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<u>Tab</u>	<u>Description of the Transaction</u>
999.5(d)(1)(A)	Description of the proposed agreement and transaction
999.5(d)(1)(B)	Copy of all proposed written agreements or contracts that relate to or effectuate any part of the proposed transaction
999.5(d)(1)(C)	Reasons the board of directors of applicant believes that the proposed agreement or transaction is either necessary or desirable
<u>Fair Market Value</u>	
999.5(d)(2)(A)	Estimated market value of all cash, property, stock, notes, assumption or forgiveness of debt, and any other thing of value that the applicant would receive for each health facility covered by the proposed agreement or transaction
999.5(d)(2)(B)	Estimated market value of each health facility or other asset to be sold or transferred by the applicant under the proposed agreement or transaction
999.5(d)(2)(C)	Description of the methods used by the applicant to determine the market value of any assets involved in the proposed agreement or transaction
999.5(d)(2)(D)	Reports, analysis, Requests for Proposal, and any other documents that refer or relate to the valuation of any asset involved in the agreement or transaction
999.5(d)(2)(E)	For joint venture transactions, all asset contribution agreements and related valuations, all limited liability corporation or limited liability partnership operating agreements, management contracts, and put option agreements
<u>Inurement and Self-Dealing</u>	
999.5(d)(3)(A)	Copies of any documents or writings of any kind that relate or refer to any personal financial benefit that a proposed affiliation between applicant and the transferee would confer on any officer, director, employee, doctor, medical group or other entity affiliated with applicant or any family member of any such person as identified in Corporations Code section 5227(b)(2)
999.5(d)(3)(B)	The identity of each and every officer, trustee or director of applicant (or any family member of such persons as identified in Corporations Code section 5227(b)(2)) or any affiliate of applicant who or which has any personal financial interest in any company, firm, partnership, or business entity (other than salary and directors/trustees' fees) currently doing business with applicant, any affiliate of applicant, or the transferee or any affiliate of the transferee

999.5(d)(3)(C) Statement describing how the boards of directors of the nonprofit corporations involved in the transaction are complying with the provisions of Health and Safety Code sections 1260 and 1260.1

Charitable Use of Assets

999.5(d)(4)(A) Applicant's articles of incorporation and all amendments thereto and current bylaws, any charitable trust restrictions, and any other information necessary to define the charitable trust purpose of the applicant's assets

999.5(d)(4)(B) Applicant's plan for use of the net proceeds after the close of the proposed transaction together with a statement explaining how the proposed plan is as consistent as possible with existing charitable purposes and complies with all applicable charitable trusts that govern use of applicant's assets

Impacts on Health Care Services

999.5(d)(5)(A) Copy of the two most recent "community needs assessments" prepared by applicant for any health facility that is the subject of the agreement or transaction

999.5(d)(5)(B) Description of all charity care provided in the last five years by each health facility that is the subject of the agreement or transaction

999.5(d)(5)(C) Description of all services provided by each health facility that is the subject of the agreement or transaction in the past five years to Medi-Cal patients, county indigent patients, and any other class of patients.

999.5(d)(5)(D) Description of any community benefit program provided by the health facility during the past five years with an annual cost of at least \$10,000

999.5(d)(5)(E) For each health facility that is the subject of the agreement or transaction, a description of current policies and procedures on staffing for patient care areas; employee input on health quality and staffing issues; and employee wages, salaries, benefits, working conditions and employment protections

999.5(d)(5)(F) For each health facility that is the subject of the agreement or transaction, all existing documents setting forth any guarantees made by any entity that would be taking over operation or control of the health facility relating to employee job security and retraining, or the continuation of current staffing levels and policies, employee wages, salaries, benefits, working conditions and employment protections

999.5(d)(5)(G) Statement describing all material effects that the proposed agreement or transaction may have on delivery of health care services to the communities served by each facility proposed to be transferred, and a statement of how the proposed transaction will affect the availability and accessibility of health care in the affected communities

999.5(d)(5)(H) Description of each measure proposed by the applicant to mitigate or eliminate any significant adverse effect on the availability or accessibility of

health care services to the affected community that may result from the agreement or transaction

Possible Effect on Competition

- 999.5(d)(6)(A) For any agreement or transaction for which a Premerger Notification and Report Form is required to be submitted to the Federal Trade Commission under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, a brief analysis of the possible effect of any proposed merger or acquisition of each health care facility that is the subject of the agreement or transaction on competition and market share in any relevant product or geographic market
- 999.5(d)(6)(B) The Premerger Notification and Report Form and any attachments thereto as filed with the Federal Trade Commission pursuant to the Hart-Scott-Rodino Antitrust Improvement Act of 1976 and 16 C.F.R. Parts 801-803
- 999.5(d)(7) The written notice of any proposed agreement or transaction set forth in section 999.5(a)(1) of these regulations shall include a section entitled “Other Public Interest Factors” that contains any other information the applicant believes the Attorney General should consider in deciding whether the proposed agreement or transaction is in the public interest
- 999.5(d)(8) The written notice of any proposed agreement or transaction set forth in section 999.5(a)(1) shall include a resolution of the board of directors of the applicant authorizing the filing of the written notice and a statement by the chair of the board that the contents of the written notice are true, accurate and complete
- 999.5(d)(9) The written notice of any proposed agreement or transaction set forth in section 999.5(a)(1) shall include a list of the officers and directors of the transferee and the most recent audited financial statement for the transferee
- 999.5(d)(10) The written notice of any proposed agreement or transaction set forth in section 999.5(a)(1) shall include a description of the applicant’s efforts to inform local governmental entities, professional staff and employees of the health facility, and the general public of the proposed transaction. This description shall include any comments or reaction to this effort.
- 999.5(d)(11)(A) Board minutes or other documents relating or referring to consideration by the board of directors of the applicant and any related entity, or any committee thereof of the agreement or transaction or of any other possible transaction involving any of the health facilities that are the subject of agreement or transaction
- 999.5(d)(11)(B) Copies of all documents relating or referring to the reasons why any potential transferee was excluded from further consideration as a potential transferee for any of the health facilities that are the subject of the agreement or transaction
- 999.5(d)(11)(C) Copies of all Requests for Proposal sent to any potential transferee, and all responses received thereto

- 999.5(d)(11)(D) Documents reflecting the deliberative process used by the applicant and any related entity in selecting the transferee as the entity to participate in the proposed agreement or transaction
- 999.5(d)(11)(E) Copies of each Proposal received by the applicant from any potential transferee suggesting the terms of a potential transfer of applicant's health facilities, and any analysis of each such Proposal
- 999.5(d)(11)(F) Applicant's prior two annual audited financial statements, the applicant's most current unaudited financial statement, business projection data and current capital asset valuation data
- 999.5(d)(11)(G) Requests for opinions to the Internal Revenue Service for rulings attendant to this transaction and any Internal Revenue Service responses thereto
- 999.5(d)(11)(H) Pro forma post-transaction balance sheet for the surviving or successor nonprofit corporation