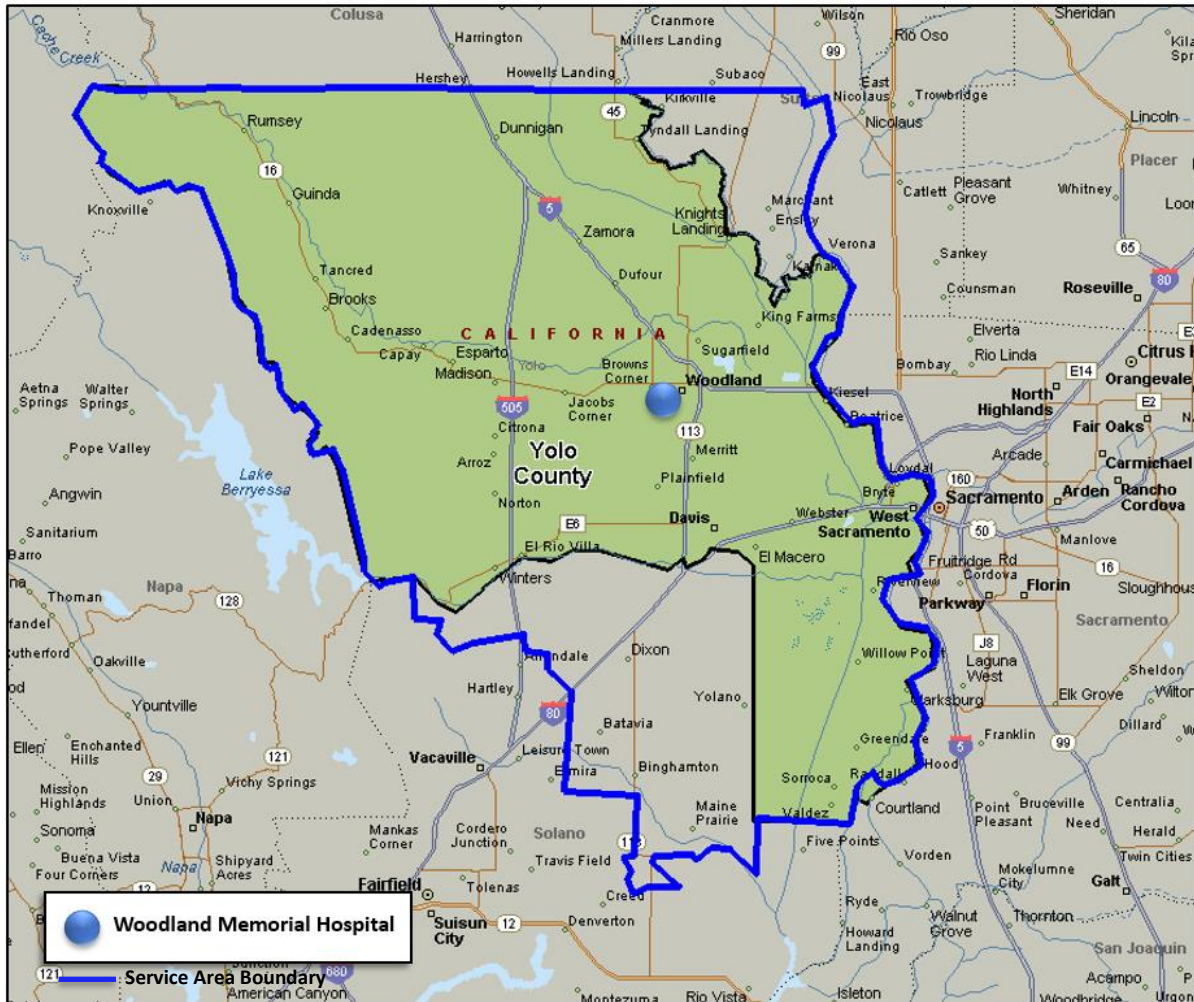
<b>DIGNITY HEALTH'S OWNED &amp; OPERATED CALIFORNIA HOSPITALS</b>		
<b>Hospital</b>	<b>County</b>	<b>City</b>
Bakersfield Memorial Hospital	Kern County	Bakersfield
Mercy Hospital	Kern County	Bakersfield
Mercy Southwest Hospital	Kern County	Bakersfield
California Hospital Medical Center	Los Angeles	Los Angeles
Glendale Memorial Hospital	Los Angeles	Glendale
Northridge Hospital Medical Center	Los Angeles	Northridge
St. Mary Medical Center	Los Angeles	Long Beach
Mercy Medical Center Merced	Merced County	Merced
Sierra Nevada Memorial Hospital	Nevada County	Grass Valley
Marian Regional Medical Center, Arroyo Grande Campus	San Luis Obispo County	Arroyo Grande
French Hospital Medical Center	San Luis Obispo County	San Luis Obispo
Mercy General Hospital	Sacramento County	Sacramento
Mercy Hospital of Folsom	Sacramento County	Folsom
Mercy San Juan Medical Center	Sacramento County	Carmichael
Methodist Hospital of Sacramento	Sacramento County	Sacramento
Community Hospital of San Bernardino	San Bernardino	San Bernardino
St. Bernardine Medical Center	San Bernardino	San Bernardino
Saint Francis Memorial Hospital	San Francisco County	San Francisco
St. Mary's Medical Center	San Francisco County	San Francisco
St. Joseph's Behavioral Health Center	San Joaquin County	Stockton
Sequoia Hospital	San Mateo County	Redwood City
St. Joseph's Medical Center	San Joaquin County	Stockton
Marian Regional Medical Center	Santa Barbara County	Santa Maria
Marian Regional Medical Center West	Santa Barbara County	Santa Maria
Dominican Hospital	Santa Cruz County	Santa Cruz
Mercy Medical Center Redding	Shasta County	Redding
Mercy Medical Center Mt Shasta	Siskiyou County	Mt. Shasta
St. Elizabeth Community Hospital	Tehama County	Red Bluff
St. John's Pleasant Valley Hospital	Ventura County	Camarillo
St. John's Regional Medical Center	Ventura County	Oxnard
Woodland Memorial Hospital	Yolo County	Woodland

Source: Dignity Health



## Analysis of Dignity Health’s Hospital Market Share in Yolo County

Yolo County has over 200,000 residents and encompasses over 1,000 square miles. The map below shows the location of the one Dignity Health general acute care facility located in Yolo County and its respective service area.



The table below lists hospitals where Yolo County residents received inpatient care in calendar year (CY) 2016 and their respective market share. Dignity Health operates one of these hospitals; Woodland Memorial Hospital. The table shows Yolo County inpatient market share for CY 2016, the most recent data available from OSHPD. The Hospital is the market share leader with 23% market share of inpatient discharges in Yolo County. A profile of the Dignity Health hospital located in Yolo County is described in the following sections.

YOLO COUNTY MARKET SHARE BY HOSPITAL CY 2016		
Hospital	CY 2016 Discharges	Market Share
<b>Woodland Memorial Hospital<sup>1</sup></b>	<b>5,007</b>	<b>23%</b>
Sutter Davis Hospital	4,108	17%
University Of California Davis Medical Center	2,037	13%
Sutter Medical Center, Sacramento	1,888	12%
<b>Mercy General Hospital<sup>1</sup></b>	<b>845</b>	<b>6%</b>
Kaiser Foundation Hospital - Roseville	597	4%
Kaiser Foundation Hospital - Vacaville	<b>564</b>	<b>4%</b>
Kaiser Foundation Hospital - Sacramento	537	4%
<b>Mercy San Juan Medical Center<sup>1</sup></b>	<b>372</b>	<b>2%</b>
Kaiser Foundation Hospital - South Sacramento	349	2%
<b>All Other Dignity Health Hospitals in California</b>	<b>1,030</b>	<b>7%</b>
All Other	888	6%
<b>Total Dignity Health Discharges</b>	<b>5,851</b>	<b>39%</b>
<b>Dignity Health Discharges</b>	<b>15,117</b>	<b>100%</b>

Source: OSHPD Patient Discharge Database

Note: Excludes Normal Newborns

<sup>1</sup> Dignity Health Hospitals

- “All Other Dignity Health Hospitals in California” includes residents of the Yolo County that received inpatient care at Dignity Health hospitals located outside Yolo County.

## Profile of Woodland Memorial Hospital

### Overview

Woodland Memorial Hospital is a non-Catholic, general acute care hospital located at 1325 Cottonwood Street in Woodland, California. The Hospital first started as a small home in 1905, when a registered nurse and her sisters started to provide care for the community.

Today, Woodland Memorial Hospital offers a range of services including critical care medicine, pediatrics, a Primary Stroke Center, and psychiatric and behavioral health that includes being a County Lanterman-Petris-Short Act Designated 24-hour facility<sup>23</sup>. The Hospital has ten surgical operating rooms and a “basic” emergency department<sup>24</sup> with 20 emergency treatment stations. According to Woodland Memorial Hospital’s current hospital license, it is licensed for 108 beds as shown below.

WOODLAND MEMORIAL HOSPITAL LICENSED BED DISTRIBUTION 2018	
Licensed Bed Type	Number of Beds <sup>1</sup>
<b>General Acute Care Beds</b>	
Neonatal Intensive Care	4
Perinatal	7
Intensive Care	8
Pediatric	7
Unspecified General Acute Care	51
<b>Total General Acute Care Beds</b>	<b>77</b>
Acute Psychiatric (D/P)	31
<b>Total Licensed Beds</b>	<b>108</b>

<sup>1</sup> 2018 Hospital License

<sup>23</sup> The Hospital is a Lanterman-Petris-Short Act Designated 24-hour facility that receives Welfare and Institutions Code section 5150 patients. This designation allows medical personnel to place an involuntary 72-hour hold on a person who is: a danger to themselves, a danger to others, or gravely disabled.

<sup>24</sup> A “basic” emergency department provides emergency medical care in a specifically designated part of a hospital that is staffed and equipped at all times to provide prompt care for any patient presenting urgent medical problems.

**Key Statistics**

Woodland Memorial Hospital reported 5,586 inpatient discharges, 20,973 patient days, and an average daily census of 57 patients (approximately 53% occupancy) for FY 2017.

WOODLAND MEMORIAL HOSPITAL KEY STATISTICS FY 2015 - FY 2017 <sup>1</sup>			
	FY 2015	FY 2016	FY 2017
Inpatient Discharges	4,978	5,042	5,586
Licensed Beds	108	108	108
Patient Days	22,017	21,488	20,973
Average Daily Census	60	59	57
Occupancy	55.9%	54.5%	53.2%
Average Length of Stay	4.4	4.3	3.8
Emergency Service Visits	24,481	26,057	27,739
Total Live Births	736	652	704

Sources: OSHPD Disclosure Reports, FY 2015 - FY 2017

<sup>1</sup> FY 2015 and FY 2016 data is from audited OSHPD Disclosure Reports whereas FY 2017 data is from unaudited.

- Since FY 2015, inpatient discharges increased by 12% while patient days decreased by 5%;
- In FY 2017, 27,739 emergency service visits were reported, a 13% increase from FY 2015; and
- Between FY 2015 and FY 2017, total live births decreased by 4% with an average of 697 live births annually.



**Patient Utilization Trends**

The following table shows FY 2013 - FY 2017 patient volume trends at Woodland Memorial Hospital.

WOODLAND MEMORIAL HOSPITAL*					
SERVICE VOLUMES FY 2013 - FY 2017 <sup>1</sup>					
SERVICE VOLUMES	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017
Patient Days	16,390	19,449	22,017	21,488	20,973
Discharges	4,217	3,589	4,978	5,042	5,586
Average Length of Stay	3.9	5.4	4.4	4.3	3.8
Average Daily Census	45	53	60	59	57
OTHER SERVICES					
Inpatient Surgeries	2,416	3,373	1,423	1,085	1,271
Outpatient Surgeries	5,728	9,779	6,399	6,806	6,355
Emergency Service Visits	26,121	23,994	24,481	26,057	27,739
Total Live Births	669	735	736	652	704

Sources: OSHPD Disclosure Reports, FY 2013 - FY 2017

<sup>1</sup> FY 2013 to FY 2016 data is from audited OSHPD Disclosure Reports whereas FY 2017 is from unaudited.

\*Management has noted that individual service volumes including Obstetrics and Pediatrics Acute and Neonatal Intensive Care (not listed in the above table) were incorrectly reported to OSHPD. However, service volumes are correct.

A review of Woodland Memorial Hospital’s historical utilization trends between FY 2013 and FY 2017 supports the following conclusions:

- Total patient days increased by 28% but decreased the last three years by 5%;
- Inpatient discharges increased by 33%;
- The average daily census increased by 28% from 45 patients in FY 2013 to 57 patients in FY 2017;
- Total live births increased by 5% from 669 live births in FY 2013 to 704 live births in FY 2017; and
- Emergency service visits increased by 6% to 27,739 visits in FY 2017.

## Financial Profile

Over the last five fiscal years, Woodland Memorial Hospital’s net income has fluctuated from a gain of \$5.0 million in FY 2013 to a loss of \$5.7 million in FY 2017. Between FY 2013 and FY 2017, net patient revenue and total operating revenue increased by 25% and 20% respectively. Over the same period, the Hospital’s operating expenses increased by 31% from \$133.8 million in FY 2013 to \$175.3 million in FY 2017. Other operating revenue<sup>25</sup> decreased by 82% over the five-year period from \$6.7 million in FY 2013 to \$1.2 million in FY 2017.

The Hospital’s current ratio<sup>26</sup> has fluctuated, but overall it has decreased from 1.28 in FY 2013 to 1.17 in FY 2017. The California average in FY 2016 was 1.56. The Hospital’s FY 2017 percentage of bad debt is equal to that of the state average (0.8%).

WOODLAND MEMORIAL HOSPITAL FINANCIAL AND RATIO ANALYSIS FY 2013 - FY 2017 <sup>1</sup>						
	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017	
Patient Days	16,390	19,449	22,017	21,488	20,973	-
Discharges	4,217	3,845	4,978	5,042	5,586	-
ALOS	3.9	5.1	4.4	4.3	3.8	-
Net Patient Revenue	\$132,447,728	\$130,750,500	\$158,611,056	\$160,005,147	\$165,480,163	-
Other Operating Revenue	\$6,679,862	\$6,503,701	\$1,209,921	\$1,142,132	\$1,227,620	-
Total Operating Revenue	\$139,127,590	\$137,254,201	\$159,820,977	\$161,147,279	\$166,707,783	-
Operating Expenses	\$133,839,160	\$136,852,433	\$163,939,578	\$169,326,939	\$175,292,163	-
Net from Operations	\$5,288,430	\$401,768	(\$4,118,601)	(\$8,179,660)	(\$8,584,380)	-
Net Non-Operating Revenues and Expenses	(\$239,243)	(\$3,478,768)	\$1,606,242	\$3,929,886	\$2,898,625	-
<b>Net Income</b>	<b>\$5,049,187</b>	<b>(\$3,077,000)</b>	<b>(\$2,512,359)</b>	<b>(\$4,249,774)</b>	<b>(\$5,685,755)</b>	-
						2016 California Average <sup>2</sup>
Current Ratio	1.28	0.83	0.89	1.19	1.17	1.56
Days in A/R	26.5	42.0	33.7	30.1	38.5	57.1
Bad Debt Rate	2.1%	2.1%	1.5%	0.9%	0.8%	0.8%
Operating Margin	3.80%	0.29%	-2.58%	-5.08%	-5.15%	2.74%

Source: OSHPD Disclosure Reports, FY 2013 - FY 2017

<sup>1</sup> FY 2013 to FY 2016 data is from audited OSHPD Disclosure Reports whereas FY 2017 is from unaudited.

<sup>2</sup> FY 2017 California data was not available when the data was collected to prepare this report.

<sup>25</sup> Other operating revenue represents amounts received for services that are central to the provision of healthcare services but are not directly related to patient care.

<sup>26</sup> The current ratio compares a company’s current assets to its current liabilities to measure its ability to pay short-term and long-term debt obligations. A current ratio of less than 1.0 could indicate that a company may have difficulty meeting its current obligations. The higher the current ratio, the more capable the company is of paying its obligations as it has a larger proportion of assets relative to its liabilities.

### Cost of Hospital Services

Woodland Memorial Hospital’s operating cost of services includes both inpatient and outpatient care. In FY 2017, 39% of total costs were associated with Medicare, 33% with Medi-Cal and 26% with Third-Party.

WOODLAND MEMORIAL HOSPITAL OPERATING EXPENSES BY PAYER CATEGORY FY 2013 - FY 2017 <sup>1</sup>					
	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017
<b>Operating Expenses</b>	<b>\$133,839,160</b>	<b>\$136,852,433</b>	<b>\$163,939,578</b>	<b>\$169,326,939</b>	<b>\$175,292,163</b>
<b>Cost of Services By Payer:</b>					
Medicare	\$46,275,688	\$52,716,484	\$62,533,635	\$63,936,854	\$68,692,148
Medi-Cal	\$25,551,554	\$32,597,126	\$50,546,895	\$56,106,301	\$57,510,096
County Indigent	\$5,819,466	\$3,849,425	\$59,037	\$3,574	\$2,569
Third-Party	\$51,201,635	\$42,840,613	\$48,197,428	\$46,428,461	\$45,693,573
Other Indigent	\$1,158,925	\$460,819	\$698,920	\$896,100	\$1,560,323
All Other Payers	\$3,831,892	\$4,387,966	\$1,903,663	\$1,955,649	\$1,833,454

Source: OSHPD Disclosure Reports, FY 2013 - FY 2017

<sup>1</sup> FY 2013 to FY 2016 data is from audited OSHPD Disclosure Reports whereas FY 2017 is from unaudited.

### Charity Care

The following table shows a comparison of charity care and bad debt for Woodland Memorial Hospital to all general acute care hospitals in the State of California. The five-year (FY 2013 – FY 2017) average of charity care and bad debt, as a percentage of gross patient revenue, was 2.2% and less than the four-year statewide average of 2.5%. According to OSHPD, “...the determination of what is classified as charity care can be made by establishing whether or not the patient has the ability to pay. The patient’s accounts receivable must be written off as bad debt if the patient has the ability but is unwilling to pay off the account.”

WOODLAND MEMORIAL HOSPITAL CHARITY CARE COMPARISON FY 2013 - FY 2017 <sup>1</sup> (In Thousands)										
	FY 2013		FY 2014		FY 2015		FY 2016		FY 2017	
	Hospital	CA	Hospital	CA	Hospital	CA	Hospital	CA	Hospital	CA <sup>2</sup>
<b>Gross Patient Revenue</b>	\$504,997	\$320,382,471	\$503,645	\$338,322,364	\$577,338	\$365,501,463	\$595,160	\$396,427,743	\$664,494	-
Charity	\$4,687	\$6,563,487	\$2,792	\$5,113,965	\$3,660	\$3,441,227	\$4,035	\$3,457,868	\$6,965	-
Bad Debt	\$10,830	\$5,891,632	\$10,679	\$4,365,936	\$8,628	\$3,262,642	\$5,093	\$3,108,971	\$5,177	-
<b>Total Charity &amp; Bad Debt</b>	<b>\$15,517</b>	<b>\$12,455,119</b>	<b>\$13,471</b>	<b>\$9,479,902</b>	<b>\$12,288</b>	<b>\$6,703,869</b>	<b>\$9,128</b>	<b>\$6,566,839</b>	<b>\$12,142</b>	<b>-</b>
Charity Care as a % of Gross Patient Revenue	0.9%	2.0%	0.6%	1.5%	0.6%	0.9%	0.7%	0.9%	1.0%	-
Bad Debt as a % of Gross Patient Revenue	2.1%	1.8%	2.1%	1.3%	1.5%	0.9%	0.9%	0.8%	0.8%	-
<b>Total as a % of Gross Patient Revenue</b>	<b>3.1%</b>	<b>3.9%</b>	<b>2.7%</b>	<b>2.8%</b>	<b>2.1%</b>	<b>1.8%</b>	<b>1.5%</b>	<b>1.7%</b>	<b>1.8%</b>	<b>-</b>
<b>Uncompensated Care</b>										
<b>Cost to Charge Ratio</b>	25.2%	24.5%	25.9%	23.6%	28.2%	24.1%	28.3%	23.8%	26.2%	-
Charity	\$1,180	\$1,608,711	\$723	\$1,207,919	\$1,032	\$828,647	\$1,140	\$822,627	\$1,824	-
Bad Debt	\$2,727	\$1,444,039	\$2,764	\$1,031,234	\$2,432	\$785,644	\$1,439	\$739,624	\$1,356	-
<b>Total</b>	<b>\$3,907</b>	<b>\$3,052,750</b>	<b>\$3,486</b>	<b>\$2,239,153</b>	<b>\$3,464</b>	<b>\$1,614,292</b>	<b>\$2,579</b>	<b>\$1,562,251</b>	<b>\$3,180</b>	<b>-</b>

Source: OSHPD Disclosure Reports FY 2013 - FY 2017

<sup>1</sup> FY 2013 to FY 2016 data is from audited OSHPD Disclosure Reports whereas FY 2017 is from unaudited.

<sup>2</sup> FY 2017 California data was not available when the data was collected to prepare this report.

The table below shows the Hospital’s historical costs for charity care as reported to OSHPD. Charity care costs have fluctuated over the five-year period, but they have increased from \$1.2 million in FY 2013 to \$1.8 million in FY 2017. The average cost of charity care for the last five-year period was \$1.2 million, while the three-year average cost of charity care was \$1.3 million.

WOODLAND MEMORIAL HOSPITAL COST OF CHARITY CARE FY 2013 - FY 2017 <sup>1</sup>			
Year	Charity Care Charges	Cost to Charge Ratio	Cost of Charity Care to the Hospital
FY 2017	\$6,965,015	26.2%	\$1,824,489
FY 2016	\$4,034,704	28.3%	\$1,140,157
FY 2015	\$3,660,107	28.2%	\$1,031,646
FY 2014	\$2,792,000	25.9%	\$722,600
FY 2013	\$4,686,922	25.2%	\$1,180,177
<b>FY 2015 - FY 2017 Average</b>			<b>\$1,332,097</b>
<b>FY 2013 - FY 2017 Average</b>			<b>\$1,179,814</b>

Source: OSHPD Disclosure Reports FY 2013 - FY 2017

<sup>1</sup> FY 2013 to FY 2016 data is from audited OSHPD Disclosure Reports whereas FY 2017 is from unaudited.

In the application to the California Attorney General, Dignity Health reported the following combined distribution of charity care costs by inpatient, outpatient, and emergency room charges.

WOODLAND MEMORIAL HOSPITAL COST OF CHARITY CARE BY SERVICE FY 2013 - FY 2017				
	Inpatient	Outpatient	Emergency Room	Total Costs
<b>FY 2017:</b>				
Cost of Charity	\$577,027	\$614,867	\$304,434	\$1,496,328
Visits/Discharges	33	364	325	
<b>FY 2016:</b>				
Cost of Charity	\$577,027	\$614,867	\$304,434	\$1,496,328
Visits/Discharges	27	232	198	
<b>FY 2015:</b>				
Cost of Charity	\$426,834	\$359,044	\$162,046	\$947,924
Visits/Discharges	28	273	207	
<b>FY 2014:</b>				
Cost of Charity	\$437,070	\$405,015	\$151,639	\$993,724
Visits/Discharges	18	200	135	
<b>FY 2013:</b>				
Cost of Charity	\$273,694	\$265,695	\$101,679	\$641,068
Visits/Discharges	34	249	183	

Source: Dignity Health

Note that these totals are different than what Dignity Health reported to OSHPD. However, after discussions with JD Healthcare Inc. and Vizient Inc., Dignity Health has acknowledged that an error was made in its calculation of charity care costs. Dignity Health has stated that it accepts the calculations provided by JD Healthcare Inc. and Vizient Inc. for the purposes of determining their charity care commitment.

### Community Benefit Services

In the last five years, Woodland Memorial Hospital has provided a significant contribution for community benefit services. As shown in the table below, the average annual cost of the adjusted community benefit services over the last three fiscal years has been \$1.7 million. The average annual cost of the adjusted community benefit services over the last fiscal five years has been \$1.5 million.

WOODLAND MEMORIAL HOSPITAL COMMUNITY BENEFIT SERVICES FY 2013 - FY 2017							
Community Benefit Programs	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017	FY 2015 – FY 2017 Average	FY 2013 – FY 2017 Average
Benefits for Living in Poverty	\$822,743	\$526,570	\$775,938	\$672,779	\$598,091	\$682,269	\$679,224
Benefits for Broader Community	\$1,163,996	\$566,605	\$1,095,194	\$1,608,892	\$955,812	\$1,219,966	\$1,078,100
<b>Totals</b>	<b>\$1,986,739</b>	<b>\$1,093,175</b>	<b>\$1,871,132</b>	<b>\$2,281,671</b>	<b>\$1,553,903</b>	<b>\$1,902,235</b>	<b>\$1,757,324</b>
Medi-Cal Provider Fee CHFT Grant Expense	(\$244,308)	(\$65,861)	(\$340,056)	(\$210,484)	(\$137,820)	-	-
<b>Adjusted Totals</b>	<b>\$1,742,431</b>	<b>\$1,027,314</b>	<b>\$1,531,076</b>	<b>\$2,071,187</b>	<b>\$1,416,083</b>	<b>\$1,672,782</b>	<b>\$1,557,618</b>

Source: Dignity Health

- The Hospital’s five-year average cost of community benefit services for persons living in poverty is \$679,224 per year;
- The Hospital’s five-year average cost of community benefit services for the broader community is \$1.1 million per year; and
- Over the five-year period, the Hospital’s combined adjusted total cost of community benefit services decreased from \$1.7 million in FY 2013 to \$1.4 million in FY 2017.

The Hospital’s community benefit services included the following programs over \$10,000 in cost in FY 2017:

WOODLAND MEMORIAL HOSPITAL COST OF COMMUNITY BENEFIT SERVICES FY 2013 - FY 2017					
Services over \$10,000 in cost in FY 2017:	FY 2013	FY 2014	FY 2015	FY 2016	FY 2017
Congestive Heart Active Management Program	\$21,057	\$23,608	\$40,508	\$59,286	\$41,964
Chronic Disease Self-Management Program	-	\$26,370	\$34,987	\$15,669	\$15,141
The Center for Families (YFRC)	-	-	\$20,001	\$37,778	\$48,888
Transportation	\$5,215	\$21,008	\$27,137	\$57,542	\$40,093
Cash-In Kind Donation-Poor	\$47,775	\$21,599	\$27,958	\$59,310	\$35,685
Dignity Health Community Grants Program	\$66,889	\$69,205	\$68,877	\$71,422	\$85,324
Transitional Housing and Lodging -Poor	-	-	\$112	-	\$61,726
Community Benefit Dedicated Staff - Poor	\$40,831	\$82,247	\$78,458	\$117,996	\$112,240
Community Education-Broader Community	\$25,328	\$37,061	\$142	\$5,813	\$19,652
Farmer's Market	-	\$8,207	\$10,757	\$17,518	\$17,570
Professional & Medical Education - Nursing	\$365,335	-	\$527,233	\$572,256	\$142,321
Professional & Medical Education - Other	-	-	-	\$168,234	\$18,648
Yolo Adult Day Care	\$693,859	\$466,397	\$521,782	\$593,930	\$735,614

Source: Dignity Health

- Congestive Heart Active Management Program: Provides patients with a link to Woodland Healthcare after they leave the Hospital through regular phone intervention, educational classes, and better disease management skills. Targeted patients include those with a diagnosis of congestive heart failure and post heart attack high cholesterol and/or high blood pressure;
- Chronic Disease Self-Management Program: Workshops are given two and a half hours, once per week for six weeks in both clinical and community settings (in partnership with the hospitals), focusing on diabetes, as well as a broader spectrum of chronic health problems;
- The Center for Families (YFRC): These contributions are made primarily to address specific priorities identified in the community needs assessment, focused on disproportionate unmet healthcare needs;
- Transportation: For those who cannot access care for lack of transportation or do not have the means to get home from the hospital and/or appointments, the Hospital provides transportation;
- Cash-In Kind Donation-Poor: The Hospital donates medical supplies for mission trips to third world countries, the military, or to areas in the U.S. coping with disaster;
- Dignity Health Community Grants Program: Grant funding to nonprofit organizations working to improve the health and well-being of vulnerable and underserved populations and reduce disparities;
- Transitional Housing and Lodging – Poor: Provides payment for short-term room and board in the community for patients unable to pay after they are discharged from the hospital;
- Community Benefit Dedicated Staff – Poor: Dedicated community health and outreach team that oversees community health and outreach activities and reporting for all Sacramento region hospitals, develops the Sacramento service area community needs assessment, and develops strategic partnerships working collaboratively with other health providers and community-based organizations to focus on disproportionate unmet needs;
- Community Education-Broader Community: Presentations made in the community (mostly by physicians) on varied health topics meant to inform and educate the community on current health issues;
- Farmer's Market: Offered during the summer. The Hospital also delivers health screenings and education at these events;

- Professional & Medical Education – Nursing: The Hospital sponsors seminars and training for nurses geared toward the health of the broader community;
- Professional & Medical Education – Other: Various departments within the Hospital sponsor education (seminars, training, teaching) for medical students, physicians and nurses, as well as training for other fields in health professions; and
- Yolo Adult Day Care: Designed for adults struggling to function independently with services aimed to enhance independence, improve management of chronic symptoms, prevent hospitalization and/or premature nursing home placement, and provide support and relief to caregivers.

**Reproductive Health**

For CY 2016, Woodland Memorial Hospital reported 54 inpatient discharges related to reproductive health services<sup>27</sup>. The following table lists reproductive services<sup>28</sup> by diagnostic related group discharges (DRG) for CY 2016.

WOODLAND MEMORIAL HOSPITAL CY 2016 REPRODUCTIVE SERVICE BY DIAGNOSTIC RELATED GROUP	
	Discharges
767-Vaginal Delivery W Sterilization &/or D&C <sup>1</sup>	36
778-Threatened Abortion	12
770-Abortion W D&C <sup>1</sup> , Aspiration Curettage or Hysterotomy	2
777-Ectopic Pregnancy	2
779-Abortion W/O D&C <sup>1</sup>	2
<b>Total Discharges:</b>	<b>54</b>

Source: CY 2016 OSHPD Patient Discharge Database

<sup>1</sup>D&C is an abbreviation for Dilation and Curettage

- Out of the five diagnostic related groups, DRG 767-Vaginal Delivery with Sterilization has the highest number of reproductive service inpatient discharges.

<sup>27</sup> Woodland Memorial Hospital is not a Catholic hospital and is not subject to the Catholic ERDs.

<sup>28</sup> Woodland Memorial Hospital is subject to the Statement of Common Values that prohibits direct abortions. Although the Statement of Common Values prohibits direct abortions, these procedures are performed at the Hospital when the pathology is determined to present a medical need and/or a clear and present danger to the patient.

According to Dignity Health representatives, the following table indicates whether the Hospital performs the listed women’s reproductive health services.

WOODLAND MEMORIAL HOSPITAL REPRODUCTIVE SERVICES	
Procedure	Currently Performed? (Y/N)
Caesarean delivery with sterilization	Yes
Terminate pregnancy when:	
A. Placenta previa	No
B. Premature rupture of membranes	No
C. Second trimester bleeding with previable fetus	No
Placement of an IUD at time of other gynecological surgery	No
Postpartum placement of IUD	No
Gender affirming surgery	No
Emergency contraception as emergency room or inpatient service	Yes, in ED only
Ectopic pregnancy treatment with methotrexate (medication in lieu of surgery)	Yes, mainly in ED

Source: Dignity Health



## Analysis of Woodland Memorial Hospital

### Service Area Definition

Woodland Memorial Hospital’s service area is comprised of 21 ZIP Codes from which 73% of its inpatient discharges originated in CY 2016. Approximately 50% of the Hospital’s discharges originated from the top three ZIP Codes that are in the Cities of Woodland and Davis. In CY 2016, the Hospital’s market share in the service area was 21.6%.

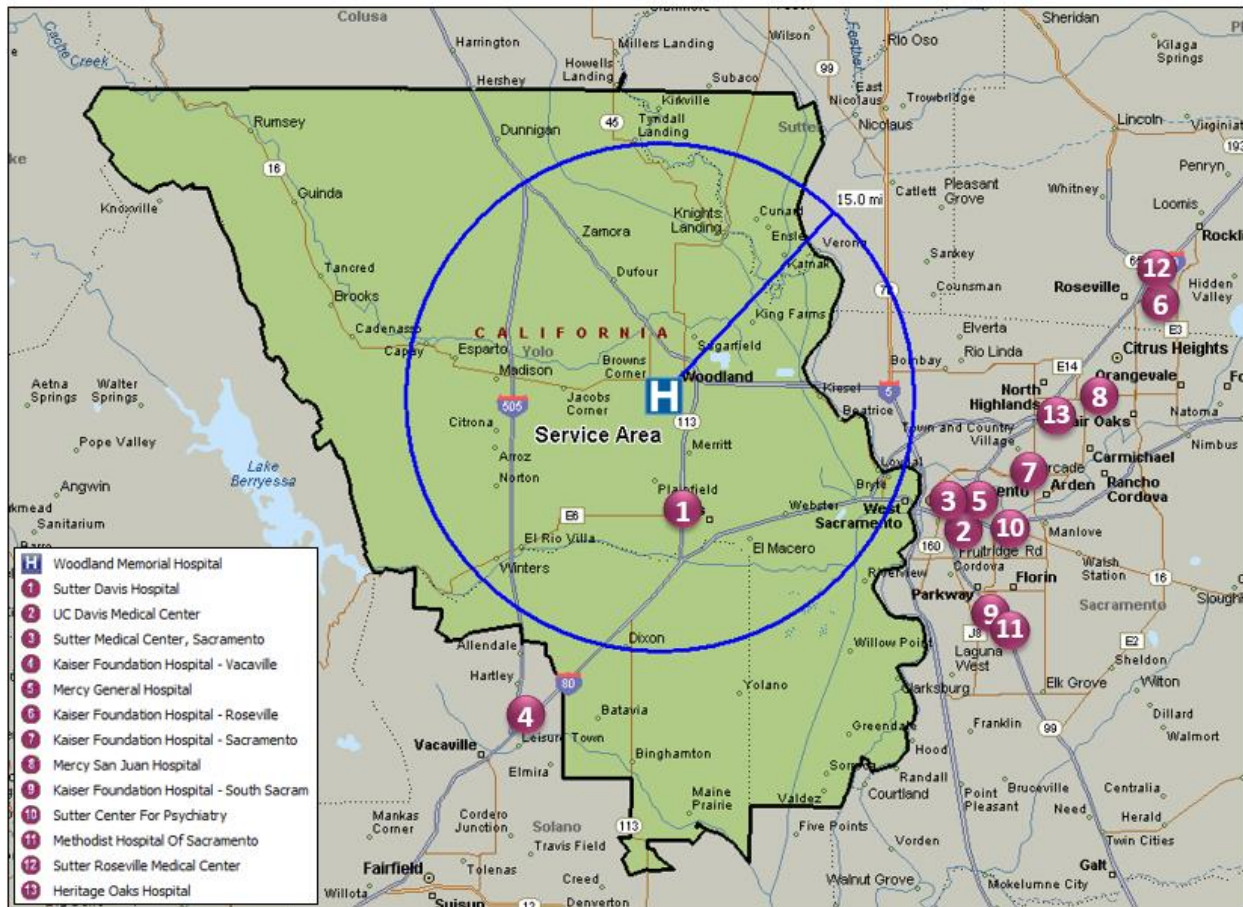
WOODLAND MEMORIAL HOSPITAL PATIENT ORIGIN CY 2016						
ZIP Codes	Community	Total Discharges	% of Discharges	Cumulative % of Discharges	Total Area Discharges	Market Share
95695	Woodland	1,638	32.7%	32.7%	3,472	47.2%
95776	Woodland	705	14.1%	46.8%	1,716	41.1%
95616	Davis	157	3.1%	49.9%	2,130	7.4%
95627	Esparto	154	3.1%	53.0%	314	49.0%
95691	West Sacramento	137	2.7%	55.7%	3,214	4.3%
95912	Arbuckle	130	2.6%	58.3%	376	34.6%
95620	Dixon	109	2.2%	60.5%	1,495	7.3%
95694	Winters	116	2.3%	62.8%	710	16.3%
95618	Davis	111	2.2%	65.0%	1,311	8.5%
95605	West Sacramento	95	1.9%	66.9%	1,446	6.6%
95645	Knights Landing	94	1.9%	68.8%	170	55.3%
95937	Dunnigan	74	1.5%	70.3%	149	49.7%
95697	Yolo	43	0.9%	71.2%	69	62.3%
95653	Madison	26	0.5%	71.7%	54	48.1%
95606	Brooks	19	0.4%	72.1%	51	37.3%
95617	Davis	16	0.3%	72.4%	112	14.3%
95637	Guinda	9	0.2%	72.6%	28	32.1%
95676	Robbins	7	0.1%	72.7%	37	18.9%
95607	Capay	7	0.1%	72.8%	21	33.3%
95698	Zamora	4	0.1%	72.9%	12	33.3%
95679	Rumsey	4	0.1%	73.0%	6	66.7%
<b>Subtotal</b>		<b>3,655</b>	<b>73.0%</b>	<b>73.0%</b>	<b>16,893</b>	<b>21.6%</b>
Other ZIPs		1,352	27.0%	100%		
<b>Total Discharges</b>		<b>5,007</b>	<b>100%</b>			

Note: Excludes normal newborns

Source: CY 2016 OSHPD Patient Discharge Database

**Service Area Map**

Woodland Memorial Hospital’s service area has approximately 243,000 residents. There is one other hospital located within Woodland Memorial Hospital’s service area, Sutter Davis Hospital. There is no other hospital located within 15 miles from Woodland Memorial Hospital. Woodland Memorial Hospital is the inpatient market share leader in the service area.



### Hospital Market Share

The table below provides the market share of inpatient discharges by individual hospital within Woodland Memorial Hospital’s service area from CY 2013 to CY 2016.

WOODLAND MEMORIAL HOSPITAL SERVICE AREA MARKET SHARE BY HOSPITAL CY 2013 - CY 2016					
Hospital	CY 2013	CY 2014	CY 2015	CY 2016	Change
<b>Woodland Memorial Hospital</b>	<b>19.2%</b>	<b>21.1%</b>	<b>21.0%</b>	<b>21.6%</b>	<b>↗</b>
Sutter Davis Hospital	18.4%	17.4%	17.7%	17.7%	↗
UC Davis Medical Center	14.8%	13.7%	13.9%	12.9%	↘
Sutter Medical Center, Sacramento	6.0%	5.8%	7.9%	11.7%	↗
Kaiser Foundation Hospital - Vacaville	3.2%	4.8%	5.2%	5.3%	↗
Mercy General Hospital	5.5%	5.4%	5.7%	5.1%	↘
Kaiser Foundation Hospital - Roseville	4.1%	3.9%	3.8%	3.8%	→
Kaiser Foundation Hospital - Sacramento	3.3%	2.9%	3.1%	3.2%	→
Mercy San Juan Medical Center	2.1%	2.0%	2.0%	2.4%	↗
Kaiser Foundation Hospital - South Sacramento	2.1%	2.0%	2.3%	2.0%	→
Sutter Center For Psychiatry	1.5%	1.7%	1.4%	1.8%	↗
North Bay Medical Center	1.5%	1.7%	1.5%	1.5%	→
UCSF Medical Center	1.0%	1.0%	1.0%	1.1%	→
Sierra Vista Hospital	1.6%	1.4%	1.1%	1.1%	↘
Methodist Hospital Of Sacramento	0.7%	0.9%	1.0%	0.9%	→
Sutter Roseville Medical Center	0.9%	0.9%	0.9%	0.9%	→
Heritage Oaks Hospital	0.7%	0.8%	0.8%	0.8%	→
All Other	13.3%	12.6%	9.7%	6.0%	↘
<b>Total Percentage</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	
<b>Total Discharges</b>	<b>15,603</b>	<b>15,514</b>	<b>16,239</b>	<b>16,893</b>	<b>↗</b>

Source: OSHPD Discharge Database, CY 2013 - CY 2016

Note: Excludes normal newborns

- The number of discharges in Woodland Memorial Hospital’s service area has increased by 8.3% from 15,603 inpatient discharges in CY 2013 to 16,893 discharges in CY 2016;
- From CY 2013 to CY 2016, Woodland Memorial Hospital consistently ranked first in terms of overall market share for its service area based on inpatient discharges (21.6% in CY 2016); and
- In CY 2016, Sutter Davis Hospital ranked second in market share (17.7%), followed by University of California Davis Medical Center (12.9%).

**Market Share by Payer Type**

The following table illustrates the service area’s hospital inpatient market share by payer type as reported by OSHPD for CY 2016.

WOODLAND MEMORIAL HOSPITAL HOSPITAL MARKET SHARE BY PAYER TYPE											
Payer Type	Total Discharges	Woodland Memorial Hospital	Sutter Davis Hospital	University Of California Davis Medical Center	Sutter Medical Center, Sacramento	Kaiser Foundation Hospital - Vacaville	Mercy General Hospital	Kaiser Foundation Hospital - Roseville	Kaiser Foundation Hospital - Sacramento	All Others	Total
Medicare	5,820	23.4%	18.0%	11.0%	12.8%	5.5%	8.3%	0.8%	5.9%	14.2%	100%
Private Coverage	5,693	13.8%	14.1%	14.9%	10.1%	8.2%	4.0%	9.4%	3.1%	22.4%	100%
Medi-Cal	4,740	30.1%	21.6%	13.9%	11.9%	2.0%	3.1%	1.2%	0.6%	15.4%	100%
All Other	452	10.4%	11.7%	8.0%	16.2%	0.4%	2.0%	0.2%	0.4%	50.7%	100%
Self-Pay	188	17.6%	34.0%	0.0%	13.3%	5.3%	0.5%	1.1%	1.1%	27.1%	100%
<b>Total Percentage</b>		<b>21.6%</b>	<b>17.7%</b>	<b>12.9%</b>	<b>11.7%</b>	<b>5.3%</b>	<b>5.1%</b>	<b>3.8%</b>	<b>3.2%</b>	<b>18.4%</b>	<b>100%</b>
<b>Total Discharges</b>	<b>16,893</b>	<b>3,655</b>	<b>2,995</b>	<b>2,184</b>	<b>1,984</b>	<b>896</b>	<b>869</b>	<b>647</b>	<b>548</b>	<b>3,115</b>	

Note: Excludes normal newborns  
Source: CY 2106 OSHPD Patient Discharge Database

- The largest categories of service area inpatient discharges is Medicare with 5,820 inpatient discharges (34%), followed by Private Coverage with 5,693 inpatient discharges (34%) and Medi-Cal with 4,740 inpatient discharges (28%);
- Woodland Memorial Hospital is the inpatient market share leader for Medicare (23%) and Medi-Cal with (30%);
- University of California Davis Medical Center is the inpatient market share leader for Private Coverage (15%); and
- Sutter Davis Medical Center is the inpatient market share leader Self-Pay (34%).

**Market Share by Service Line**

The following table illustrates the service area’s inpatient market share for CY 2016.

WOODLAND MEMORIAL HOSPITAL HOSPITAL MARKET SHARE BY SERVICE LINE											
Service Line	Total Discharges	Woodland Memorial Hospital	Sutter Davis Hospital	University Of California Davis Medical Center	Sutter Medical Center, Sacramento	Kaiser Foundation Hospital - Vacaville	Mercy General Hospital	Kaiser Foundation Hospital - Roseville	Kaiser Foundation Hospital - Sacramento	All Others	Total
General Medicine	4,568	24.3%	19.5%	14.9%	12.6%	5.3%	5.9%	1.4%	4.7%	11.4%	100%
Obstetrics	2,866	22.7%	32.5%	6.9%	10.2%	7.5%	0.9%	10.4%	0.0%	8.8%	100%
General Surgery	1,515	18.0%	16.7%	16.6%	10.6%	5.7%	5.2%	1.3%	5.2%	20.8%	100%
Orthopedics	1,399	22.7%	16.7%	12.2%	8.0%	8.9%	4.2%	2.4%	5.9%	18.9%	100%
Behavioral Health	1,357	30.8%	1.3%	1.8%	0.8%	0.1%	0.4%	0.1%	0.1%	64.6%	100%
Cardiac Services	1,329	14.2%	11.1%	13.3%	21.6%	4.1%	17.6%	1.0%	3.8%	13.3%	100%
Neonatology	1,214	21.4%	25.7%	9.8%	9.4%	6.8%	0.5%	13.8%	0.0%	12.6%	100%
Neurology	664	19.6%	11.6%	13.3%	17.0%	4.7%	8.0%	0.8%	3.9%	21.2%	100%
Oncology/Hematology (Medical)	453	15.9%	9.5%	26.3%	15.9%	2.4%	5.1%	4.9%	4.9%	15.2%	100%
Spine	349	41.0%	1.1%	15.5%	16.3%	3.4%	4.3%	0.3%	5.7%	12.3%	100%
Other	273	6.6%	4.0%	39.9%	11.0%	5.1%	3.3%	0.7%	1.1%	28.2%	100%
Gynecology	182	16.5%	20.9%	12.1%	9.9%	1.1%	9.3%	2.2%	8.2%	19.8%	100%
Vascular Services	181	8.3%	2.8%	11.0%	34.3%	2.2%	6.1%	3.3%	5.0%	27.1%	100%
Urology	163	6.7%	6.7%	24.5%	14.7%	4.9%	14.1%	0.0%	4.3%	23.9%	100%
ENT	162	6.2%	7.4%	42.0%	10.5%	1.2%	4.9%	1.9%	1.9%	24.1%	100%
Neurosurgery	140	1.4%	0.7%	18.6%	21.4%	5.0%	5.0%	2.9%	10.0%	35.0%	100%
Rehabilitation	36	0.0%	0.0%	13.9%	0.0%	0.0%	69.4%	0.0%	0.0%	16.7%	100%
No-match-found	26	19.2%	3.8%	30.8%	30.8%	0.0%	0.0%	0.0%	3.8%	11.5%	100%
<b>Total Percentage</b>		<b>21.6%</b>	<b>17.7%</b>	<b>12.9%</b>	<b>11.7%</b>	<b>5.3%</b>	<b>5.1%</b>	<b>3.8%</b>	<b>3.2%</b>	<b>18.4%</b>	<b>100%</b>
<b>Total Discharges</b>	<b>16,893</b>	<b>3,655</b>	<b>2,995</b>	<b>2,184</b>	<b>1,984</b>	<b>896</b>	<b>869</b>	<b>647</b>	<b>548</b>	<b>3,115</b>	

Note: Excludes normal newborns  
Source: CY 2016 OSHPD Patient Discharge Database

- Woodland Memorial Hospital is the service line leader in six of 18 service lines: general surgery (18%), spine (41%), general medicine (24%), orthopedics (23%), neurology (20%) and behavioral health (31%);
- Sutter Davis Hospital also has a significant service line market share in three service lines: obstetrics (33%), neonatology (26%) and gynecology (21%); and
- University of California Davis Medical Center is the service area inpatient service line leader in four service lines including: oncology/hematology (26%), urology (25%), and ENT (42%).

**Market Share by ZIP Code**

The following table illustrates the service area’s market share by ZIP Code for CY 2016.

WOODLAND MEMORIAL HOSPITAL MEDICAL CENTER HOSPITAL MARKET SHARE BY ZIP CODE CY 2016												
ZIP Code	Community	Total Discharges	Woodland Memorial Hospital	Sutter Davis Hospital	University Of California Davis Medical Center	Sutter Medical Center, Sacramento	Kaiser Foundation Hospital - Vacaville	Mercy General Hospital	Kaiser Foundation Hospital - Roseville	Kaiser Foundation Hospital - Sacramento	All Others	Total
95695	Woodland	3,472	47.2%	13.5%	9.4%	4.0%	3.5%	4.5%	2.8%	2.2%	13.0%	100%
95691	West Sacramento	3,214	4.3%	8.2%	18.6%	24.0%	0.4%	10.5%	6.4%	7.0%	20.6%	100%
95616	Davis	2,130	7.4%	34.3%	14.6%	9.1%	6.0%	2.0%	2.9%	2.2%	21.6%	100%
95776	Woodland	1,716	41.1%	14.5%	9.8%	6.5%	4.1%	3.6%	4.1%	2.1%	14.2%	100%
95620	Dixon	1,495	7.3%	23.3%	7.3%	6.8%	21.9%	0.9%	3.4%	0.7%	28.4%	100%
95605	West Sacramento	1,446	6.6%	11.5%	19.9%	25.4%	0.3%	11.5%	3.8%	6.0%	14.9%	100%
95618	Davis	1,311	8.5%	27.7%	17.2%	11.8%	5.4%	2.2%	5.6%	3.2%	18.4%	100%
95694	Winters	710	16.3%	26.6%	3.9%	8.6%	16.9%	1.4%	3.1%	0.4%	22.7%	100%
95912	Arbuckle	376	34.6%	14.9%	11.7%	7.2%	1.1%	4.5%	0.0%	0.8%	25.3%	100%
95627	Esparto	314	49.0%	15.3%	8.9%	6.1%	6.1%	3.2%	0.3%	0.0%	11.1%	100%
95645	Knights Landing	170	55.3%	8.2%	10.0%	0.6%	2.9%	1.2%	1.8%	5.9%	14.1%	100%
95937	Dunnigan	149	49.7%	20.8%	4.0%	7.4%	2.0%	5.4%	0.7%	0.7%	9.4%	100%
95617	Davis	112	14.3%	28.6%	10.7%	14.3%	0.0%	2.7%	1.8%	1.8%	25.9%	100%
95697	Yolo	69	62.3%	13.0%	7.2%	4.3%	1.4%	0.0%	2.9%	2.9%	5.8%	100%
95653	Madison	54	48.1%	13.0%	1.9%	3.7%	3.7%	7.4%	0.0%	0.0%	22.2%	100%
95606	Brooks	51	37.3%	11.8%	5.9%	3.9%	2.0%	2.0%	0.0%	2.0%	35.3%	100%
95676	Robbins	37	18.9%	5.4%	18.9%	2.7%	0.0%	13.5%	2.7%	0.0%	37.8%	100%
95637	Guinda	28	32.1%	3.6%	17.9%	0.0%	7.1%	10.7%	0.0%	0.0%	28.6%	100%
95607	Capay	21	33.3%	23.8%	14.3%	9.5%	4.8%	0.0%	0.0%	0.0%	14.3%	100%
95698	Zamora	12	33.3%	25.0%	8.3%	8.3%	16.7%	0.0%	0.0%	0.0%	8.3%	100%
95679	Rumsey	6	66.7%	16.7%	0.0%	0.0%	0.0%	16.7%	0.0%	0.0%	0.0%	100%
<b>Total Percentage</b>			<b>21.6%</b>	<b>17.7%</b>	<b>12.9%</b>	<b>11.7%</b>	<b>5.3%</b>	<b>5.1%</b>	<b>3.8%</b>	<b>3.2%</b>	<b>18.4%</b>	<b>100%</b>
<b>Total Discharges</b>		<b>16,893</b>	<b>3,655</b>	<b>2,995</b>	<b>2,184</b>	<b>1,984</b>	<b>896</b>	<b>869</b>	<b>647</b>	<b>548</b>	<b>3,115</b>	

Note: Excludes normal newborns

Source: CY 2016 OSHPD Patient Discharge Database

- Woodland Memorial Hospital is the inpatient market share leader in 14 of the 21 service area ZIP Codes; and
- Sutter Davis Hospitals the inpatient market share leader in five of the 21 service area ZIP Codes.

## Assessment of Potential Issues Associated with the Availability or Accessibility of Healthcare Services

In the Ministry Alignment Agreement, Dignity Health and CHI have made commitments to maintain all Dignity Health owned hospitals, IHO owned hospitals, and IHO subsidiary hospitals with their current levels of health services and programs. An analysis of these commitments is provided in the following sections.

### *Continuation as a General Acute Care Hospital*

In the Ministry Alignment Agreement, Dignity Health and CHI committed to maintaining Woodland Memorial Hospital as a licensed acute care hospital for five years after the Effective Date. The Hospital provides a significant amount of healthcare to the communities served as shown by their inpatient volume and market share.

### Woodland Memorial Hospital

In FY 2017, the hospitals located within Woodland Memorial Hospital’s service area had a combined total of 156 licensed beds with an aggregate average occupancy rate of approximately 56%. In FY 2017, the Hospital had 108 licensed beds that operated at an occupancy rate of 53%. In CY 2016, it had a 22% market share of the service area inpatient discharges. Furthermore, of the two hospitals located within Woodland Memorial Hospital’s service area, the Hospital had 59% of the total inpatient discharges, representing 66% of the patient days.

SERVICE AREA HOSPITAL DATA							
Hospital	City	Licensed Beds	Inpatient Discharges	Patient Days	Average Daily Census	Percent Occupied	Miles from Hospital
<b>Woodland Memorial Hospital</b>	<b>Woodland</b>	<b>108</b>	<b>5,586</b>	<b>20,973</b>	<b>57</b>	<b>53%</b>	-
Sutter Davis Hospital	Davis	48	3,850	10,927	30	62%	9.4
<b>Total</b>		<b>156</b>	<b>9,436</b>	<b>31,900</b>	<b>87</b>	<b>56%</b>	

Source: OSHPD Disclosure Report, Google Maps

Since Woodland Memorial Hospital is one of the two hospitals within its service area, it is a very important provider of healthcare services to the community.

### *Emergency Services*

Woodland Memorial Hospital is an important provider of emergency services to the residents of its surrounding communities. In FY 2017, Woodland Memorial Hospital (a Primary Stroke Center) reported 27,739 emergency service visits to its 20 emergency treatment stations, operating at 69% capacity<sup>28</sup>.

<sup>28</sup> Industry sources, including the American College of Emergency Physicians, use a benchmark of 2,000 visits per emergency station, per year, to estimate the capacity.



As a result of the Affordable Care Act (ACA) and California's participation in Medicaid expansion, more individuals are now eligible for healthcare coverage. This influx of newly insured individuals, combined with the growing shortage of primary care physicians, is expected to increase emergency department utilization. Keeping Woodland Memorial Hospital's emergency department open is important for providing area residents access to emergency services.

In the Ministry Alignment Agreement, Dignity Health and CHI committed to maintaining the emergency services at all Dignity Health owned hospitals, IHO owned hospitals, and IHO subsidiary hospitals at current types and levels of services and current designations for five years after the Effective Date of the Ministry Alignment Agreement as shown below:

The five-year commitments to Woodland Memorial Hospital's existing emergency services include:

- 20 Treatment Stations;
- Paramedic Base Station;
- Certified Primary Stroke Center; and
- County Lanterman-Petris-Short Designated 24-Hour Facility.

As a result of healthcare reform, aging demographics, and the growing shortage of primary care physicians, emergency service utilization is expected to continue to increase within the Hospital's service area. Maintaining Woodland Memorial Hospital's emergency department open with at least their current number of emergency department stations and current designations is critical to providing emergency services within the Hospital's service area.

### ***Reproductive Health Services***

Woodland Memorial Hospital is an important provider of healthcare services to women. The Hospital averaged 697 live births between FY 2015 and FY 2017.

Woodland Memorial Hospital is a non-Catholic hospital and is not subject to the ERDs. According to Dignity Health representatives, the Hospital has operated under the Statement of Common Values since it first affiliated with Dignity Health. The Dignity Health Statement of Common Values identifies certain procedures that cannot be performed at a community hospital affiliated with Dignity Health. These procedures are direct abortion, in-vitro fertilization, and physician assisted suicide. The Ministry Alignment Agreement states that Dignity Health's non-Catholic hospitals that will transition to IHO will not be subject to the ERDs and will adopt the Statement of Common Values. Because Woodland Memorial Hospital is already subject to the Statement of Common Values and not the ERDs, the transaction is not expected to result in any reductions in the availability or accessibility of reproductive health services at Woodland Memorial Hospital.



The following table shows recorded inpatient reproductive service procedures in CY 2016 at Woodland Memorial Hospital.

CY 2016 REPRODUCTIVE SERVICE BY DIAGNOSTIC RELATED GROUP	
Woodland Memorial Hospital	
767-Vaginal Delivery W Sterilization &/Or D&C <sup>1</sup>	36
778-Threatened Abortion	12
770-Abortion W D&C <sup>1</sup> , Aspiration Curettage Or Hysterotomy	2
777-Ectopic Pregnancy	2
779-Abortion W/O D&C <sup>1</sup>	2
<b>Total Discharges:</b>	<b>54</b>

Source: CY 2016 OSHPD Patient Discharge Database  
<sup>1</sup>D&C is an abbreviation for Dilation and Curettage

**Effects on the Level & Type of Charity Care Historically Provided**

Dignity Health committed to providing an annual amount of charity care based on the three most recent fiscal years as shown in the following table. As noted previously, Dignity Health has acknowledged that an error was made in its calculation of its charity care costs. Dignity Health has stated that it accepts the calculations provided by JD Healthcare Inc. and Vizient Inc. for the purposes of determining their charity care commitment.

CHARITY CARE COSTS				
	Dignity Health <sup>1</sup>		OSHPD Reported <sup>2</sup>	
	FY 2015 – FY 2017 Average	FY 2013 – FY 2017 Average	FY 2015 – FY 2017 Average	FY 2013 – FY 2017 Average
Woodland Memorial Hospital	\$1,145,992	\$998,583	\$1,332,097	\$1,179,814

<sup>1</sup> Dignity Health charity care commitment as calculated by Dignity Health FY 2015 - FY 2017  
<sup>2</sup> Charity care as reported in OSHPD Disclosure Reports FY 2013 - FY 2017.

**Effects on Services to Medi-Cal, Medicare & Other Classes of Patients**

Woodland Memorial Hospital participates in the Medicare and Medi-Cal programs, and contract with Medi-Cal managed care plans.

As a result of the expansion of Medi-Cal and the ACA, fewer low-income individuals and families are uninsured. As a result, county indigent and other indigent patients have decreased. While these patients can still access the emergency departments of Dignity Health Hospitals, the number of patients served has decreased.

Commercially insured patients receive care at Dignity Health hospitals under negotiated contracts and are unlikely to be affected as result of the Dignity Health and CHI transaction.

The Medi-Cal Managed Care Program contracts for healthcare services through established networks of organized systems of care. Over 12 million Medi-Cal beneficiaries in all 58 counties in California receive their healthcare through six models of managed care, including: County Organized Health Systems, the Two-Plan Model, Geographic Managed Care, the Regional Model, the Imperial Model, and the San Benito Model.

Yolo County has a County Organized Health Systems that offers one managed care plan. In the County Organized Health Systems model, the Department of Health Care Services contracts with a health plan created by the County Board of Supervisors. The percentage of Yolo County residents with Medi-Cal Managed Care coverage has increased significantly as a result of the ACA and California initiatives to expand managed care. In Yolo County, the County Organized Health Systems Model is provided by Partnership Health Plan.

In the Ministry Alignment Agreement Dignity Health and CHI commit to continued participation in the Medi-Cal and Medicare program for a period of five years after the Effective Date. The table shows the current contract that exists at Woodland Memorial Hospital.

DIGNITY HEALTH YOLO COUNTY MEDI-CAL CONTRACT	
Dignity Health Hospital	Health Plan
Woodland Memorial Hospital	● Partnership Health Plan

Source: Dignity Health

As Dignity Health committed to continued participation in the Medicare, Medi-Cal, and Medi-Cal managed care programs in the Ministry Alignment Agreement, no reductions in the availability or accessibility of non-emergency healthcare services are anticipated for beneficiaries of Medicare, Medi-Cal, and Medi-Cal managed care programs for at least five years after the Effective Date.

***Effects on Community Benefit Programs***

Woodland Memorial Hospital supports a significant number of ongoing community benefit programs that serve the residents of the surrounding communities. In the Ministry Alignment Agreement, Dignity Health and CHI have made commitments to maintain expenditures for community benefit services based on an average of the expenditures for the years FY 2015-2017. The table below shows the annual average for both the three and five fiscal years at Woodland Memorial Hospital.

YOLO COUNTY COMMUNITY BENEFIT		
	FY 2015 - FY 2017*	FY 2013 – FY 2017*
Woodland Memorial Hospital	\$1,672,782	\$1,557,618

\*Less Medi-Cal Provider Fees and other non-community benefit costs as detailed in the profile sections.

While the Hospital offers various community benefit programs, the Ministry Alignment Agreement includes commitments to maintain many of the current community benefit programs. The table below shows the service and program commitments made by Dignity Health and CHI.

COMMITTED COMMUNITY BENEFIT SERVICES AND PROGRAMS	
Hospital Name	Community Benefit Service and Program Name
Woodland Memorial Hospital	<ul style="list-style-type: none"> <li>• Chronic Disease Self-Management Program</li> <li>• The Center for Families (YFRC)</li> <li>• Dignity Health Community Grants Program</li> </ul>

***Effects on Hospital Licensed Services***

Woodland Memorial Hospital is an important provider of inpatient services to the residents of its community. Dignity Health and CHI committed to maintaining all licensed services at current types and levels of services and current designations for five years after the Effective Date of the Ministry Alignment Agreement as follows:

*Licensed Service Commitments for Woodland Memorial Hospital:*

- Intensive care services, including a minimum of 8 licensed intensive care beds;
- Pediatric services, including a minimum of 7 licensed pediatric beds;
- Obstetrics services, including a minimum of 7 licensed perinatal beds;
- Intensive Care Newborn Nursery services, including a minimum of 4 licensed Neonatal Intensive Care Unit beds; and
- Psychiatric services, including a minimum of 31 licensed distinct part acute psychiatric beds.

Since Dignity Health and CHI make extensive five-year commitments to licensed inpatient services, no reductions in the availability or accessibility of healthcare services are expected for Woodland Memorial Hospital, for at least five years as a result of the Ministry Alignment Agreement.

## Effects on Programs and Services

Woodland Memorial Hospital is an important provider of inpatient and outpatient programs and services to the residents of its surrounding communities. Dignity Health and CHI committed to maintaining additional licensed programs and services at current types and levels and current designations for five years after the Effective Date of the Ministry Alignment Agreement as follows:

### Programs and Services Commitment for Woodland Memorial Hospital:

- Neuroscience services, including neurosurgery services;
- Oncology services, including inpatient medical and surgical oncology services;
- Outpatient Services – Infusion Center;
- Orthopedic surgery services, including total joint replacements;
- General surgery services;
- Outpatient Services - Surgical Clinic;
- Cardiac catheterization laboratory services;
- Nuclear medicine services;
- Imaging and radiology services (inpatient and outpatient);
- Laboratory services;
- Occupational therapy services;
- Physical therapy services;
- Respiratory care services; and
- Speech pathology services.

Since Dignity Health and CHI have committed to maintaining these additional licensed services and programs for five years after the Effective Date at Woodland Memorial Hospital, no negative impacts on the access and availability of healthcare services are expected for at least five years as a result of the Ministry Alignment Agreement.

***Effects on Staffing & Employee Rights***

Dignity Health states that the proposed transaction will not change the status of any of Dignity Health's non-executive employees.

Dignity Health and CHI in the Ministry Alignment Agreement also agree to maintain the respective terms of the collective bargaining agreements that are in effect as of the Effective Date as shown below.

***Union Contracts for Woodland Memorial Hospital:***

- California Nurses Association (CNA);
- Engineers and Scientists of California Local 20, IFPTE (ESC); and
- Service Employees International Union- United Healthcare Workers West (SEIU UHW).

It is anticipated that no reductions in the number of non-executive employees are expected at Woodland Memorial Hospital as a result of the Ministry Alignment Agreement.

***Effects on Medical Staff***

Dignity Health and CHI have committed to maintaining privileges for the current medical staff members of each Dignity Health California Hospital who are in good standing as of the Effective Date of the Ministry Alignment Agreement. Since Dignity Health committed to maintain the medical staffs' privileges, no reductions in the medical staff at Woodland Memorial Hospital are expected.

***Effects on City and County Contracts***

Woodland Memorial Hospital has a number of contracts with Yolo County to provide and support specific services. According to the Ministry Alignment Agreement, these contracts will be maintained for a period of five years after the Effective Date, unless the contract is terminated for cause or expires in accordance with its current terms.

***Alternatives***

If the proposed Ministry Alignment Agreement is not approved, Dignity Health is expected to continue to operate as it has in the past. It may look for future partnerships; however, none are evident at this time.

## Conclusions and Recommendations

Based on Dignity Health's and CHI's commitments contained in the Ministry Alignment Agreement, the proposed transaction is likely to preserve the accessibility and availability of healthcare services to the communities served for at least five years. If the transaction is not approved, Dignity Health will not have the obligation to maintain these commitments.

### ***Potential Conditions for California Attorney General Approval of the Ministry Alignment Agreement***

If the California Attorney General approves the proposed transaction, JD Healthcare Inc. and Vizient Inc. recommend the following conditions be required to minimize any potential negative healthcare impact that might result from the transaction:

#### Woodland Memorial Hospital

1. For at least ten years from the Closing Date of the Ministry Alignment Agreement, Woodland Memorial Hospital shall continue to operate as a general acute care hospital;
2. For at least five years from the Closing Date of the Ministry Alignment Agreement, Woodland Memorial Hospital shall maintain 24-hour emergency services at no less than current licensure and designation with the same types and/or levels of services, including the following:
  - a. 20 Treatment Stations;
  - b. Paramedic Base Station;
  - c. Certified Primary Stroke Center; and
  - d. County Lanterman-Petris-Short Designated 24-Hour Facility.
3. For at least five years from the Closing Date of the Ministry Alignment Agreement, Woodland Memorial Hospital shall maintain the following services at current licensure, types, and/or levels of services:
  - a. Intensive care services, including a minimum of 8 licensed intensive care beds;
  - b. Pediatric services, including a minimum of 7 licensed pediatric beds;
  - c. Obstetrics services, including a minimum of 7 licensed perinatal beds;
  - d. Intensive Care Newborn Nursery services, including a minimum of 4 licensed Neonatal Intensive Care Unit beds; and
  - e. Psychiatric services, including a minimum of 31 licensed distinct part acute psychiatric beds.

4. For at least five years from the Closing Date of the Ministry Alignment Agreement, Woodland Memorial Hospital shall maintain the following services as committed to Attachment D in Exhibit L of the Ministry Alignment Agreement:
  - a. Neuroscience services, including neurosurgery services;
  - b. Oncology services, including inpatient medical and surgical oncology services;
  - c. Outpatient Services – Infusion Center;
  - d. Orthopedic surgery services, including total joint replacements;
  - e. General surgery services;
  - f. Outpatient Services - Surgical Clinic;
  - g. Cardiac catheterization laboratory services;
  - h. Nuclear medicine services;
  - i. Imaging and radiology services (inpatient and outpatient);
  - j. Laboratory services;
  - k. Occupational therapy services;
  - l. Physical therapy services;
  - m. Respiratory care services; and
  - n. Speech pathology services.
  
5. For at least five years from the Closing Date of the Ministry Alignment Agreement, Woodland Memorial Hospital shall maintain currently provided women’s healthcare services as well as the women’s health services currently at the following two locations:
  - a. 632 W. Gibson Road, Woodland, California 95695; and
  - b. 2081 Bronze Star Drive, Woodland, California 95776.
  
6. For at least five years from the Closing Date of the Ministry Alignment Agreement, Woodland Memorial Hospital shall maintain a charity care policy that is no less favorable than its current charity care policy and in compliance with California and Federal law, and Woodland Memorial Hospital shall provide an annual amount of charity care equal to or greater than \$1,179,814 (the “Minimum Charity Care Amount”). Alternatively, because of the impact of Medi-Cal expansion and the ACA, the California Attorney General could consider adjusting the required commitment to charity care based on available data from time periods after implementation of the ACA. An example would be to require a commitment based on a three-year rolling average of the most recent available data. For FY 2018, Woodland Memorial Hospital’s required Minimum Charity Care amount using the three-year rolling average from FY 2015 to FY 2017 would be \$1,332,097. For purposes herein, the term “Charity Care” shall mean the amount of charity care costs (not charges) incurred by Woodland Memorial Hospital in connection with the operations and provision of services at Woodland Memorial Hospital. The definition and methodology for calculating “Charity Care” and the methodology for calculating “cost” shall be the same as that used by OSHPD for annual hospital reporting purposes. The Minimum Charity Care Amount will be increased on an

annual basis by the rate of inflation as measured by a Consumer Price Index from the U.S. Bureau of Labor Statistics;

7. For at least five years from the Closing Date of the Ministry Alignment Agreement, Woodland Memorial Hospital shall continue to expend no less than \$1,557,618 annually in community benefit services. This amount should be increased annually based on the Consumer Price Index from the U.S. Bureau of Labor Statistics. In addition, the following community benefit programs shall continue to be offered for at least five years from closing;
  - a. Chronic Disease Self-Management Program;
  - b. The Center for Families (YFRC); and
  - c. Dignity Health Community Grants Program.
  
8. For at least five years from the Closing Date of the Ministry Alignment Agreement, Woodland Memorial Hospital shall maintain its participation in the Medicare program, providing the same types and/or levels of emergency and non-emergency services to Medicare beneficiaries, on the same terms and conditions as other similarly situated hospitals, by maintaining a Medicare Provider Number;
  
9. For at least five years from the Closing Date of the Ministry Alignment Agreement, Woodland Memorial Hospital shall be certified to participate in the Medi-Cal program, providing the same type, and/or levels of emergency and non-emergency services to Medi-Cal beneficiaries;
  
10. For at least five years from the Closing Date of the Ministry Alignment Agreement, Woodland Memorial Hospital shall maintain its participation in the Medi-Cal Managed Care program, providing the same types and/or levels of emergency and non-emergency services to Medi-Cal beneficiaries, on the same terms and conditions as other similarly situated hospitals offering substantially the same services, without any loss, interruption of service, or decrease of quality, or gap in contracted hospital coverage, including continuation of the following contract:
  - a. County Organized Health Systems Plan: Partnership Health Plan or its successor.
  
11. For at least five years from the Closing Date of the Ministry Alignment Agreement, Woodland Memorial Hospital shall maintain its current city/county contracts for the programs listed below:
  - a. Designation as a Primary Stroke Center Agreement;
  - b. Acute Psychiatric Inpatient Hospital Services Agreement; and
  - c. Adult Day Health Care Services Agreement.



12. Dignity Health and CHI shall commit the necessary investments required to meet and maintain OSHPD seismic compliance requirements at Woodland Memorial Hospital until January 1, 2030 under the Alfred E. Alquist Hospital Facilities Seismic Safety Act of 1983, as amended by the California Hospital Facilities Seismic Safety Act (Health & Safety Code, § 129675-130070); and
13. Woodland Memorial Hospital shall maintain written policies that prohibit discrimination against lesbian, gay, bisexual, or transgender individuals.

*Woodland Memorial Hospital License*

License: 030000115  
 Effective: 11/30/2017  
 Expires: 11/29/2018  
 Licensed Capacity: 108

**State of California**  
**Department of Public Health**

In accordance with applicable provisions of the Health and Safety Code of California and its rules and regulations, the Department of Public Health hereby issues

*this License to*

**Dignity Health**  
 to operate and maintain the following **General Acute Care Hospital**

**Woodland Memorial Hospital**

1326 Cottonwood Street  
 Woodland, CA 95695-5131

**Bed Classifications/Services**

- 77 General Acute Care
- 8 Intensive Care
- 7 Pediatric
- 7 Perinatal
- 4 Intensive Care Newborn Nursery
- 51 Unspecified General Acute Care
- 31 Acute Psychiatric (D/P)

**Other Approved Services**

- Basic Emergency Medical
- Cardiac Catheterization Laboratory Services
- Nuclear Medicine
- Occupational Therapy
- Outpatient Services - Infusion Center at 1267 Fairchild Court, Woodland
- Outpatient Services - Surgical at 1324 Cottonwood Street, Woodland
- Outpatient Services - Surgical Clinic at 1321 Cottonwood Street, Woodland
- Physical Therapy
- Respiratory Care Services
- Speech Pathology

This LICENSE is not transferable and is granted solely upon the following conditions, limitations and comments:  
 LEVEL 2 INTERMEDIATE INTENSIVE CARE NEWBORN NURSERY

Karen L. Smith, MD, MPH  
 Director and State Public Health Officer

Stephanie Devlin, Manager

Refer Complaints regarding these facilities to: The California Department of Public Health, Licensing and Certification,  
 Sacramento District Office, 3901 Lennane Drive, Suite 210, Sacramento, CA 95834, (916) 263-5800