

ONE HEALTH QUALITY ALLIANCE, LLC
ANTITRUST COMPLIANCE POLICY AND PROCEDURES

Adventist Healthcare, Inc. and various participating physicians (the “Members”) have formed a clinically integrated network, One Health Quality Alliance, LLC, a Maryland limited liability company (“OHQA”) to develop and implement procompetitive and beneficial opportunities to improve quality in the provision of health services, improve population health, improve access to healthcare services and reduce health care costs and to offer new and innovated products, services, or arrangements, including governmental or commercial third party payer products as well as any other business or activity that is necessary and proper to accomplish the purposes of OHQA. To accomplish procompetitive and beneficial opportunities as just described, discussions and information exchanges among the Members through their employees and others will be necessary. Antitrust laws allow the Members to collaborate, hold discussions, exchange information and function as a clinically integrated network as long as the purpose is beneficial, the network is clinically integrated, certain rules are followed and prohibited activity outside of the clinically integrated network does not occur.

All capitalized terms not defined in this Antitrust Compliance Policy and Procedures are defined in OHQA’s Operating Agreement.

STATEMENT OF PURPOSE

The purpose of this Antitrust Compliance Policy and Procedures (“Policy and Procedures”) is to enunciate and detail OHQA’s commitment to adhere to the antitrust laws in all of its activities. It is OHQA’s policy to establish a standard process for addressing adherence to the antitrust laws and applicable antitrust safe harbors. Further, it is OHQA’s policy to establish guidelines of what kind of information can be collected by OHQA from its Members, what use can be made of that information, and what kind of information can be exchanged between its Members.

GENERAL ANTITRUST COMPLIANCE POLICY

It is the policy of OHQA that OHQA and the activities of its employees, agents, and Members shall comply in every way with the requirements of applicable antitrust laws. Therefore, OHQA is adopting the following procedures and guidelines to which OHQA intends to adhere and which it expects all of its employees, agents and Members to adhere with respect to all activities for OHQA and in support of the programs and activities of OHQA.

The Members, OHQA, its Board of Directors (“Board”) and employees in the management and conduct of OHQA’s business and affairs shall be committed to adhere to the antitrust laws in all OHQA activities and particularly with regard to OHQA’s clinically integrated network, as well as all other laws applicable to the business and affairs of OHQA. In furtherance of this responsibility, the Board shall establish policies and procedures governing the conduct of its meetings, all committee meetings and any meetings of Members, as well as the operations of OHQA such that the conduct of OHQA, its Board, any committees of the Board, and Member meetings are not anticompetitive. These policies and procedures will establish safeguards regarding the purpose of meetings and the type of discussions that will occur, as well as what kind of information can be collected by OHQA from its Members, what use can be made of that information, and what kind of information can be exchanged between its Members.

OHQA's Clinical Integration Programs. As a clinically integrated network, OHQA and its Members shall abide by the terms and conditions of any clinically integrated network agreement with regard to any of OHQA's clinically integrated business, the intent of which is to establish or ensure clinical integration and obtain efficient, pro-competitive effects. In order to achieve this purpose and qualify OHQA for legal protection under the antitrust and other applicable laws and regulations, the Members agree to establish and perform all clinically integrated operations necessary to qualify OHQA as a clinically integrated network under the antitrust and other applicable laws and regulations.

DEFINITIONS

As used in this Policy and Procedures, the following terms have the following meanings:

“Confidential Information” means any and all non-public information and materials of Members or OHQA in the nature of trade secrets or that otherwise is confidential or proprietary, including, but not limited to, correspondence, documents, drafts, notes, electronic information, computer printouts, employee records, and information relating to their business strategy, information systems, patients, contracts, customers, software and hardware, business plans, business methods, costs, and pricing information. In addition, all such information which is derived in whole or in part from such information shall likewise be deemed Confidential Information for purposes of this Policy and Procedures.

“Competitively Sensitive Information” is Confidential Information that a company would not normally share with its competitors in a competitive marketplace, which, if shared with a competitor or potential competitor, could be used to reduce competition, eliminate a competitive advantage in the relevant marketplace, allow the recipient to predict the competitive strategy of the disclosing entity, or determine a competitor or potential competitor's pricing, or to fix prices. Examples would include, but not be limited to: future prices, pricing strategies or formulas, fee schedules, premium rates, managed care contracts, customer names and volumes, attempts to obtain customers, contract terms, supplier or cost information, rates of provider compensation, compensation or benefits information relating to employees, and future business or marketing strategies and plans, including intentions regarding contracting with any provider or purchaser.

SPECIFIC ANTITRUST POLICIES AND PROCEDURES

In order to effectuate the above policies, OHQA and its Members, employees, management, and agents will adhere to all of the following policies and procedures.

Prohibited Activities

Under the antitrust laws, the following are “Prohibited Activities” and will not be engaged in by Members, OHQA and OHQA's employees, management, or agents if not directly related to the activities of the clinically integrated network and then only to the extent required to further clinical integration and achieve an efficiency enhancing arrangement:

- Except as required to further the efficiency enhancing arrangement of OHQA's clinical integration activities where these exchanges have been vetted for antitrust compliance, any exchanges of information, agreements or collusion among the Members and their

employees or agents on the following matters, either outside of or through OHQA, , are illegal and must not occur:

- Disclosure of current or future prices and price setting;
 - Disclosure of current or future wages, salaries and benefits;
 - Disclosure of future production or output plans;
 - Disclosure current costs and cost Inputs – that enable prices or wages to be set or determined;
 - Allocation of markets or patients;
 - Boycotts; and
 - Refusals to deal or threats not to deal on collectively determined terms.
- Collusion or reduced competition in areas or activities outside of OHQA.
 - Wide open information sharing – information shared should be no more than reasonably necessary to achieve the purposes of OHQA.
 - Improper sharing of Competitively Sensitive Information - applies to all mediums, including at meetings and informal discussions - not necessary to further the clinical integration activities of OHQA.
 - Discussions conducted in violation of the Discussion Guidelines contained on Exhibit A, attached, which is adopted as part of this Policy and Procedures.

Sharing of Competitively Sensitive Information

The sharing of Competitively Sensitive Information among competitors or potential competitors has potential antitrust consequences where it enhances their ability to reduce competition on prices or compensation, discuss and agree on anticompetitive terms, or to otherwise collude anti-competitively, even in the absence of actual coordination. Therefore, individual Member's Competitively Sensitive Information shall not be exchanged or shared unless necessary to achieve the procompetitive purpose of OHQA's clinically integrated network with appropriate safeguards to prevent an anticompetitive effect outside of OHQA's clinically integrated network. Any question as to whether Competitively Sensitive Information of Members will be shared in a manner that may engender an anticompetitive result outside of the activities of OHQA's clinically integrated network or not be necessary to achieve the procompetitive purpose of OHQA's clinically integrated network MUST be reviewed with OHQA's legal counsel before being discussed or exchanged and may include:

- Historic, current or future prices, including charges, discounts, retail prices, pricing plans or terms of sale for patients or payers not necessary to further the clinical integration activities of OHQA;
- Historic, current or future health care service-specific or patient-specific cost information not necessary to further the clinical integration activities of OHQA;;
- Current or future operating, marketing, business strategy, research and development activities ("R&D") or capital investment plans not necessary to further the clinical integration activities of OHQA;;
- Profit margins on specific health care services not necessary to further the clinical integration activities of OHQA;

- Patient names and volumes (also a potential HIPAA violation) not necessary to further the clinical integration activities of OHQA;
- Quantities and special terms regarding individual patients or third party payers, including status of current contracts, bids or bid opportunities not necessary to further the clinical integration activities of OHQA; and
- Any other Competitively Sensitive Information that is more detailed or comprehensive than reasonably necessary to further the relevant needs of the clinical integration activities of OHQA.

Competitively Sensitive Information may be shared if necessary to achieve the beneficial purpose of OHQA's clinically integrated network. For example, Competitively Sensitive price information may be directly shared, but only in amount and as necessary to achieve the efficiency enhancing and procompetitive effect of clinical integration.

The exchange of operational and other business data for the purpose of evaluating, establishing and performing OHQA's clinical integration program will be pro-competitive provided neither Prohibited Activities nor Competitively Sensitive Information is involved in a manner which produces an anticompetitive effect outside of OHQA's clinically integrated network or is not necessary to achieve the procompetitive purpose of OHQA's clinically integrated network. For example, the following types of exchanged information should generally not be a problem:

- General corporate or overhead costs;
- Information about non-business (non-patient care services) line activities, such as human resources, internal information technology ("IT") systems, accounting methods, environmental, real estate, and health and safety; and
- General information about facilities, capacity and utilization.

Meetings and Communications

Meetings and communications between OHQA's Members (including employees of Members) can present the same kinds of antitrust risks as any meeting of competitors (to the extent Members are actual or potential competitors) because they may lead to or accompany unlawful price agreements, allocation of markets or customers, boycott threats, refusals to deal or other types of improper Prohibited Activities. Sharing of Competitively Sensitive Information among competitors has potential antitrust consequences where it enhances their ability to reduce competition on prices or compensation, discuss and agree on anticompetitive terms, or to otherwise collude anti-competitively. In addition, maintaining the confidentiality of communications within OHQA can serve as a mitigating factor in the United States Department of Justice or Federal Trade Commission's ("Antitrust Agencies") review of clinically integrated networks. The purpose is to avoid any collusion among Members on competitively sensitive matters beyond that which is reasonable and necessary to achieve OHQA's clinically integrated network. This includes permissible cooperation and what can happen at group-sponsored activities, as well as how OHQA gathers information from Members and whether and what information is shared among Members. At the same time, the sharing of information may be reasonably necessary to achieve the procompetitive benefits of the clinically integrated network, provided it is no more than reasonably necessary under the circumstances in the relevant market.

Therefore, all meetings, discussions and exchanges of information among OHQA Members (including employees of Members) shall be conducted in accordance with all procedures outlined in this Policy and Procedure in order to avoid Prohibited Activity and to achieve the intent and purpose of the antitrust laws and guidance, including as outlined in this paragraph. A record of all meetings, discussions and exchanges of information among the Members and their employees shall be maintained. All meetings shall have a purpose to further clinical integration as evidenced in a plan or agenda for the discussions. Attached hereto as Exhibit A are Discussion Guidelines that will be made available to the Members and their employees and agents to guide discussions, both within OHQA and informally, between the Members, their employees and agents, as well as exchanges and sharing of information, including Competitively Sensitive Information, necessary to achieve clinical integration.

Sharing of Confidential Information

Member-Owned Confidential Information. OHQA and each Member shall have the duty to hold in strict confidence Member-owned Confidential Information, and OHQA and each Member shall continue to hold in confidence upon the withdrawal from OHQA of a Member that withdrawing Member's Confidential Information, except for disclosures: (i) compelled by law (but OHQA and remaining Members must notify the withdrawing Member promptly of any request for that information, before disclosing it if practicable); (ii) of information that OHQA or remaining Members also have received from a source independent of the withdrawing Member and that OHQA or the remaining Members reasonably believe that information was obtained without breach of any obligation of confidentiality; or (iii) of information which is at the time of disclosure by OHQA or a remaining Member demonstrably part of the public knowledge. Member-owned Confidential Information shall remain the property of the withdrawing Member and no remaining Member nor OHQA shall have or claim any ownership over the Member-owned Confidential Information upon the withdrawal of the Member.

OHQA-Owned Confidential Information. Each Member shall have the duty to hold in strict confidence OHQA-owned Confidential Information and may not disclose OHQA-owned Confidential Information to any person other than another Member, if appropriate for purposes of OHQA activities, except for disclosures: (i) compelled by law (but the Member must notify OHQA promptly of any request for that information, before disclosing it if practicable); (ii) of information that the Member has received from a source independent of OHQA that the Member reasonably believes obtained that information without breach of any obligation of confidentiality; or (iii) of information which is or becomes part of the public knowledge.

Anticompetitive Spillover Effects

To address anticompetitive spillover effects, such as the increased communication and interdependence potentially facilitating collusion, whether tacit or overt, in their contracting activities outside the clinically integrated network, OHQA is adopting the procedures outlined above prohibiting such activity and prescribing guidelines for the sharing of Competitively Sensitive Information.

Reporting Compliance Concerns

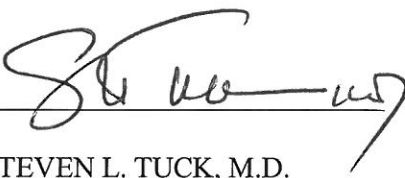
Any Member, OHQA employee or agent having any concern that the above Policy and Procedures are not being followed in any way should report that concern to OHQA's legal counsel.

Disclaimer

Nothing in this Policy and Procedures is intended to terminate or limit the parties' obligations embodied in OHQA's Operating Agreement. It is intended that this Policy and Procedures is in furtherance of and in addition to the provisions of the Operating Agreement to the extent they address antitrust compliance.

Adopted May 27, 2015

ONE HEALTH QUALITY ALLIANCE, LLC

By: 

Name: STEVEN L. TUCK, M.D.

Title: CHAIR

EXHIBIT A

ONE HEALTH QUALITY ALLIANCE, LLC DISCUSSION GUIDELINES

Adventist Healthcare, Inc. and various participating physicians (the “Members”) have formed a clinically integrated network, One Health Quality Alliance, LLC, a Maryland limited liability company (“OHQA”) to develop and implement procompetitive and beneficial opportunities to improve quality in the provision of health services, improve population health, improve access to healthcare services, and reduce health care costs and to offer new and innovated products, services or arrangements, including governmental or commercial third party payer products as well as any other business or activity that is necessary and proper to accomplish the purposes of OHQA. To accomplish procompetitive and beneficial opportunities as just described, discussions and information exchanges among the Members through their employees and others will be necessary. Antitrust laws allow the Members to collaborate, hold discussions, exchange information and function as a clinically integrated network as long as the purpose is beneficial, the network is clinically integrated, certain rules are followed and prohibited activity outside of the clinically integrated network does not occur.

All capitalized terms not defined in these Discussion Guidelines are defined in OHQA’s Operating Agreement.

Prohibited Activities:

- Exchange of information, agreements or collusion among the Members and their employees or agents on the following matters when not necessary to accomplish clinical integration or done outside of OHQA’s clinically integrated network, are illegal and must not occur:
 - Prices and price setting;
 - Wages, salaries and benefits;
 - Future production or output plans;
 - Costs and Cost Inputs – that enable prices or wages to be set or determined;
 - Allocation of markets or patients;
 - Boycotts; and
 - Refusals to deal or threats not to deal on collectively determined terms.
- Collusion or reduced competition either not necessary to further clinical integration or outside OHQA’s clinically integrated network.
- Wide open information sharing – information shared should be no more than reasonably necessary to achieve and perform clinical integration.
- Improper sharing of Competitively Sensitive Information - applies to all mediums, including at meetings and informal discussions.

What is “Competitively Sensitive Information”?

“Competitively Sensitive Information” is confidential information that a company would not normally share with its competitors in a competitive market; which, if shared with a competitor or potential competitor, could be used to reduce competition, eliminate a competitive advantage in the relevant marketplace, allow the recipient to predict the competitive strategy of the disclosing entity, or determine a competitor or potential competitor’s pricing or to fix prices.

Competitively Sensitive Information posing antitrust risks which MUST be reviewed with OHQA’s legal counsel before being discussed or exchanged:

- Historic, current or future prices, including charges, discounts off, retail prices, pricing plans or terms of sale for patients or payers;
- Historic, current or future health care service-specific or patient-specific cost information;
- Current or future operating, marketing, business strategy, research and development (R&D) or capital investment plans;
- Profit margins on specific health care services;
- Patient names and volumes (also a potential HIPAA violation too!);
- Quantities and special terms regarding individual patients or third party payers, including status of current contracts, bids or bid opportunities; and
- Any other Competitively Sensitive Information that is more detailed or comprehensive than reasonably necessary to satisfy the relevant need.

Competitively Sensitive Information may be shared if necessary to achieve the beneficial purpose of OHQA’s clinically integrated network. For example, Competitively Sensitive price information may be directly shared, but only in an amount and as necessary to achieve the efficiency enhancing procompetitive benefit of OHQA’s program of clinical integration.

The exchange of operational and other business data for the purpose of evaluating, establishing and performing OHQA’s clinical integration program, as well as the exchange of operational and other business data for the purpose of evaluating and establishing “best practices” within health care delivery will be pro-competitive provided neither Prohibited Activities nor Competitively Sensitive Information is involved in a manner which produces an anticompetitive effect outside of OHQA’s clinically integrated network or is not necessary to achieve the procompetitive purpose of OHQA’s clinically integrated network. For example, the following types of exchanged information should generally not be a problem:

- General corporate or overhead costs;
- Developing “best practices” to reduce unnecessary hospital readmissions;
- Discussion and development of common implementation plans for innovate care management

- Information about non-business (non-patient care services) line activities, such as human resources, internal IT systems, accounting methods, environmental, real estate, and health and safety; and
- General information about facilities, capacity and utilization.

Do's and Don'ts for Discussions, Exchanges and Reports:

- Do have a purpose to benefit and advance clinical integration as well as a plan or agenda for the discussions;
- Do keep notes or minutes of discussions and a list, copies or description of information exchanged;
- Do suggest that the result of the particular discussions will increase efficiencies, further clinical integration, and produce beneficial results for the delivery of health care;
- Do not hold meetings or start exchanging information with persons not authorized by OHQA to be participants in the discussions;
- Don't discuss or exchange Competitively Sensitive Information outside of OHQA, when in doubt – ASK!
- Don't jointly reach a recommendation on pricing or output unless necessary to achieve clinical integration;
- Don't engage in activities or discussions for the purpose of increasing market leverage or share, achieving dominance or increasing prices;
- Don't suggest or agree any health care services will be dropped or any options currently offered patients or third party payers will be discontinued unless necessary to achieve clinical integration;
- Don't suggest other health care providers may be or will be disadvantaged or harmed by OHQA or its activities;
- Don't suggest or discuss means to exclude competitors;
- Don't involve other employees in the discussions or exchanges who aren't necessary or approved for participation; and
- Don't engage in Prohibited Activities – EVER!