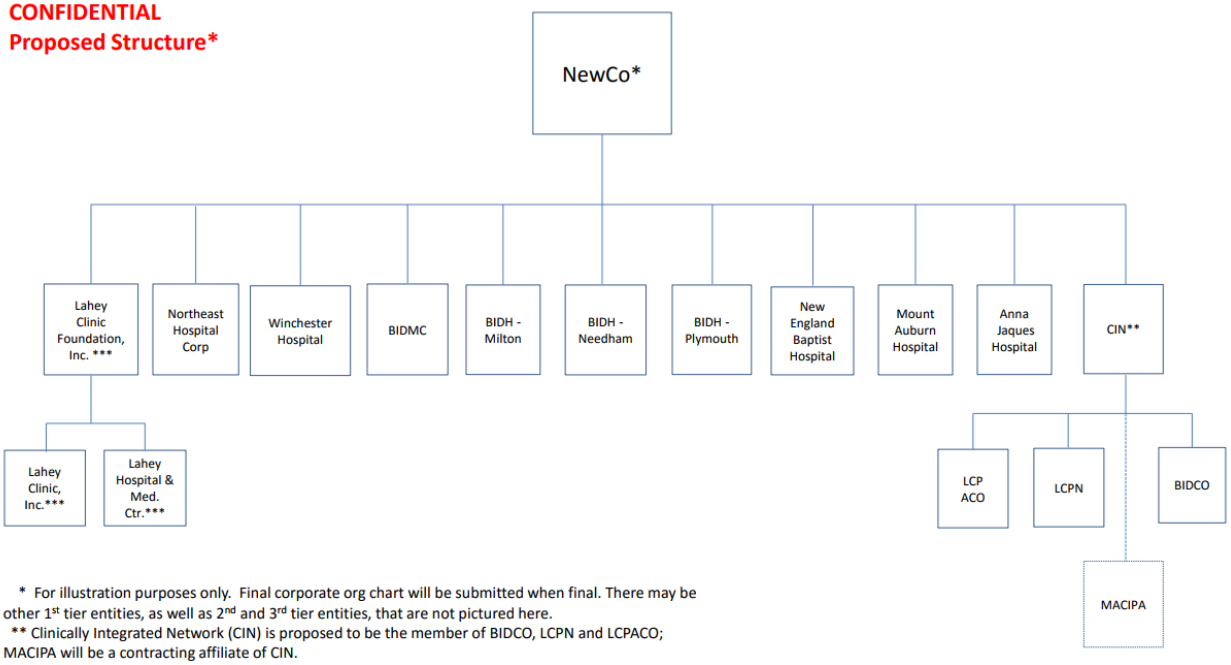
TABLE OF CONTENTS

TABLE OF CONTENTS....1
Exhibit 1: NewCo Corporate Structure....2
Exhibit 2: Patient Panel Map....3
Exhibit 3: List of Patient Panel Zip Codes....4
Exhibit 4: Patient Panel Demographic Summary....5
Exhibit 5: 2017 Estimated Percent of Population by Race....5
Exhibit 6: 2017 Estimated Percent of Population Aged 25+ by Educational Attainment....5
Exhibit 7: 2017 Estimated Distribution of Household Income....6
Exhibit 8: Health Status Adjusted TME by Physician Group for Three Largest MA Payers....7
Exhibit 9: Blended Relative Hospital Price, All Commercial Claims....8
Exhibit 10: Physician Group Relative Price, BCBSMA Commercial Claims, All Product Types Combined....9
Exhibit 11: Case-Mix Adjusted Cost Per Discharge....10
Exhibit 12: Sample Employers – Distribution of Employees....11
Exhibit 13: LCPN and BIDCO Initiatives for MassHealth ACO....13
Exhibit 14: Selected Community-Based Initiatives Addressing Health Inequities....15
Exhibit 15: CHNA Approach and Methods....20
Exhibit 16: Community Engagement Meeting Dates....21

Exhibits

Exhibit 1: NewCo Corporate Structure

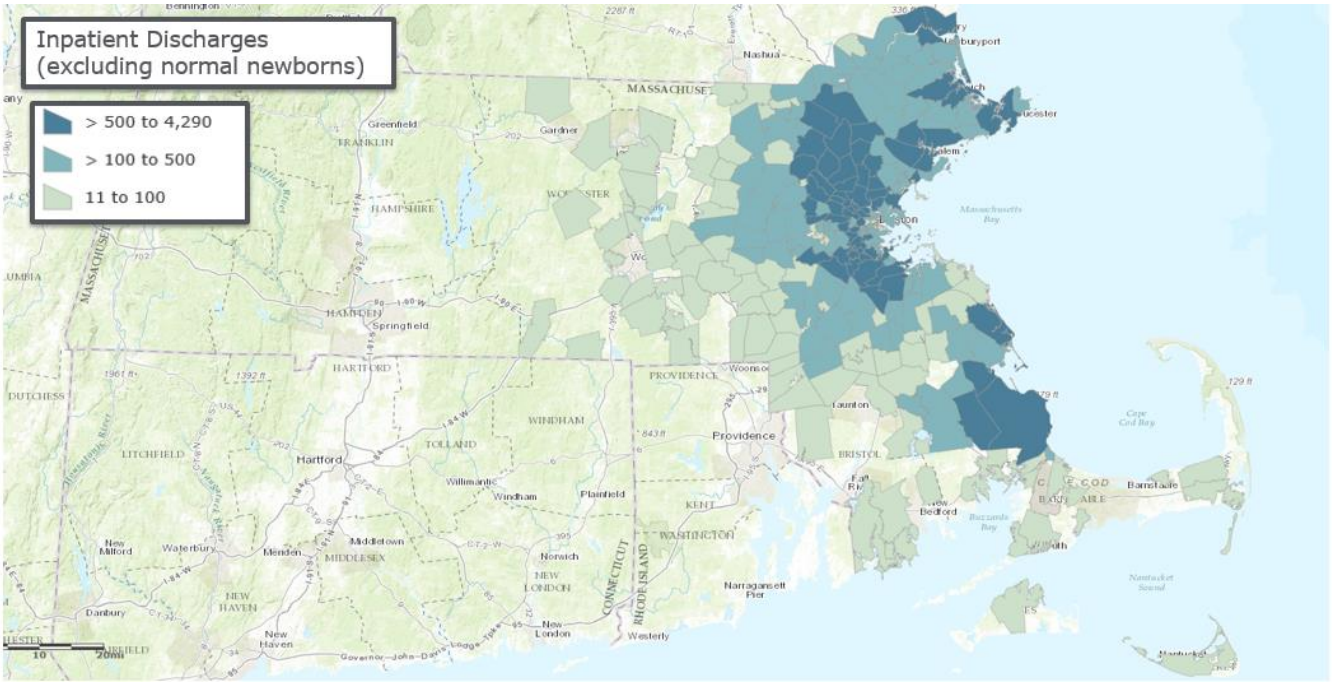
CONFIDENTIAL
Proposed Structure*



* For illustration purposes only. Final corporate org chart will be submitted when final. There may be other 1st tier entities, as well as 2nd and 3rd tier entities, that are not pictured here.
** Clinically Integrated Network (CIN) is proposed to be the member of BIDCO, LCPN and LCPACO; MACIPA will be a contracting affiliate of CIN.
*** Mirror Boards

As of 6/30/2017

Exhibit 2: Patient Panel Map[1]



[1] Combined geographic service area of each Party's member hospitals, representing 75% of total discharges at each hospital, excluding normal newborns, and encompassing the service areas defined in each hospital's most recent Community Health Needs Assessment ("CHNA").

Exhibit 3: List of Patient Panel Zip Codes[2]

Zip Code - Town	Zip Code - Town	Zip Code - Town	Zip Code - Town
02351 - Abington	02026 - Dedham	01944 - Manchester	02562 - Sagamore Beach
01720 - Acton	02638 - Dennis	02048 - Mansfield	01970 - Salem
02743 - Acushnet	02121 - Dorchester	01945 - Marblehead	01952 - Salisbury
02134 - Allston	02122 - Dorchester	02738 - Marion	02563 - Sandwich
01913 - Amesbury	02125 - Dorchester	01752 - Marlborough	01906 - Saugus
01810 - Andover	02124 - Dorchester Center	02050 - Marshfield	02066 - Scituate
02474 - Arlington	02030 - Dover	02126 - Mattapan	02067 - Sharon
02476 - Arlington	01826 - Dracut	01754 - Maynard	01770 - Sherborn
01721 - Ashland	01571 - Dudley	02052 - Medfield	01545 - Shrewsbury
02703 - Attleboro	01827 - Dunstable	02155 - Medford	02143 - Somerville
01501 - Auburn	02332 - Duxbury	02053 - Medway	02144 - Somerville
02466 - Auburndale	02333 - East Bridgewater	02176 - Melrose	02145 - Somerville
02322 - Avon	02536 - East Falmouth	01860 - Merrimac	02748 - South Dartmouth
01730 - Bedford	02032 - East Walpole	01844 - Methuen	02375 - South Easton
02019 - Bellingham	02189 - East Weymouth	02346 - Middleboro	01982 - South Hamilton
02478 - Belmont	01929 - Essex	01949 - Middleton	02190 - South Weymouth
01915 - Beverly	02149 - Everett	01527 - Millbury	01772 - Southborough
01821 - Billerica	02540 - Falmouth	02054 - Millis	01564 - Sterling
02108 - Boston	02035 - Foxboro	02186 - Milton	02180 - Stoneham
02109 - Boston	01701 - Framingham	01908 - Nahant	02072 - Stoughton
02110 - Boston	01702 - Framingham	02554 - Nantucket	01775 - Stow
02111 - Boston	02038 - Franklin	01760 - Natick	01566 - Sturbridge
02113 - Boston	01833 - Georgetown	02492 - Needham	01776 - Sudbury
02114 - Boston	01930 - Gloucester	02494 - Needham Heights	01590 - Sutton
02115 - Boston	01519 - Grafton	01951 - Newbury	01907 - Swampscott
02116 - Boston	01834 - Groveland	01950 - Newburyport	01876 - Tewksbury
02118 - Boston	02339 - Hanover	02458 - Newton	01983 - Topsfield
02127 - Boston	01731 - Hanscom AFB	02459 - Newton Center	01879 - Tyngsboro
02128 - Boston	02341 - Hanson	02461 - Newton Highlands	01568 - Upton
02163 - Boston	01451 - Harvard	02464 - Newton Upper Falls	01569 - Uxbridge
02199 - Boston	02645 - Harwich	02460 - Newtonville	02568 - Vineyard Haven
02210 - Boston	01830 - Haverhill	02056 - Norfolk	02468 - Waban
02215 - Boston	01832 - Haverhill	01845 - North Andover	01880 - Wakefield
01719 - Boxborough	01835 - Haverhill	02760 - North Attleboro	02081 - Walpole
01921 - Boxford	02043 - Hingham	01862 - North Billerica	02451 - Waltham
02184 - Braintree	02343 - Holbrook	01863 - North Chelmsford	02452 - Waltham
02631 - Brewster	01520 - Holden	02747 - North Dartmouth	02453 - Waltham
02324 - Bridgewater	01746 - Holliston	02356 - North Easton	02571 - Wareham
02135 - Brighton	01748 - Hopkinton	01864 - North Reading	02472 - Watertown
02301 - Brockton	01749 - Hudson	02191 - North Weymouth	01778 - Wayland
02302 - Brockton	02045 - Hull	01532 - Northborough	02482 - Wellesley
02445 - Brookline	02136 - Hyde Park	02766 - Norton	02481 - Wellesley Hills
02446 - Brookline	01938 - Ipswich	02061 - Norwell	01984 - Wenham
01803 - Burlington	02130 - Jamaica Plain	02062 - Norwood	01583 - West Boylston
02532 - Buzzards Bay	02364 - Kingston	01960 - Peabody	02379 - West Bridgewater
01922 - Byfield	02347 - Lakeville	02359 - Pembroke	01985 - West Newbury
02138 - Cambridge	01841 - Lawrence	02762 - Plainville	02465 - West Newton
02139 - Cambridge	01843 - Lawrence	02360 - Plymouth	02132 - West Roxbury
02140 - Cambridge	01453 - Leominster	02367 - Plympton	01581 - Westborough
02141 - Cambridge	02420 - Lexington	02169 - Quincy	01886 - Westford
02142 - Cambridge	02421 - Lexington	02170 - Quincy	01473 - Westminster
02021 - Canton	01773 - Lincoln	02171 - Quincy	02493 - Weston
01741 - Carlisle	01460 - Littleton	02368 - Randolph	02790 - Westport
02330 - Carver	01850 - Lowell	02767 - Raynham	02090 - Westwood
02129 - Charlestown	01851 - Lowell	01867 - Reading	02188 - Weymouth
02633 - Chatham	01852 - Lowell	02769 - Rehoboth	01588 - Whitinsville
01824 - Chelmsford	01854 - Lowell	02151 - Revere	02382 - Whitman
02150 - Chelsea	01462 - Lunenburg	02370 - Rockland	01887 - Wilmington
02467 - Chestnut Hill	01901 - Lynn	01966 - Rockport	01475 - Winchendon
01510 - Clinton	01902 - Lynn	02131 - Roslindale	01890 - Winchester
02025 - Cohasset	01904 - Lynn	01969 - Rowley	02152 - Winthrop
01742 - Concord	01905 - Lynn	02119 - Roxbury	01801 - Woburn
02635 - Cotuit	01940 - Lynnfield	02120 - Roxbury Crossing	01602 - Worcester
01923 - Danvers	02148 - Malden	01543 - Rutland	02093 - Wrentham

[2] Source: Nielson Segmentation & Market Solutions Pop-Facts Demographics Report. Accessed June 14, 2017. Zip codes represent combined geographic service area as illustrated in Exhibit 3.

Exhibit 4: Patient Panel Demographic Summary[3]

	NewCo Service Area	MA
Total Population (2017 Est.)	4,971,366	6,861,490
Percent Growth since 2010	6.4%	4.8%
Projected Growth to 2022	4.5%	3.5%
Percent Female	51.5%	51.5%
Percent Male	48.5%	48.5%
Hispanic or Latino	11.0%	11.7%
Median Age	39.4	39.8
Percent of Households Without a Vehicle	13.1%	12.5%
Unemployment Rate	4.9%	5.1%

Exhibit 5: 2017 Estimated Percent of Population by Race[4]

Race	NewCo Service Area	MA
White Alone	75.3%	77.1%
Asian	8.0%	6.6%
Black or African American	8.0%	7.3%
Two or More Races	5.3%	3.2%
Some Other Race	3.2%	5.4%
Amer. Indian and Alaska Native	0.3%	0.3%
Native Hawaiian and Other Pac. Isl.	0.0%	0.0%

Exhibit 6: 2017 Estimated Percent of Population Aged 25+ by Educational Attainment[5]

Education Level	NewCo Service Area	MA
No High School Diploma	9.3%	10.4%
High School Graduate (or GED)	23.7%	25.4%
Some College, no degree	15.2%	16.1%
Associate Degree	7.2%	7.8%
Bachelor's Degree	24.8%	22.8%
Master's Degree or Above	19.8%	17.6%

[3] Source: Nielson Segmentation & Market Solutions Pop-Facts Demographics Report. Accessed June 14, 2017.
[4] Ibid.
[5] Ibid.

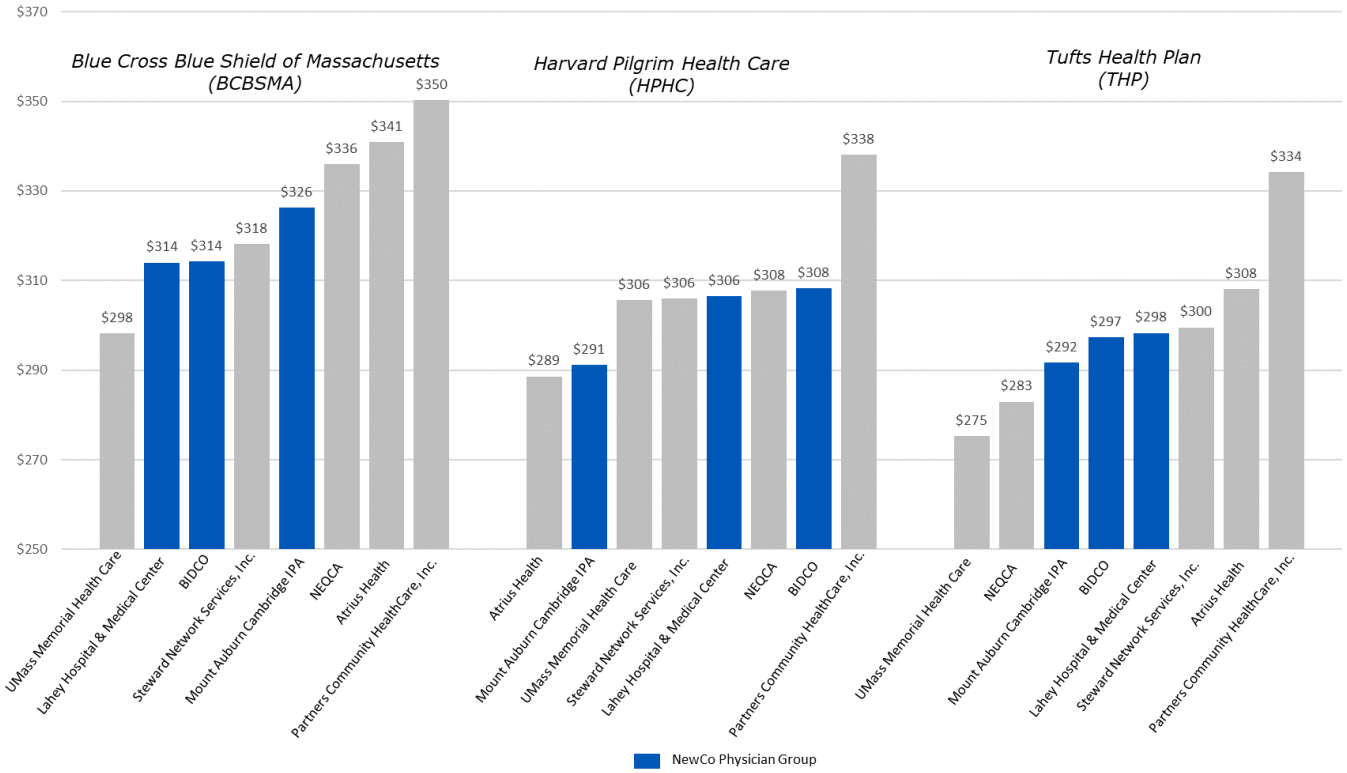
Exhibit 7: 2017 Estimated Distribution of Household Income[6]

Annual Income	NewCo Service Area	MA
< $15,000	9.6%	10.5%
$15,000 - $24,999	7.4%	8.3%
$25,000 - $34,999	6.5%	7.3%
$35,000 - $49,999	9.2%	10.1%
$50,000 - $74,999	14.5%	15.1%
$75,000 - $99,999	12.1%	12.2%
$100,000 - $124,999	10.2%	9.9%
$125,000 - $149,999	7.9%	7.4%
$150,000 - $199,999	9.6%	8.5%
$200,000 - $249,999	4.6%	4.0%
$250,000 - $499,999	5.5%	4.5%
$500,000+	2.8%	2.2%
Est. Number of Families Below Poverty	7.3%	8.3%
2017 Est. Average Household Income	$ 112,065	$ 102,378
2017 Est. Median Household Income	$ 80,605	$ 72,859

[6] Ibid.

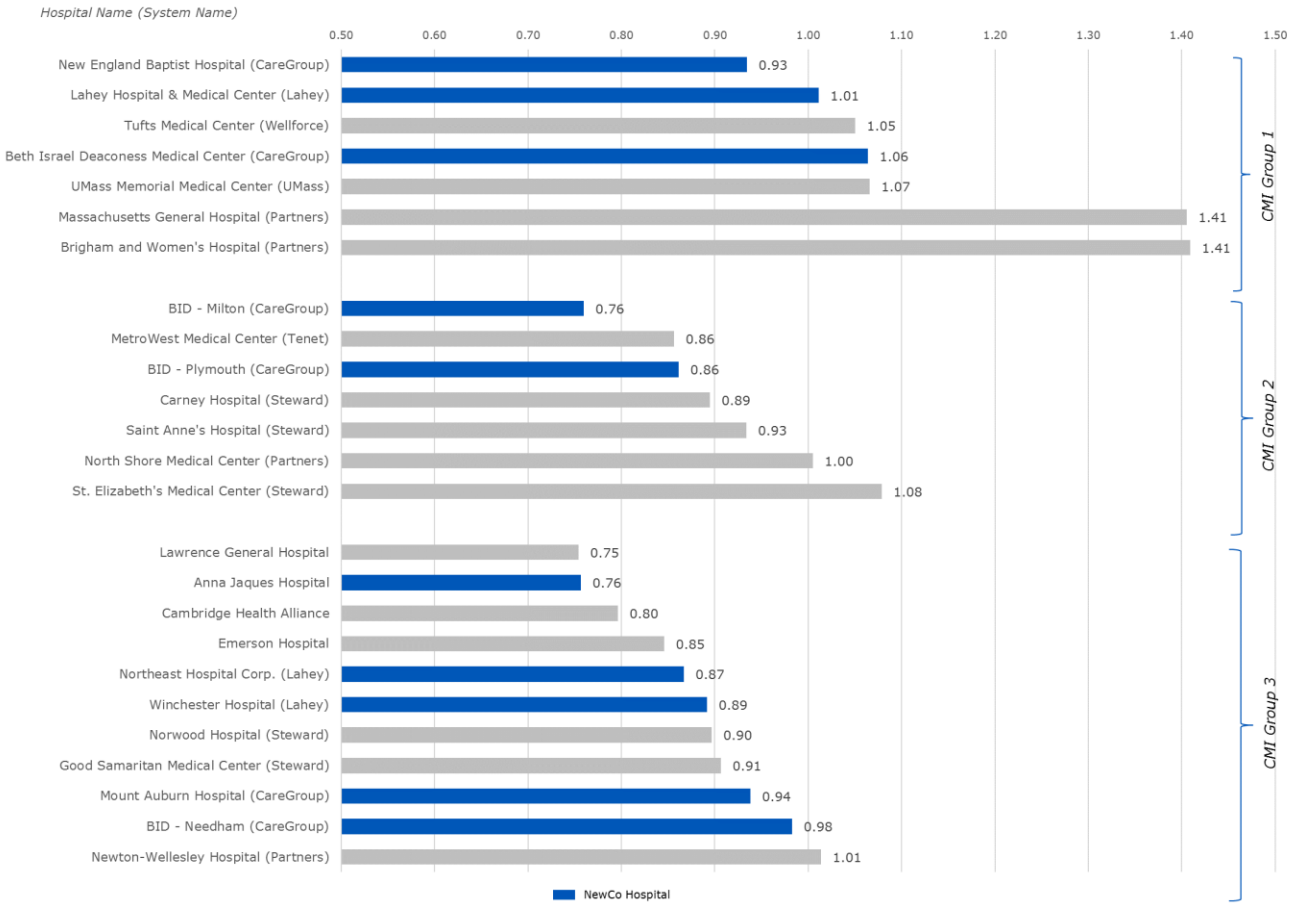
Exhibits

Exhibit 8: Health Status Adjusted TME by Physician Group for Three Largest MA Payers[7]



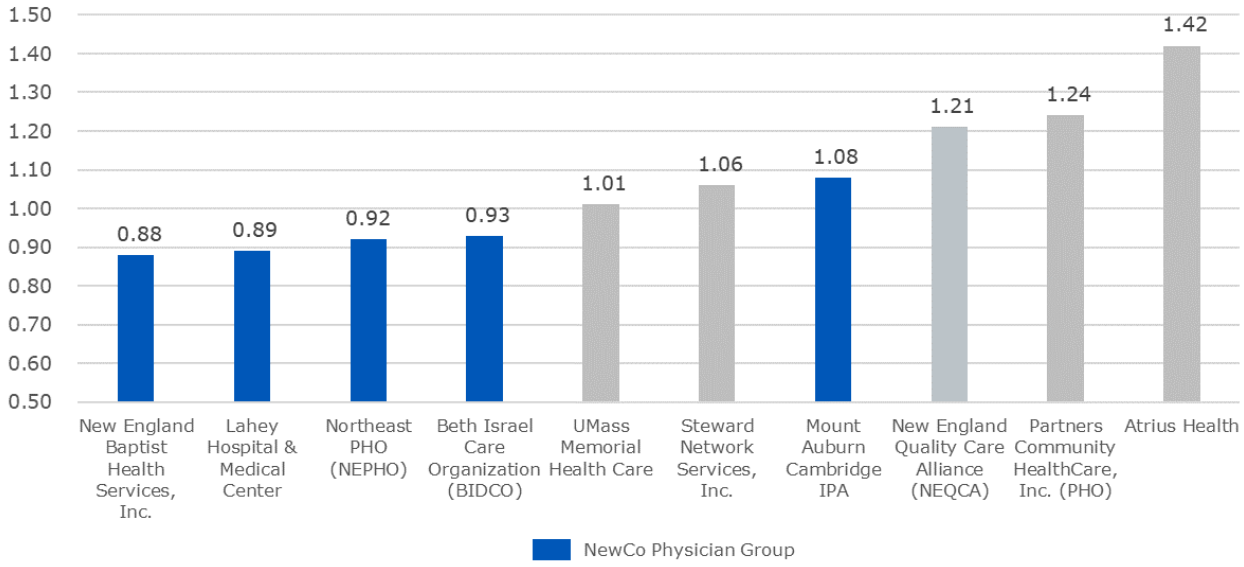
[7] Source: Center for Health Information and Analysis Annual Report on the Massachusetts Health Care Market and Physician Group Total Medical Expenditures ("TME") Databook, 2016. Note: BCBSMA and THP based on 2015 data, HPHC based on 2014 data (most recent year available). Data for New England Baptist Health Services was not available for any payer. NEQCA represents New England Quality Care Alliance; BIDCO represents Beth Israel Deaconess Care Organization.

Exhibit 9: Blended Relative Hospital Price, All Commercial Claims[8]



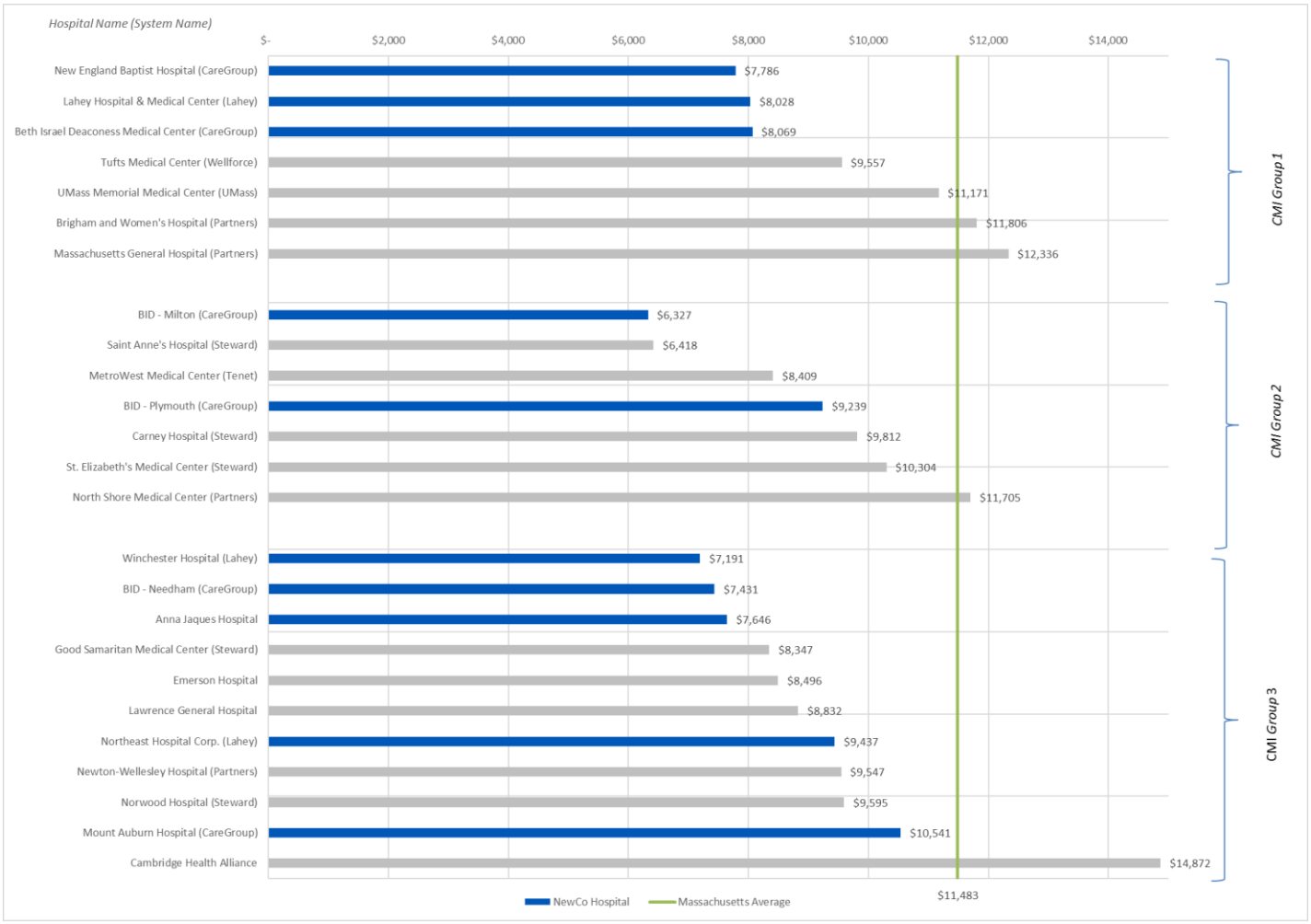
[8] Source: Center for Health Information and Analysis Relative Price Provider Price Variation in the Massachusetts Commercial Market Databook, May 2017. Data represents calendar year 2015. Data organized by average case mix index to reflect differences in clinical complexity. CMI is often considered in relation to average costs to adjust for the complexity and acuity of cases at a particular hospital. CMI group 1 reflects hospitals with a high CMI, greater than 1.15. CMI group 2 reflects hospitals with a CMI between 0.90 and 1.15. CMI group 3 reflects hospitals with a low CMI, less than 0.90.

Exhibit 10: Physician Group Relative Price, BCBSMA Commercial Claims, All Product Types Combined[9]



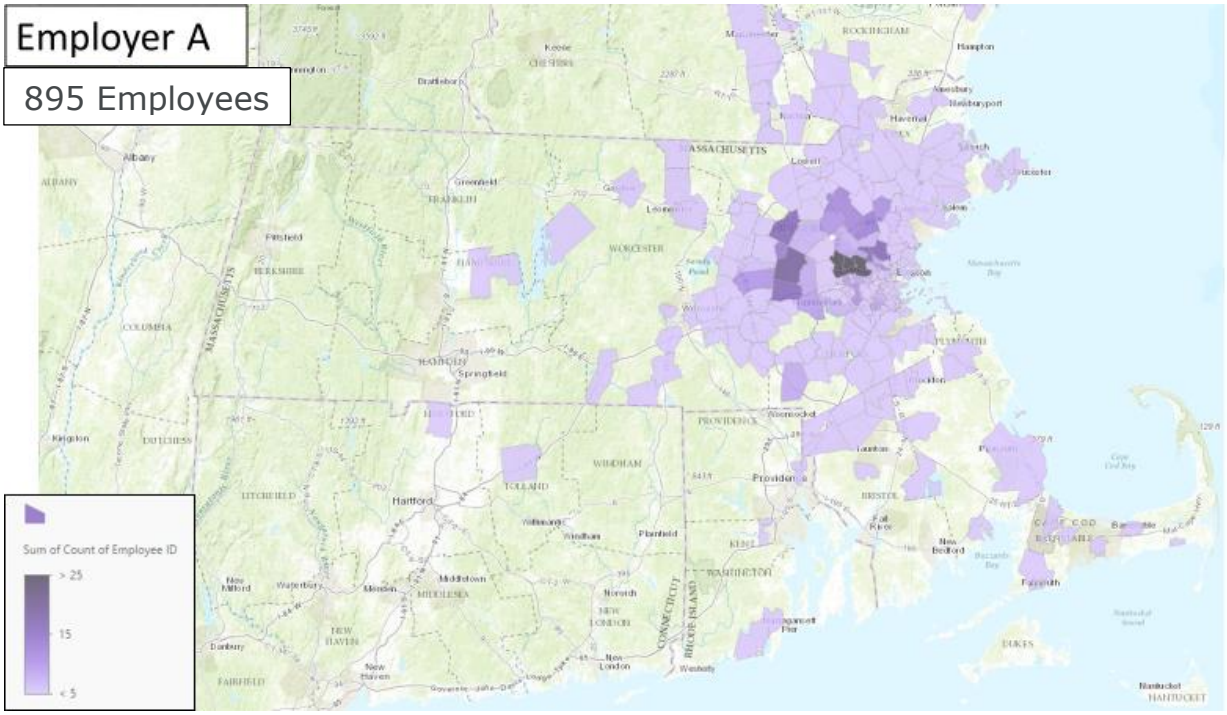
[9] Source: Center for Health Information and Analysis Relative Price Provider Price Variation in the Massachusetts Commercial Market Databook, May 2017. Data represents calendar year 2014. Note: In 2014, New England Baptist Health Services Inc., along with NEBH, created NEBCIO. LH&MC and NEPHO together make up LCPN.

Exhibit 11: Case-Mix Adjusted Cost Per Discharge[10]



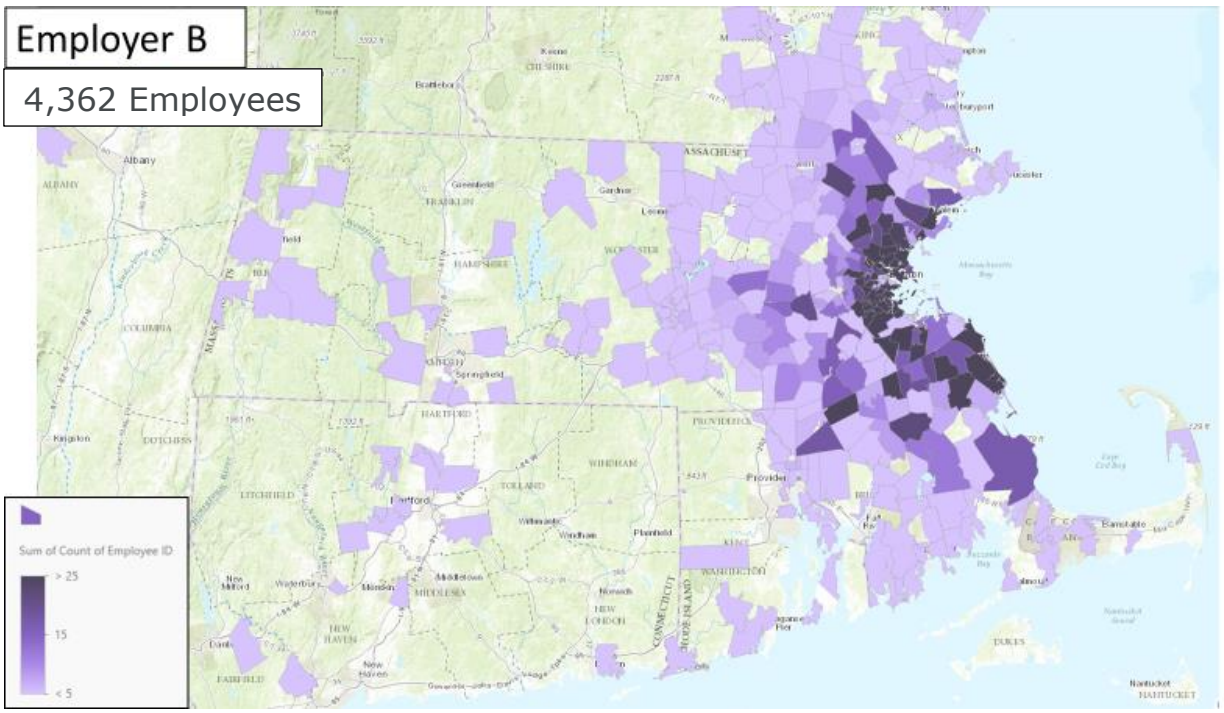
[10] Source: Definitive Healthcare. Case-Mix Adjusted Cost per Discharge for Medicare patients by Facility, data from July 2017 Medicare Cost Report Release. Data reported by hospital fiscal year (fiscal year ending June 30, 2016 for Cambridge Health Alliance, fiscal year ending December 31, 2016 for Steward Hospitals, fiscal year ending September 30 2016 for all other hospitals shown.) Data organized by average case mix index to reflect differences in clinical complexity. CMI is often considered in relation to average costs to adjust for the complexity and acuity of cases at a particular hospital. CMI group 1 reflects hospitals with a high CMI, greater than 1.15. CMI group 2 reflects hospitals with a CMI between 0.90 and 1.15. CMI group 3 reflects hospitals with a low CMI, less than 0.90.

Exhibit 12: Sample Employers – Distribution of Employees[11]



[11] Blinded employer data obtained from a benefits consulting firm serving the region. All data has been anonymized to protect privacy.

Exhibits


Employer B
4,362 Employees
Sum of Count of Employee ID
> 25
15
< 5

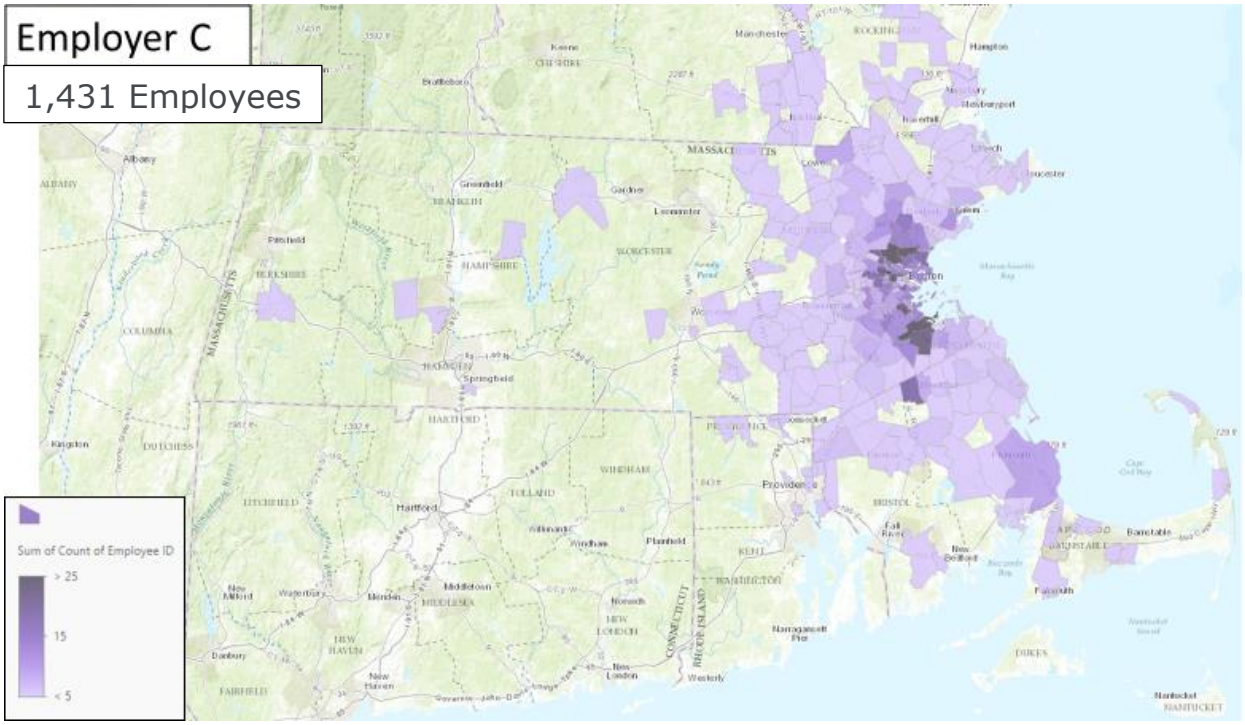

Employer C
1,431 Employees
Sum of Count of Employee ID
> 25
15
< 5

Exhibit 13: LCPN and BIDCO Initiatives for MassHealth ACO

LCPN

LCPN contracts with most MCOs with MassHealth plans in their service area and LCPN PCPs participate in the Primary Care Clinician Plan. Through the MassHealth ACO, LCPN will more directly manage the care of MassHealth members to better meet their needs. Specifically, LCPN will continue to provide high-quality, comprehensive care in community settings. Over time, investing in care delivery redesign and embedding medical home principles within primary care practices will improve outcomes and reduce inequities. LCPN will ensure the quality of the care provided by contracting MCOs by monitoring metrics, including but not limited to those noted below and in the response to **F.1.b.ii.**

- Network adequacy for all Members, including those with special healthcare needs, in Lahey communities
- Success rate in connecting with Members for the approved initial care screening
- Percent of Members with a primary care visit in the last year (population management)
- Appropriate reductions in avoidable ED and inpatient hospitalizations and re-admissions
- Customer service support and member experience, including culturally and linguistically appropriate services
- Timely access to care including urgent care
- Integrating medical and behavioral health services
- Reducing unnecessary readmissions
- Strengthening partnerships with community organizations
- Developing the care team to meet member needs: LCPN plans to devote Delivery System Reform Incentive Payment Program investments to develop strong care teams that engage Members in their health, provide transitional support, and integrate behavioral and medical care management
- Continuing to build strategic partnerships with providers and organizations in Lahey communities to enhance communication and integrated care for MassHealth Members

LCPN intends to provide quality care by building a strong foundation of programs and services for MassHealth Members. Expanding upon current population health management initiatives and LCPN's Medicare ACO, these initiatives are designed to lead to better health outcomes and reduce the health inequities related to income and access to healthcare.

BIDCO

BIDCO is partnering with THPP to integrate behavioral and physical health through the creation of an accountable and integrated Accountable Care Partnership Plan ("ACPP").

High-quality health care will be provided to MassHealth members through risk-stratified care management and disease management services compliant with National Committee for Quality Assurance requirements. BIDCO providers will have access to member registries that include claims and medical record data, allowing key stakeholders such as PCPs or care

managers to coordinate appropriate care, including referrals, diagnostic testing, and medication management. Process and outcome measures will be developed and routinely measured to track the effectiveness of the programs. ACCP will contract with providers in BIDCO's emergency services program and provide psychiatric services, including assessment, treatment, and/or stabilization for members experiencing behavioral health or substance use emergencies.

The ACPP will leverage BIDCO and THPP's existing health and wellness programs to increase member health and reduce unnecessary utilization of services, including:

- "Lifestyle change and group support services": BIDCO providers offer psycho-educational groups and support programs to help members adopt and maintain healthy behaviors, or cope with challenging life events and trauma including anxiety and stress management, alcohol use and abuse, and the impact of opioid-related trauma on individuals and families
- "Fitness in the city": Two BIDCO health centers connect overweight children and their families with nutritional education, motivational supports, and opportunities for physical activity, and provide culturally competent nutritional and dietary counseling

The ACPP will identify and address health related social needs, including a health assessment for new members to self-identify for chronic conditions, medical and behavioral health issues, and/or social support challenges such as food or housing insecurity. Trained community health workers, social workers and community resource specialists will work collaboratively with members and their providers to arrange, coordinate, evaluate, and advocate for safety net services that provide for basic needs such as food, housing, legal, transportation and counseling assistance. Addressing these issues frequently serves to reduce the need for acute treatment services.

Exhibit 14: Selected Community-Based Initiatives Addressing Health Inequities

Anna Jaques Hospital	– Anna Jaques created a new monthly program with WNBP radio station, "The Legends." These public service announcements provided meaningful prevention and detection information and encouragement of healthy lifestyles to over 40,000 listeners. – Anna Jaques promoted physical fitness for families through Yankee Homecoming's Family Day and H2K Healthy Kids Studio that shows kids and families that being physically fit and active can be fun through Zumba, Yoga, and Kickboxing classes. – Anna Jaques Hospital collaborated with the Amesbury Senior Community Center on chronic disease management. Hundreds of seniors were educated on the importance of knowing your numbers and offered free blood pressure checks by ED nurses. – Anna Jaques supported Opportunity Works' annual Lend-A-Hand fundraiser that directly supports the work of the non-profit agency serving hundreds of men and women ages 22-75 with disabilities in the Merrimack Valley and North Shore.

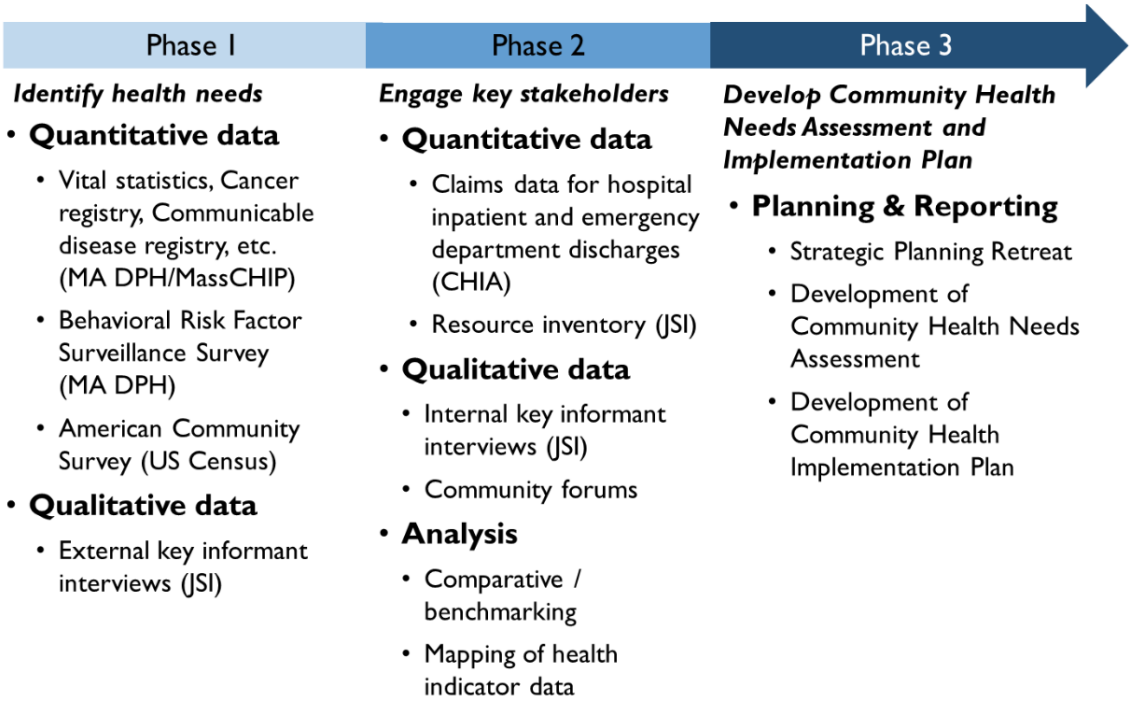
Beth Israel Deaconess Medical Center and Hospitals	– BIDMC founded and continues to support Community Care Alliance, the health center network that includes six community health centers serving over 110,000 diverse patients annually. – BIDMC expanded workforce development through summer internships for disadvantaged youth, partnerships with local community colleges, and training programs for adults. – BID-Needham provides financial counseling, benefit enrollment assistance, and payment planning to the underserved and uninsured in the Needham community through two Certified Application Counselors. – BID-Needham sponsored substance prevention curriculum for Needham Public Schools' SALSA program and supported events at Needham and Dover-Sherborn High Schools to provide a substance-free way for high school students to celebrate together after sporting events. – Each year, BID-Milton offers community members access to free or low-cost preventive screenings to address heart health and cancer concerns before they arise. In partnership with community physicians, free skin cancer screenings were provided to 53 community members at no cost in May 2016. By providing access to these free screenings, the hospital empowered patients to detect potentially harmful melanomas in the early stages when the cure rate is nearly 100%. – BID-Plymouth developed Healthy Plymouth in 2014 as a prevention strategy to reduce drug and alcohol use and abuse among youth in the community. The program has partnered with businesses and organizations to provide a variety of meaningful and free programs for middle and high school students in the Plymouth community.

Lahey Health System	– Beverly Hospital offered Safe Steps at Gloucester Council on Aging through 2016. This program reduces fall risk, improves confidence in balance, and promises to increase community mobility and well-being for seniors.
	– Beverly Hospital participated in health fairs and several screening activities through the communities of Gloucester, Georgetown, Rockport, Manchester, Marblehead, Beverly and Danvers.
	– LHMC allocated $40,000 in mini-grant funding to local community health, social service and municipal partners to address health disparities identified in the LHMC Community Health Needs Assessment. Programs included:
	  – Wilmington Public Schools Mental Health First Aid Training
	  – REACH Against Domestic Violence counseling program
	  – Burbank YMCA PINK Program
	  – Minuteman Senior Services Chronic Disease Self-Management Programs
	  – Domestic Violence Services Network RESIST training for Bedford High School and Middlesex Community College students
	– Winchester Hospital conducted support groups for 15 different diseases, conditions, and concerns including cancer, Alzheimer's disease, diabetes, substance abuse, grief and breast-feeding. More than 3,000 patients seeking education, resources and/or emotional support participated in fiscal year 2016.

Mount Auburn Hospital	– MAH reached over 13,500 youth through 14 youth programs that addressed dating violence, mental health, and substance abuse in Arlington, Cambridge, Somerville, and Waltham. – MAH supported Live Well Watertown (LWW), which addresses food and activity policy by supporting LWW to take the lead in local initiatives to improve resident wellness, guide development of future health-related policy, and expand access to relevant educational programming through outreach and collaboration. – MAH encouraged community level dialogue to change community norms about adult mental health through a grant program awarded to five programs: Belmont Department of Public Health, Samaritans, Inc., City of Somerville, Health and Human Services Department, Community Conversations: Sister to Sister/ Cambridge YWCA, and The Welcome Project. – MAH is seeking to expand translator services and use of culturally competent staff across the system to minimize language and culture barriers to care delivery for the diverse communities served.

New England Baptist Hospital	– NEBH has been the major sponsor of the Mission Link bus for many years. Because the neighborhood of Mission Hill is located on a steep hill, at the highest elevation in Boston, it presents a significant issue to mobility for the elderly population. The need for regular transportation to avoid social isolation of those seniors in the Mission Hill Community was identified as a critical issue during the Community Health Needs Assessment in 2013. – NEBH supports the Mission Hill Little League, Mission Hill Softball League and other weekly softball games, Maurice J. Tobin Community Center, Roxbury Tenants of Harvard and Sociedad Latina for the programs in physical activity. The Hospital supports the gym, leagues, and summer camp at the Maurice J. Tobin Community Center as well as the Health Educators in Action program at Sociedad Latina. For many years, NEBH has maintained and is a major contributor to the lighting and security at McLaughlin Field at night to foster its use for physical activity. – NEBH works with high school and college students through existing partnerships with the Roxbury Tenants of Harvard, ABCD Parker Hill/Fenway Neighborhood Service Center, Fenway High School and Sociedad Latina. In 2015, nine diverse students were gainfully employed for the summer through its Meredith Cameron program. Four of the nine were hired as permanent part time employees. – Through a partnership with Goodwill and the City of Boston, NEBH offers internships for developmentally and intellectually disabled students to support employment readiness. – NEBH supports Senior suppers, and provides a subsidy for the local Farmer's market supplying fresh produce to the immediate community.

Exhibit 15: CHNA Approach and Methods[12]



[12] Source: Beth Israel Deaconess Medical Center 2016 CHNA.

Exhibit 16: Community Engagement Meeting Dates

Health System	Hospital Location	Date	Community Attendees*
CareGroup	BID—Plymouth	June 12, 2017	68
	BID—Needham	June 12, 2017	8
	BIDMC	June 27, 2017	6
	BID—Milton	June 28, 2017	30
	NEBH**	June 22, 2017 and June 27, 2017	63
	Mount Auburn	June 14, 2017	88
		October 2, 2017	Pending
Lahey	Winchester Hospital	June 7, 2017	16
	Beverly Hospital	June 12, 2017	21
	LHMC	June 13, 2017	13
	Addison Gilbert Hospital	June 19, 2017	20
Seacoast	Anna Jaques Hospital	July 20, 2017	18
*All parties will continue to engage the community and elected officials during the pendency of the application. **Additional meetings held with the Patient Family Advisory Committee (PFAC).			