

**Exeter Health Resources, Inc.**

**Proposed Affiliation with  
The Massachusetts General Hospital  
and Wentworth-Douglass Hospital**

**Due Diligence List for Wentworth-Douglass Hospital, its Subsidiaries, and Wentworth-Douglass Health System**

**June 28, 2018**

Please provide the documents and information described below for Wentworth-Douglass Hospital, Inc. (“WDH” or “the Hospital”) and, unless otherwise indicated, for all of its controlled Affiliates, including without limitation, Wentworth-Douglass Health System, Inc. (“WDHS”).

For the purposes of this Due Diligence List, please note the following defined terms:

An “Affiliate” shall include any entity controlling, under the control of or under common control with WDH at any time since 2013. For purposes of this definition “control” means (i) being the sole corporate member, (ii) having an ownership interest of more than 50% or (iii) having the right to elect or appoint more than 50% of the members of an entity’s governing body.

Principal Organizations – collectively, WDH, Wentworth-Douglass Physician Services (“WDPS”), Wentworth-Douglas Foundation (“WDF”), The Works, and WDHS.

	<b><u>A. Corporate Organization and Governance</u></b>	<b><u>Comments/Notes</u></b>
A-1	<b><u>Organizational and Management Charts.</u></b> (a) An organizational chart showing WDH and its relationship to all of its Affiliates.	

	(b) Management charts showing the senior management of each of the Principal organizations (including departmental organization, if available).	
A-2	<u>Company and Business Descriptions.</u> Brief description of: (a) corporate history and development; (b) relationship among WDH and its Affiliates; (c) corporate structure; and (d) services and facilities.	
A-3	<u>Articles and Bylaws.</u> Current Articles and Bylaws for each of the Principal Organizations.	
A-4	<u>Minutes and Resolutions.</u> For each of the Principal Organizations, minutes and resolutions of: (a) all member meetings; (b) all director/trustee meetings; (c) all Executive Committee meetings; and (d) all Audit and Finance Committee meetings, in each case for meetings held on or after January 1, 2016.	
A-5	<u>Interested Transactions.</u> (a) A list and description of every business transaction with any director, trustee, officer or member of senior management of each of the Principal Organizations that was entered into on or after January 1, 2016 (whether or not still in effect); and (b) Copies of all conflict of interest and other policies governing the fiduciary obligations of officers, members, directors, and trustees.	
A-6	<u>Officers/Members/Directors.</u> For each of the Principal Organizations, provide a list of (a) corporate member(s); (b) directors or trustees; (c) members of Compliance, Executive, and Audit and Finance Committees; and (d) statutory officers. Indicate which of these individuals is a member of the Hospital's medical staff and/or employed by WDH or any Affiliate.	
A-7	<u>Joint Ventures/Partnerships/Equity Interests.</u> (a) Lists of all material joint ventures or partnerships in which any of the Principal Organizations is a party, together with providing copies of the partnership agreements, joint venture agreements or other organizational documents.	

	(b) A list and description of all non-affiliated entities in which an equity or membership interest is held by any of the Principal Organizations	
A-8	<u>Agreements/Side Letters</u> . Copies of any agreements, side letters, or other written understanding between or among WDH and its Affiliates regarding the governance or corporate control of WDH and its Affiliates that are not reflected in documents otherwise provided pursuant to any other section of this list.	

	<b><u>B. Regulatory Matters</u></b>	<b><u>WDH Comments/Notes</u></b>
B-1	<p><u>Accreditation.</u> (a) Results of <u>most recent</u> accreditation survey whether or not in the last three (3) years (including any Type 1 citations) by the Joint Commission and date of next survey.</p> <p>(b) Results or report of most recent survey by any other accreditation organization.</p> <p>(c) Most recent survey report(s) from New Hampshire Division of Public Health Services as a result of any survey(s) conducted since January 1, 2016</p> <p>(d) Most recent survey report(s) from Centers for Medicare and Medicaid Services as a result of any survey(s) conducted since January 1, 2016.</p> <p>(e) Any plan of corrections provided in response to any letter, citation or report under (a), (b), (c) or (d) above.</p> <p>(f) A copy of the Hospital's most recent Ongoing Professional Practice Evaluation (OPPE) plan.</p>	
B-2	<p><u>Sentinel Events.</u> Any reports since January 1, 2016 of:</p> <p>(a) a sentinel event to the Joint Commission or other accrediting body;</p> <p>(b) a major incident to the New Hampshire Board of Medicine;</p> <p>her a serious incident to the New Hampshire Division of Public Health; and</p> <p>(d) any correspondence following up on (a), (b) or (c) above.</p>	
B-3	<p><u>Certification of Need.</u> (a) A list of all CoN or DHHS license approvals obtained on or after January 1, 2016 and of all such pending applications.</p> <p>(b) A description of any community "linkage" requirements still in effect as a condition to any approval or application in (a) and indicate amounts</p>	

	already paid and amounts of current unpaid balances.	
B-4	<u>Licenses.</u> Copy of (a) the Hospital's current license, (b) CLIA licenses, and (c) any other material licenses or government registrations.	
B-5	<u>HIPAA.</u> (a) Evidence of most recent HIPAA training and use of information security reminders for workforce. (b) List of all business associates and copies of business associate agreements along with underlying service agreements (c) List of breach notifications made in the last five years with the number of persons impacted by each event. (d) Most recent risk analysis performed by each covered entity (e) Most recent privacy and information security gap analyses performed.	

	<b><u>C. Tax and Finance Matters</u></b>	<b><u>WDH Comments/Notes</u></b>
C-1	<u>IRS Determination Letters.</u> All IRS determination letters for each of the tax-exempt Principal Organizations.	
C-2	<u>Filings.</u> All federal, state and local income tax returns including all Schedules for each of the Principal Organizations for FY15 and each subsequent fiscal year.	
C-3	<u>IRS Audits.</u> (a) All correspondence, findings and reports regarding any IRS audit of any of the Principal Organizations conducted since January 1, 2016.  (b) All correspondence, findings and reports regarding any state revenue agency audit conducted since January 1, 2016.	
C-4	<u>Audited Financial Statements.</u> (a) Audited consolidated and consolidating financial statements, including the independent auditors' reports for FY15 and each subsequent fiscal year.  (b) In connection with each of these audits, provide (i) all management representation letters provided to the auditors; (ii) all management letters and any side letters from auditors and any management responses; (iii) any "Required Communications" issued by the auditors; and (iv) any debt compliance letters issued by the auditors.	
C-5	<u>Interim Financial Statements.</u> FY18 year to date interim consolidated financial statements; and  (b) Separate FY18 year to date interim financial statements for (i) WDH Hospital, (ii) WDPS and (iii) for each joint venture or partnership described in A-7.	
C-6	<u>Analyses.</u> Any analyses prepared by or for any of the Principal Organizations covering any of the following items for FY16 and/or any subsequent fiscal year (including FY18 year to date through April, 2018):	

	<ul style="list-style-type: none"> <li>• Significant changes in accounting policies.</li> <li>• Significant changes in revenue (including volume and payer or service line mix).</li> <li>• Significant changes in expense items.</li> <li>• Significant changes in accounts receivable.</li> <li>• Significant changes in payment rates by any third party payer.</li> <li>• Non-recurring events.</li> <li>• Significant changes in estimates.</li> <li>• Equity transfers or transactions with related parties.</li> <li>• Significant changes in contractual allowances, allowance for bad debt, uncompensated care and/or third party liabilities.</li> <li>• Significant loans to related parties and/or joint ventures or partnerships.</li> <li>• Projected impact of recent legislation on financial performance.</li> </ul>	
C-7	<u>Internal Audit.</u> Copies of (a) FY17 and FY18 internal audit plans; (b) list of audits completed in FY17 and FY18; (c) summary of any material findings of such audits; and (d) “charter” and organizational chart of internal audit department including reporting relationship to senior management and Board(s) of Trustees.	
C-8	<u>Budgets.</u> (a) Consolidated operating and capital budgets for FY16, FY17 and FY18.  (b) Operating and capital budgets for FY16, FY17 and FY18 for each of WDH and WDPS separately.	
C-9	<u>Projections.</u> Projections of consolidated financial performance, and for the WDH and WDPS separately, for the balance of FY18 (and if available for	

	any subsequent fiscal year).	
C-10	<u>Business and Strategic Plans.</u> All business and strategic plans prepared by or for each of the Principal Organizations since January 1, 2016 including the most recent Master Facilities Plan.	
C-11	<u>Leases.</u> A schedule of all material capital and operating real estate and equipment leases, installment purchase contracts and purchase options currently in effect for each of the Principal Organizations, including for each: (a) parties to the lease; (b) description of leased property (including square footage); (c) the purpose of the lease; (d) the commencement date and lease term (including any renewal options); her any purchase options; and (f) the annual expense. For purposes of this item “materials” shall be defined as involving an amount of more than \$250,000.	
C-12	<u>Hill-Burton.</u> A description of any continuing Hill-Burton obligations to be fulfilled.	
C-13	<u>Community Benefit Commitments.</u>  (a) Describe the nature and amount of community benefit commitments made during FY16 and each subsequent fiscal year (including grants or other commitments budgeted for FY18).  (b) Describe infrastructure that supports community benefit activities (staffing, reporting committees, etc.).  (c) List the priority communities for community benefit activities.  (d) Describe whether WDH has conducted community health assessments in these communities as required by IRS and, if not, when WDH plans to do so and what method does it plan to use.  (e) Provide a copy of WDH’s most recent Community Health Needs Assessment and Implementation Plan.	



C-14	<u>Off-Balance Sheet Arrangements.</u> Provide a list and description of all material off-balance sheet arrangements to which any of the Principal Organizations is or was a party that were in effect in <b>FY16 or any subsequent fiscal year.</b> For purposes of this item “material” shall be defined as involving an amount of more than \$100,000 per year.	
C-15	<u>Fundraising.</u> Provide a description of the fundraising activities including planned giving programs of each of the Principal Organizations <b>since January 1, 2016,</b> including any campaigns currently in effect.	
C-16	<u>Financial Assistance Policies.</u> Provide any policies and procedures related to Financial Assistance.	
C-17	<u>OMB Circular – A133.</u> If applicable, provide the most recent three (3) years of OMB Circular A133 report.	
C-18	<u>A133 Audit Reports.</u> Provide any A133 Audit Reports or similar state audit reports.	

	<b><u>D. Payer Matters</u></b>	<b><u>WDH Comments/Notes</u></b>
D-1	<b><u>Medicare Cost Reports.</u></b> Medicare cost reports for the Hospital for <b>FY16 and each subsequent fiscal year available.</b>	
D-2	<b><u>Payer/Service Mix.</u></b> A list of service mix (inpatient, outpatient, etc.) and payer mix (by revenue and payer category) with respect to <b>FY16 and each subsequent fiscal year.</b>	
D-3	<b><u>Material Payer Agreements.</u></b> Schedule showing all material third party payer hospital contracts and separate physician contracts to which WDH or any of its Affiliates is a party that are currently in effect, listing for each: (a) payer; (b) scope of services; (c) FFS, pay for performance or risk-sharing reimbursement model; (d) total annual net patient service revenue for <b>FY16, FY17 and FY18 year to date and current forecast for full FY18</b> ( <i>do not show any specific rate information</i> ); and (e) current expiration date. Also indicate if any of these contracts have a provision requiring payer consent or permitting payer to terminate on a change of control. For purposes of this item "material" shall be defined as involving an amount of more than \$100,000 per year.	
D-4	<b><u>Changes in Material Payer Agreements.</u></b> As to each hospital or physician contract/participation agreement with Medicare, Medicaid or any third-party payer, HMO, PPO, or self-insured employer that was in effect at any time <b>since January 1, 2016</b> , describe any of the following that applies: <ul style="list-style-type: none"> <li>Any contract that contains settlement provisions under capitation arrangements or other risk terms that have not been fully reserved for on audited financial statements. Identify each such contract, and estimate settlement for each for all open years.</li> <li>Any contracts with new payers that went into effect <b>on or after January 1, 2016</b> that account for more than five percent of net revenues of WDH, or WDPS (in aggregate). Identify each such contract and provide an</li> </ul>	

	<p>estimate of volume and net patient service revenue <b>for FY16.</b></p> <ul style="list-style-type: none"> <li>Any contracts whose effective date of expiration or termination was <b>on or after December 31, 2015</b> that accounted for more than five percent of net revenues of WDH, the Hospital or the WDPS (in aggregate). Identify each such contract and list volume and net patient service revenue for last full fiscal year such contract was in effect.</li> <li>Any contracts whose payment rate does not cover the marginal cost of providing the service. Identify each such contract and provide an estimate of volume and net patient service revenue <b>for FY18.</b></li> <li>Any contracts that are being or are due to be renegotiated before the end of <b>FY18.</b> Identify each such contract, describe the current status of negotiations and provide an estimate of the change in volume and net patient service revenue for WDH and/or WDPS (in aggregate) that are likely to result from the negotiations.</li> </ul>	
D-5	<u>Audit Adjustments.</u> Provide documentation and correspondence concerning any material audit adjustments in any one payer contract for <b>FY16 or any subsequent fiscal year.</b>	
D-6	<u>Reimbursement Appeals.</u> A summary of any pending appeals of material reimbursement determinations issued <b>since January 1, 2016</b> (excluding appeals concerning medical necessity for treatment of individual patients).	
D-7	<u>Settlements.</u> A schedule of estimated settlements due to/from third party payers <b>as of the end of FY18, updated to 4/30/18.</b>	
D-8	<u>Audits/Investigations.</u> A summary of all audits or investigations by any federal or state agency (including audits conducted by outside contractors authorized by federal or state agencies, such as RAC Program audits) relating to payment matters for hospital or physician services provided <b>in FY16 or any subsequent fiscal year.</b>	

D-9	<u>Billing Contracts.</u> A list and copies of all contracts with billing reimbursement consultants and/or billing agents that were in effect with any of the Principal Organizations at any time <b>since January 1, 2016.</b>	
D-10	<u>Pay for Performance; Risk.</u> A summary of WDH and WDPS's performance under any pay for performance or other risk contract provisions or any other performance measures tied to WDH or WDPS's payer contracts for <b>fiscal or calendar year (as applicable) 2015 and each subsequent full fiscal or calendar year.</b>	
D-11	<u>Limited/Tiered Networks.</u> Provide a list of any limited and/or tiered networks in which WDH or WDPS are currently participating, including the tier to which they are assigned and (if known) the number of members in each such network.	

	<b><u>E. Compliance</u></b>	<b><u>WDH Comments/Notes</u></b>
E-1	<p><b><u>Compliance Policies.</u></b> For each of the Principal Organizations: provide (a) copies of all corporate compliance policies/plans and/or Codes of Conduct; and (b) policies on any specific compliance subject matter, including but not limited to:</p> <ul style="list-style-type: none"> <li>• Billing and coding</li> <li>• Investigational medical device billing</li> <li>• Executive compensation</li> <li>• Physician recruiting</li> <li>• Document retention</li> <li>• Credit balances and refunds</li> <li>• Clinical trials billing (if applicable)</li> <li>• Vendor Relations / Conflicts of Interest</li> <li>• Environmental Compliance</li> <li>• HIPAA Privacy/Security</li> <li>• Off-label Pharmaceuticals</li> <li>• EMTALA</li> <li>• Radiation safety</li> </ul>	
E-2	<p><b><u>Compliance Structure.</u></b> (a) WDH-wide compliance organization chart, indicating who is responsible for what areas of compliance, including any compliance officer, compliance staff and/or compliance committee. Indicate reporting relationships for all such compliance officers and committees.</p> <p>(b) Charge to compliance committee and/or compliance officer (if any) for each Principal Organization. If a compliance committee exists, list membership (by job title) and frequency of meetings within the last two years.</p> <p>(c) Description of compliance program, including employee training (new and existing employees; general and specialized training), medical staff training, screening procedures, disciplinary protocol used for compliance</p>	

	<p>violations (employees and professional staff), and internal compliance monitoring activities during the last two years (including results). This should include a description of the Quality and Safety reporting system, including lines of reporting responsibility.</p> <p>(d) Copy of compliance reports made to a Board-level committee of each of the Principal Organizations within the last two years.</p> <p>(e) Copy of annual compliance work plan of each of the Principal Organizations for each of the last two years.</p>	
E-3	<p><u>Compliance Committee Minutes.</u> For each of the Principal Organizations, copies of minutes of all compliance committee meetings held <b>since January 1, 2016.</b></p>	
E-4	<p><u>Anonymous Reporting Mechanism.</u> (a) Indicate whether WDH or any of the other Principal Organizations has in effect an anonymous reporting mechanism (helpline) for complaints.</p> <p>(b) If so, (i) provide a copy of the protocol covering helpline or internal reporting system, including protocol for investigation of internal complaints and any templates or logs used to track calls received; and (ii) summarize the number and type of complaints received <b>since January 1, 2016.</b></p>	
E-5	<p><u>Compliance Guidance.</u> (a) Any guidance or recommendations made <b>since January 1, 2016</b> by any outside consultants concerning any compliance matters (except for guidance covered by attorney client or peer review privilege).</p> <p>(b) Description of actions taken in response to such guidance or recommendations (unless covered by attorney-client or peer review privilege).</p>	

	<b>F. <u>Other Contracts</u></b>	<b><u>WDH Comments/Notes</u></b>
F-1.	<u>Other Providers.</u> A list, description and copies of all material agreements with other institutional providers of health care services.	
F-2	<u>Vendors.</u> A detailed list of vendors from which WDH and Affiliates purchased a material amount of goods and services <b>in FY16 and each subsequent fiscal year</b> . For purposes of this item “material” shall be defined as payment to any one vendor of more than \$100,000 per year.	
F-3.	<u>Contracts.</u> A list, description and copies of any other material contracts.	

	<b><u>G. Physician Agreements</u></b>	<b><u>WDH Comments/Notes</u></b>
G-1	<b><u>Employed Physicians.</u></b> Provide a schedule showing numbers of physicians employed by WDH or any Affiliates (a) by clinical services, listing number of physicians by department and specialty; and (b) by department chief, medical director or other administrative service, listing all such positions by department. Provide copies of any physician employment agreement templates used for these employment relationships.	
G-2	<b><u>Physician Service Arrangements.</u></b> (a) Provide a schedule listing all material service contracts with physicians who are deemed to be independent contractors. For purposes of this item “material” means contracts having annual payments in excess of \$100,000 OR are departmental or service line staffing or management contracts under which the physicians staff and/or manage an entire hospital department, satellite site or service line, whether or not on an exclusive basis.  (b) Provide a brief summary of each such contract.	
G-3	<b><u>Physician Billing.</u></b> Schedule listing physician groups or departments for which WDH or any Affiliate provides billing services, including a description of contractual arrangements and fees charged.	
G-4	<b><u>Physician Recruitment and Retention Agreements.</u></b> A schedule listing all physician recruitment, retention and loan agreements, income guarantees and leases that are or were in effect between WDH (or any Affiliate) and physicians <b>since January 1, 2016.</b>	
G-5	<b><u>Policies.</u></b> Copies of all physician recruitment, retention, compensation and employment policies.	
G-6	Provide: (a) Schedule listing name and location of all physician groups (including sole practitioners) in WDPS, including (i) numbers of physicians (by specialty) in each group and (ii) description of ancillary services (if any) provided by each	



	<p>group.</p> <p>(b) Copy of form(s) of WDPS participation agreement(s).</p> <p>(c) Schedule listing and summarizing any other agreements between WDPS and its participating physicians that are still in effect (e.g., medical management, funds flow, quality reporting, etc.)</p> <p>(d) Copy of any agreements between WDH and WDPS.</p>	

	<b><u>H. Physical Plant and Real Assets</u></b>	<b><u>WDH Comments/Notes</u></b>
H-1	<u>Real Estate.</u> A list (showing location and number of square feet) of all real property owned by WDH and its Affiliates. (Note: For property leased by WDH and its Affiliates see response to Item C-11.)	
H-2	<u>Leases to Outside Entities.</u> A list and description of all material leases or agreements that provide for any portion of the Principal Organizations' facilities to be occupied or leased by another entity. (Note: For space leases to physicians, can cross-reference to Item G-4.) For purposes of this item "material" shall be defined as involving an amount of more than \$100,000.	
H-3	<u>Equipment Leases.</u> A list and description of all current material equipment leases to which any Principal Organization is a party. For purposes of this item "material" shall be defined as involving an amount of more than \$250,000 annually.	
H-4	<u>Statement of Conditions.</u> A copy of the "Statement of Conditions" of WDH and Affiliates facilities as provided to the Joint Commission in connection with the most recent survey.	
H-5	<u>Facility Condition Report.</u> (a) Any reports prepared by or for WDH and its Affiliates <b>since January 1, 2016</b> on the condition of deferred maintenance needs of any of the facilities and/or building systems of WDH or any of its Affiliates, including estimates (if available) of deferred maintenance costs. (b) Any reports prepared by or for WDH and its Affiliates since January 1, 2016 on age and condition of operating rooms and advanced imaging equipment.	
H-6	<u>Material Construction Projects.</u> Describe any material projects currently in progress or planned for implementation over the next five years that involve new facility construction or substantial renovation of existing facilities of WDH and Affiliates. For purposes of this item "material" means a capital budget in excess of \$500,000.	

H-7	<p><u>Hazardous Materials Reports.</u> (a) Engineering, environmental or other reports or assessments prepared <b>since January 1, 2016</b> concerning the use, presence, storage, production or disposal of hazardous or infectious materials or waste (including, without limitation, oil, asbestos, pathological materials, mercury, radioactive materials, chemical reagents) in any building, property or other facility of WDH or any of its Affiliates, and reports or other documents describing the need for, and cost of, remedial actions (unless covered by attorney client privilege).</p> <p>(b) A schedule listing and describing any judgments, citations, complaints, consent orders or other agreements from or with any federal, state or local judicial or administrative agency issued or entered into <b>since January 1, 2016</b> (whether or not still in effect) concerning the improper use, presence, storage, production or disposal of hazardous infectious materials or waste.</p>	

	<b><u>I. Insurance Matters</u></b>	<b><u>WDH Comments/Notes</u></b>
I-1	<p><b><u>Insurance Policies.</u></b> Provide a schedule of <u>all</u> current in-force (commercial) insurance policies, including, but not limited to, the following that cover WDH and/or its Affiliates:</p> <ul style="list-style-type: none"> <li>(i) property including business income/interruption;</li> <li>(ii) (commercial) general liability;</li> <li>(iii) medical professional liability and any other type of professional liability;</li> <li>(iv) directors' and officers' liability and employment-practices liability;</li> <li>(v) fiduciary liability;</li> <li>(vi) commercial crime;</li> <li>(vii) commercial auto (including physical damage and auto liability);</li> <li>(viii) workers' compensation and employers' liability;</li> <li>(ix) pollution liability or environmental-impairment liability;</li> <li>(x) privacy liability;</li> <li>(xi) network security;</li> <li>(xii) managed-care errors-and-omissions liability; and</li> <li>(xiii) excess and/or umbrella liability (and indicate underlying insurance policies to which each applies).</li> </ul>	
I-2	<p><b><u>Self-Funded Risk-Financing Programs.</u></b> Provide a schedule describing all self-funded risk-financing programs including self-funded mechanisms such as captive insurance company(ies), dedicated-fund account(s), and/or trust(s) that are now or planned to be in effect. Indicate any excess, umbrella, and/or reinsurance liability-insurance policies that attach to these programs.</p>	
I-3	<p>For each item listed in I-1 and I-2, provide the following information:</p> <ul style="list-style-type: none"> <li>(i) name of insurer and insurance agent or broker if applicable;</li> <li>(ii) covered parties (including entities and individuals);</li> <li>(iii) coverage period (e.g. period of the insurance policy);</li> <li>(iv) premium and/or other applicable annual costs;</li> <li>(v) coverage limits (i.e., per occurrence or claim and annual</li> </ul>	

	<p>aggregate) and salient sublimits;</p> <p>(vi) coverage deductibles and/or retentions;</p> <p>(vii) for excess, umbrella, and/or reinsurance programs, indicate underlying coverages and attachment points; and</p> <p>(viii) provide a description of all claims-made coverages for which an extended reporting period (a.k.a. "tail") liability endorsement would be needed if the coverage is terminated or not renewed.</p>	
I-4	<p>For each item listed in I-1 and I-2, provide a schedule or report of losses (a.k.a. "loss runs") for the <b>most recent past five (5) years</b>. For all medical professional liability and (commercial) general-liability coverages, provide a schedule or report of losses ("loss runs") for the <b>most recent past ten (10) years</b> for each covered party (i.e., entities and individuals).</p>	
I-5	<p>For the coverages indicated in I-1 and I-2, indicate if there could be any material adverse impact on the financial condition that has or would arise from any (a) current or foreseeable plans or barriers to not renew any of the coverages, (b) plans to make material changes to the coverages, and/or (c) material gaps in the coverages.</p>	

	<b>J. <u>Medical Staff</u></b>	<b><u>WDH Comments/Notes</u></b>
J-1	<u>Bylaws.</u> Copies of the Hospital Medical Staff Bylaws, rules and regulations and policies.	
J-2	<u>Minutes.</u> Copies of minutes of all meetings of the Hospital Medical Staff Executive Committee (or equivalent body) <b>since January 1, 2016.</b>	
J-3	<u>Physicians by Specialty.</u> List of all physicians with active (full) medical staff privileges at the Hospital, indicating for each his/her specialty and the name and address of the physician's employer.	
J-4	<u>PHO/IPA/MSO Participation.</u> Description of each physician hospital organization, independent practice organization or other managed care contracting entity (including WDPS) in which the physicians listed in J-3 participate, providing for each such entity a description of (a) any managed care or medical service functions provided by the managed care organization to the physicians and (b) any limitations that those networks impose on the physicians' potential relationship with Exeter Hospital or Core Physicians.	
J-5	<u>Board of Medicine.</u> Description of all pending New Hampshire Board of Medicine matters regarding <b>current active</b> members of the Hospital medical staff.	
J-6	<u>Malpractice.</u> List of malpractice claims for each physician on the Hospital's active medical staff who has had more than one claim in the last three years.	
J-7	<u>Staff Development Plans.</u> All plans and studies related to the sufficiency of the medical staff and plans for development of the medical staff.	
J-8	<u>Material Physician Recruitments and Departures.</u> Summary description of	

	any material (more than 10% in aggregate) increase or decrease in the Hospital's active medical staff <b>since January 1, 2016.</b>	
	<b>K. <u>Personnel</u></b>	<b><u>WDH Comments/Notes</u></b>
K-1	<p><u>Employee Benefit Plans.</u> Provide a schedule listing all benefit plans of general applicability and for each plan provide copies of:</p> <ul style="list-style-type: none"> <li>(a) Summary plan descriptions;</li> <li>(b) IRS determination letters for all qualified benefit plans;</li> <li>(c) Actuaries' reports with respect to all pension plans for <b>FY16 and each subsequent fiscal year;</b></li> <li>(d) Forms 5500 with respect to <b>FY16 and each subsequent fiscal year;</b></li> <li>(e) Summary of all pending reviews or audits of all employee pension and other benefit plans by any federal or state agency;</li> <li>(f) Enrollment statistics for <b>calendar year 2016 and each subsequent year;</b></li> <li>(g) Rate sheets for benefits, including employee pricing;</li> <li>(h) Pension plan Annual Funding Notices provided to employees for <b>last 2 years;</b> and</li> <li>(i) Audited financial statements (if prepared) for all benefit plans for <b>FY16 and each subsequent year.</b></li> </ul>	
K-2	<u>Human Resource Policies and Procedures.</u> Copies of human resources policies or procedures for both union and non-union employees of WDH and its Affiliates.	

K-3	<u>Collective Bargaining Agreements.</u> (a) Schedule describing all union contracts for employees of WDH and its Affiliates; (b) copies of each such contract; and (c) number of employees covered under each such contract.	
K-4	<u>Current Union Activities.</u> A schedule listing all pending unfair labor practice charges or complaints, outstanding grievances, scheduled or anticipated arbitrations.	
K-5	<u>Key Executive Personnel.</u> A schedule listing and providing a summary description of all <b>agreements</b> with officers, directors or senior personnel of any of the Principal Organizations relating to their employment or services including compensation, benefits, insurance, incentives, indemnification, loans or guarantees, severance, or other special or targeted benefits.	
K-6	<u>Investigations/Audits.</u> List of all investigations or audits either pending or resolved <b>since January 1, 2016</b> by any federal or state agency (including the U.S. Department of Labor, the New Hampshire Department of Labor, the EEOC and OSHA) relating to employment matters of WDH and its Affiliates.	
K-7	<u>FTE Schedule.</u> A schedule showing number of full time equivalent (FTE) employees of each of the Principal Organizations in all major employed categories (e.g., senior management, nursing, lab or radiology technician, clinical, etc.).	



	<b><u>L. Material Litigation</u></b>	<b><u>WDH Comments/Notes</u></b>
L-1	<u>Audit Responses.</u> Audit letter responses from law firms with respect to <b>FY16 and subsequent audits</b> consolidated financial statements.	
L-2	<u>Material Litigation.</u> A summary of all material litigation, arbitration or administrative proceedings brought by or against private parties that are now pending or that have been resolved <b>since January 1, 2016</b> . For each such claim provide: (a) the names of all of the parties; (b) the nature of the claim; (c) the status of the proceedings; (d) an estimate of the potential exposure; and (e) the likelihood of insurance coverage. For purposes of this item, "material" shall be defined as (i) involving an amount of more than \$250,000 or (ii) a matter involving injunctive relief.	
L-3	<u>Government Investigations and Proceedings.</u> A summary of all material federal, state or local governmental investigations, claims or inquires that are now pending or threatened, or that have been resolved <b>since January 1, 2016</b> . For purposes of this item, "material" means any such proceeding in which the anticipated recovery or amount in dispute exceeds \$250,000 OR that involves allegations of any criminal activity OR that could result in administrative exclusion from the Medicare or Medicaid program.  For each such claim provide: (a) the names of all of the parties; (b) the nature of the claim;	

	<p>(c) the status of the proceedings;</p> <p>(d) an estimate of the potential exposure; and</p> <p>(e) the likelihood of insurance coverage.</p>	
	<b>M. <u>Information Systems</u></b>	<b><u>WDH Comments/Notes</u></b>
M-1	<p><u>Information Systems Network and Infrastructure.</u> Provide:</p> <p>(a) a description of the Principal organizations' computer network, including (i) a network diagram showing network entry points, firewalls, wifi access, VPN and (ii) remote access points, servers etc.;</p> <p>(b) a list of any monitoring tools in place for the Principal organizations' IT infrastructure;</p> <p>(c) list of material information systems equipment (distinguishing owned vs. leased), including a description of the current server/hosting environment including redundancy and backup hardware and policies; and</p> <p>(d) an explanation of any significant unscheduled network or system downtime in the past twelve months.</p>	
M-2	<p><u>Software Licenses.</u> Provide:</p> <p>(a) a list of principal operating/applications software, including clinical, administrative and electronic health record systems; and</p> <p>(b) (b) for each listed software item describe whether it is owned (internally developed) or licensed from a third party, and if licensed, provide a summary of the key terms of the license, including (i) current term and renewal options; (ii) pricing; (iii) any significant limitations on use; and (iv) any provisions that require licensor's consent or entitle the licensor</p>	

	to terminate on a change of control of the Principal organizations.	
M-3	<u>IT “Strategic Plan”</u> . Describe any material projects currently in progress or planned for implementation over the next five years for changes or upgrades to any of the principal IT systems.	
M-4	<u>Disaster Recovery/Business Continuity</u> . Provide a description of the IT disaster recovery/business continuity plan.	
M-5	<u>Security</u> .  (a) A description of WDH’s information systems security protocols and policies and any IT security initiatives currently in progress.  (b) Copies of any IT security audits conducted <b>since January 1, 2016</b> .  (c) A description of any IT security breach <b>since January 1, 2016</b> involving PHI or “personal information” that resulted in (i) a notification to the individual(s) whose PHI/personal information was compromised and/or (ii) a report to any state or federal agency.	
M-6	<u>Electronic Health Information Exchange</u> .  (a) Policies on health information exchange among affiliates  (b) Policies on health information exchange with external provider organizations  (c) Health data sharing agreements in force  (d) Summary of health information exchange technologies or services in use to facilitate treatment.	

	<b><u>N. Treasury - Cash, Debt &amp; Investments</u></b>	<b><u>WDH Comments/Notes</u></b>
N-1	<p><u>Outstanding Public Debt.</u></p> <p>(a) A schedule of all outstanding “public” indebtedness issued by or through a state conduit agency, including for the last two most recent series of such indebtedness:</p> <ul style="list-style-type: none"> <li>(i) date of issue;</li> <li>(ii) final maturity date;</li> <li>(iii) current interest rate (and the method of determining the interest rate for variable rate debt);</li> <li>(iv) annual amortization cost;</li> <li>(v) any sinking fund or debt service reserve fund requirements;</li> <li>(vi) any put or call options;</li> <li>(vii) standby liquidity commitments;</li> <li>(viii) outstanding principal amount as of the end of FY 2017; and</li> <li>(ix) description of any insurance or security for and/or guarantees of such indebtedness.</li> </ul> <p>(b) Provide a copy of the Official Statement, the Master Indenture and the Loan &amp; Trust Agreement relating to the most recent series of indebtedness listed on such schedule.</p> <p>(c) Provide copies of all documents and agreements relating to or evidencing any standby liquidity commitments, insurance, security and/or guarantees of each series of indebtedness listed on such schedule.</p> <p>(d) Provide copies of the <b>FY17</b> compliance filings for each series of indebtedness listed on such schedule and any “Material Event Notices” filed pursuant to SEC Rule 15c2-12.</p>	
N-2	<p><u>Other Material Indebtedness.</u> (a) Provide a schedule of all other outstanding material indebtedness for borrowed money of WDH or any of its Affiliates in an amount of \$1,000,000 or more, including loan and credit agreements, lines of credit, reimbursement agreements for letters of credit and promissory</p>	

	<p>notes, including for each:</p> <ul style="list-style-type: none"> <li>(i) date of issue;</li> <li>(ii) final maturity date;</li> <li>(iii) current interest rate (and the method of determining the interest rate for variable rate debt);</li> <li>(iv) annual payment amount (principal and interest);</li> <li>(v) outstanding principal amount <b>as of the end of FY 2017</b>; and</li> <li>(vi) description of any security for and/or guarantees of such indebtedness.</li> </ul> <p>(b) Provide a copy of (i) all loan documents for all indebtedness listed on such schedule and (ii) all documents and agreements relating to or evidencing any security for and/or guarantees of such indebtedness.</p> <p>(c) Provide copies of the <b>FY17</b> compliance filings for all indebtedness listed on such schedule.</p>	
N-3	<p><u>Investments and Investment Policy</u>. Provide a description of the investment policy of WDH and its Affiliates and a schedule describing</p> <ul style="list-style-type: none"> <li>(a) the asset classes and allocations of the WDH and Affiliates investment portfolios as of the <b>close of FY17</b>;</li> <li>(b) any significant changes in the asset classes and/or allocations that occurred <b>during FY17 and since FY17 End</b>;</li> <li>(c) a schedule of all investment managers and investment consultants retained by WDH and Affiliates and copies of all related contracts;</li> <li>(d) a listing of the current investment positions across the portfolio by Fund/Manager; and</li> <li>(e) determination of the type of asset/separate fund – ERISA, DB/DC, Corporate. Please describe any issues related to the valuation of such investments.</li> </ul>	

	Also, please highlight any direct investment made by WDH not managed by an external party.	
N-4	<p><u>Derivatives.</u> (a) Provide a schedule listing all derivative transactions (swaps) currently in effect to which WDH or any of its Affiliates is a party including for each:</p> <ul style="list-style-type: none"> <li>(i) date of issue;</li> <li>(ii) maturity;</li> <li>(iii) notional amount;</li> <li>(iv) counterparties;</li> <li>(v) rates paid and received (or indices applicable to each counterparty);</li> <li>(vi) hedging status; and</li> <li>(vii) collateral posting requirements, including the amount of any collateral currently held by or posted by any of the Principal Organizations.</li> </ul> <p>(b) Provide copies of any swap documents that do not use standard ISDA forms.</p>	
N-5	<u>Banking Relationships.</u> Provide a schedule of commercial, custody and investment banking or advisory relationships indicating services provided.	
N-6	<u>Tax-Exempt Bond Post Issuance Compliance.</u> Provide a copy of WDH's policy on Tax-Exempt Bond Post Issuance Compliance.	