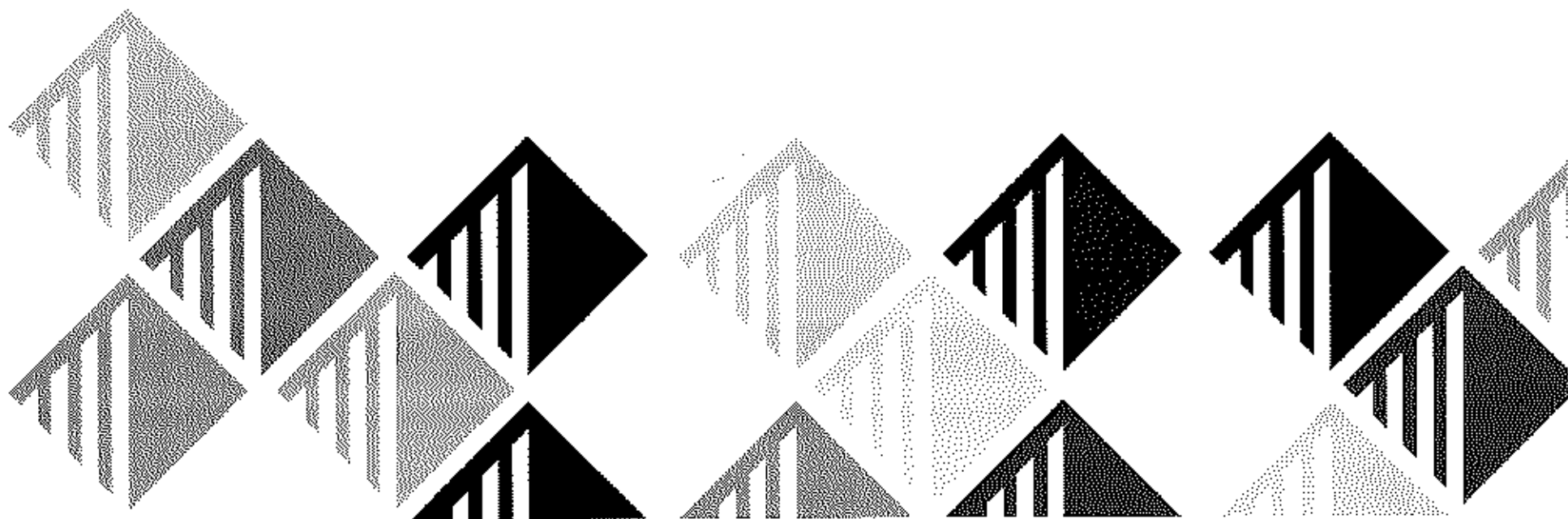


EXHIBIT 28



Executive Total Compensation Review

September 11, 2019



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Introduction



- SullivanCotter was retained by MetroHealth System (MHS) management to review the competitiveness and reasonableness of the total compensation levels provided to 22 executive positions, including the President and Chief Executive Officer (CEO).
- Our analysis covers all elements of MHS's total compensation (TC defined as base salaries plus variable compensation and the employer costs of standard and supplemental benefits and perquisites).
 - Information provided by MHS serves as the basis for our assessment. Our assessment is based on the accuracy of the data provided to us, which SullivanCotter has not independently validated. Any additional compensation provided to the covered executives and not included or accurately described in this report, is not covered by our assessment.
- Our report provides:
 - A market analysis based on three peer groups (similar to those in the May 2018 report), as defined on the following page.
 - A **prospective review** of MHS's projected calendar year 2019 (CY2019) TC levels.

Introduction: Definitions Used



- The table below provides definitions of the compensation terms used in this report:

Custom Peer Groups	<p>Custom executive compensation peer groups from SullivanCotter's 2019 <i>Management and Executive Compensation in Hospitals and Health Systems</i> database, as follows:</p> <ul style="list-style-type: none"> Not-for-profit health systems with net revenues ranging from \$653M to \$2.6B, with a median net revenue of \$1.37B. Comprised of 173 organizations. Public health systems with net revenues ranging from \$665M to \$2.5B, with a median net revenue of \$1.32B. Comprised of 31 organizations. Not-for-profit and public health systems with net revenues ranging from \$653M to \$2.6B, with a median net revenue of \$1.37B (204 organizations). This data set combines the two peer groups referenced above. <p>A listing of each of the peer group organizations can be found in Section A.</p>
Base Salary	Fixed amount of compensation paid to an individual for a specified position. Data in this report reflects current base salary.
Annual Incentive Opportunities (as a percent of base salary)	<p>Threshold/target/exceptional annual incentive award opportunities (as a percent of base salary) based on the level of achievement of defined organizational and vary by level. Threshold and exceptional opportunity levels reflect 50% of target and 150% of target.</p> <ul style="list-style-type: none"> CEO: Threshold 17.5%; Target 35.0%; Exceptional 52.5%. EVPs/SVPs: Threshold 12.5%; Target 25.0%; Exceptional 37.5%. VPs: Threshold 7.5%; Target 15.0%; Exceptional 22.5%.
Total Cash Compensation (TCC)	Threshold/target/exceptional TCC includes base salary plus corresponding annual incentive award.
Tally Sheets	Annual employer costs of each element of compensation, including cash compensation, broad-based benefits (medical, dental, vision, life insurance, paid time off, sick leave, disability, retirement) and supplemental benefits (life, disability, retirement, severance and retiree medical). Data in the tally sheet reflects estimated 2019 costs for purposes of the analysis. Tally sheets are provided in Section B .
Total Compensation (TC)	Threshold/target/exceptional TC includes corresponding TCC plus annual cost of employer-provided benefits.

Executive Summary



- MH's aggregate base salary positioning has declined from the May 2018 report (same executives: 42nd percentile to 29th percentile) as market data has increased 5.0% at the 50th percentile, while MH base salaries have remained the same.
 - Market position further declines as six of the seven new executives to this report have base salaries below the 25th percentile.
- Annual incentive award opportunities are competitive with market median practices at target and maximum (exceptional performance) for most positions.
- Benefits are generally competitive.
- Maximum total compensation is positioned in the mid-range of the market.
 - Four executives exceed the maximum 90th percentile of TC in the combined peer group.

Component of Compensation	Aggregate Market Position		
	Not-For-Profit	Public Health	Combined
Base Salaries	<25 th percentile	44 th percentile	<25 th percentile
Annual Incentive Opportunities	Consistent with median health care market practice		
Projected Target TCC (base salary + target annual incentive award)	35 th percentile	68 th percentile	35 th percentile
Projected Exceptional TCC (FY2019 base salary + exceptional annual incentive award)	47 th percentile	81 st percentile	50 th percentile
Benefits	Consistent with health care market practices		
Projected Target TC (Projected target TC + benefits/perquisites)	37 th percentile	73 rd percentile	41 st percentile
Projected Exceptional TC (Projected exceptional TC + benefits/perquisites)	48 th percentile	83 rd percentile	51 st percentile

Key Findings and Observations - Base Salary



- Overall, base salary market positioning falls below the 50th percentile target philosophy ranging from below the 25th percentile to the 44th percentile, depending on the peer group referenced.
- Market positioning for not-for-profit health systems is consistent with the market positioning for the combined not-for-profit and public health systems with net revenues in the same range. This is expected as there is significant overlap among the two peer groups.
 - Market positioning for the custom cut of not-for-profit health systems between \$653M and \$2.6B is below the 25th percentile (3% below). Eleven executives fall below the 25th percentile.
- Market positioning for the custom cut of public health systems between \$665M and \$2.5B is more competitive approximating the 44th percentile. Three executives fall below the 25th percentile.
 - We note that the public health system peer group has a smaller sample size (31 organizations) and limited data. Market data based on smaller sample sizes can be subject to greater volatility on a year-over-year basis.
- Market positioning for the custom cut of not-for-profit health systems and public health systems between \$653M and \$2.6B approximates the 25th percentile (1% below). Thirteen executives fall below the 25th percentile.

Key Findings and Observations - Base Salary



- The following findings are based on the methodology described in **Section C**.
- **Base salary** positioning by peer group for each executive is presented in the following table:

\$ in thousands

Title (Incumbent)	Base Salary Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
President CEO (Boutros, M.D.)	28	76	37
EVP Chief Clinical Officer (Boulanger, M.D.)	<25 (-2%)	26	<25 (-1%)
EVP Chief Financial Officer (Richmond)	<25 (-10%)	39	<25 (-7%)
EVP Chief Operating Officer (Stern)	<25 (-9%)	46	<25 (-5%)
SVP Population Health (Chehade, M.D.)	54	---	54
SVP Chief Legal Officer (Phillips)	<25 (-5%)	46	26
SVP Administration & Chief Of Staff (Platten) (1)	---	---	<25 (-17%)
SVP Patient Care Services & Chief Nursing Officer (Kline)	26	<25 (-11%)	<25 (-1%)
SVP Campus Transformation (Jones)	69	---	70
SVP Chief Compliance & Ethics Officer (Wahl)	77	88	78
SVP Chief Development Officer & President MH Foundation (Brown)	25	<25 (-6%)	<25 (-1%)
SVP Chief Diversity & HR Officer (Nevel)	26	53	33
SVP Marketing & Customer Engagement (Vacant)	---	---	---

Key Findings and Observations - Base Salary (Continued)



\$ in thousands

Title (Incumbent)	Base Salary Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
VP Chief Information Officer (Fiser)	<25 (-16%)	<25 (-2%)	<25 (-14%)
VP Chief Medical Informatics Officer (Kaelber, M.D.)	<25 (-16%)	---	<25 (-16%)
VP Chief Quality Officer (Watts, M.D.)	<25 (-13%)	---	<25 (-14%)
VP Financial Planning & Analysis (McCarthy) (1)	---	---	45
VP Hospital Operations (Sukalac)	<25 (-10%)	28	<25 (-3%)
Deputy General Counsel (Rajki)	<25 (-17%)	27	<25 (-15%)
Deputy General Counsel (McBride)	<25 (-17%)	27	<25 (-15%)
VP Strategy Operations (Jacono)	<25 (-19%)	---	<25 (-19%)
VP Supply Chain (Vacant)	---	---	---
Aggregate Market Position:		44	<25 (-1%)

(1) Reflects national data as custom peer group data were not available.

Detailed salary market comparisons by executive are provided in Section D

Key Findings and Observations - Incentive Compensation

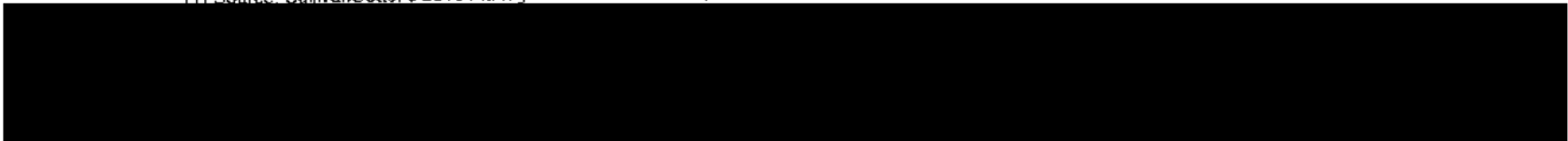


Annual Incentives

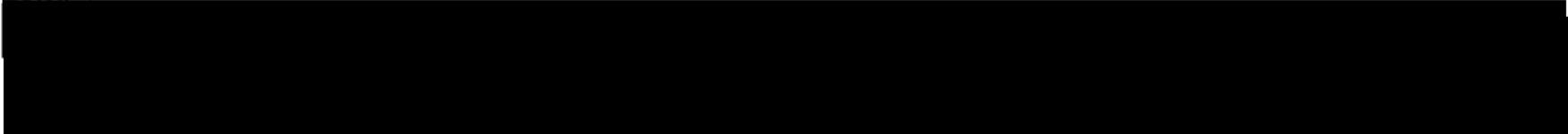


Position/Level	MHS		Health Systems ⁽¹⁾	
	Target	Exceptional	Target	Maximum
Chief Executive Officer	35.0%	52.5%		
Chief Financial Officer	25.0%	37.5%		
Chief Medical Officer	25.0%	37.5%		
Chief Operating Officer	25.0%	37.5%		
Senior Vice Presidents	25.0%	37.5%		
Vice Presidents	15.0%	22.5%		

(1) Source: SullivanCotter's 2019 Manager and Executive Compensation in Hospitals and Health Systems Survey Report



Long-Term Incentives



- MHS does not have a long-term plan for its executives.

Key Findings and Observations - Target TCC



- Overall, Target TCC market positioning ranges from the 35th percentile to the 68th percentile depending on the peer group referenced.
 - Two executives have Target TCC that exceeds the 90th percentile in the public health peer group.
- Target TCC positioning by peer group for each executive is presented in the following table:

\$ in thousands

Title (Incumbent)	TCC Target Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
President CEO (Boutros, M.D.)	49	>90 (+3%)	54
EVP Chief Clinical Officer (Boulanger, M.D.)	42	60	44
EVP Chief Financial Officer (Richmond)	<25 (-1%)	60	32
EVP Chief Operating Officer (Stern)	<25 (-6%)	75	27
SVP Population Health (Chehade, M.D.)	57	---	64
SVP Chief Legal Officer (Phillips)	36	72	40
SVP Administration & Chief Of Staff (Platten) (1)	---	---	<25 (-11%)
SVP Patient Care Services & Chief Nursing Officer (Kline)	32	28	31
SVP Campus Transformation (Jones)	78	---	79
SVP Chief Compliance & Ethics Officer (Wahl)	85	>90 (+5%)	88
SVP Chief Development Officer & President MH Foundation (Brown)	44	44	44
SVP Chief Diversity & HR Officer (Nevel)	46	79	52
SVP Marketing & Customer Engagement (Vacant)	---	---	---

Key Findings and Observations - Target TCC (Continued)



\$ in thousands

Title (Incumbent)	TCC Target Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
VP Chief Information Officer (Fiser)	<25 (-16%)	37	<25 (-11%)
VP Chief Medical Informatics Officer (Kaelber, M.D.)	<25 (-11%)	---	<25 (-11%)
VP Chief Quality Officer (Watts, M.D.)	<25 (-5%)	---	<25 (-4%)
VP Financial Planning & Analysis (McCarthy) (1)	---	---	52
VP Hospital Operation (Sukalac)	25	37	29
Deputy General Counsel (Rajki)	<25 (-10%)	41	<25 (-9%)
Deputy General Counsel (McBride)	<25 (-10%)	41	<25 (-9%)
VP Strategy Operations (Jacono)	<25 (-4%)	---	<25 (-4%)
VP Supply Chain (Vacant)	---	---	---
	35	68	39

(1) Reflects national data as custom peer group data were not available.

Detailed TCC market comparisons by peer group for each executive are provided in Section D

Key Findings and Observations - Benefits



- As part of the 2018 executive review, SullivanCotter compared MHS executive benefits and perquisites to market practices for similar health care organizations.
- It is our understanding that, other than an increase in SERP contributions, benefits have generally remained the same from 2018.
 - The SERP contribution increased in 2019 from 20% to 25% of TCC for the CEO and from 10% to 15% of TCC for SVPs (Eoulanger is the lone exception, with the contribution increasing to 15% in 2020).
- Overall, executive benefits are reasonable and are generally consistent with typical market practices, although conservative with respect to market practice in the benefit levels they offer (other than nonqualified retirement). The table below summarizes the market position of benefits by major program component:

Summary of Benefits in Relation to Market Practices		
Lower End of Market Practice	Middle of Market Practice	Higher End of Market Practice
<ul style="list-style-type: none"> Long-term disability (coverage levels are typical, but benefit is employee-paid). Life insurance (particularly for the CEO and higher paid executives where the \$500,000 maximum limits the benefit). Sick leave/Short-term disability (particularly for executives with low sick leave banks, including those with shorter service, that are not sufficient to bridge to long-term disability eligibility). 	<ul style="list-style-type: none"> Medical, dental, and vision. Flexible spending accounts. Employee assistance program. Retiree medical (while not a prevalent benefit, it is typical for executives to be eligible for broad-based coverage). Life insurance. Paid time off (PTO). Qualified Retirement. Severance benefits. Perquisites. 	<ul style="list-style-type: none"> Sick leave cash-out (cash out of unused sick leave is atypical, though the total accrual available for cash-out is limited). Nonqualified Retirement (contribution levels are at the higher end of the typical market range; using TCC as the definition of compensation is also less common than using base salary, see market practices referenced above).

Key Findings and Observations - Target TC



- Overall, Target TC market positioning ranges from the 37th percentile to the 73rd percentile depending on the peer group referenced.
 - Three executives have Target TC that exceeds the 90th percentile depending on the custom cut referenced.
 - Detailed TC market comparisons by peer group for each executive are provided in **Section D**.
- Target Total Compensation** positioning by peer group for each executive is presented in the following table:

\$ in thousands

Title (Incumbent)	TC Target Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
President CEO (Boutros, M.D.)	54	>90 (+8%)	59
EVP Chief Clinical Officer (Boulanger, M.D.)	39	55	41
EVP Chief Financial Officer (Richmond)	28	65	36
EVP Chief Operating Officer (Stern)	<25 (-1%)	77	31
SVP Population Health (Chehade, M.D.)	64	---	70
SVP Chief Legal Officer (Phillips)	34	69	38
SVP Administration & Chief Of Staff (Platten) (1)	---	---	<25 (-6%)
SVP Patient Care Services & Chief Nursing Officer (Kline)	46	40	45
SVP Campus Transformation (Jones)	88	---	90
SVP Chief Compliance & Ethics Officer (Wahl)	89	>90 (+10%)	>90 (+2%)
SVP Chief Development Officer & President MH Foundation (Brown)	51	50	50
SVP Chief Diversity & HR Officer (Novel)	56	>90 (+1%)	61
SVP Marketing & Customer Engagement (Vacant)	---	---	---

Key Findings and Observations - Target TC (Continued)



\$ in thousands

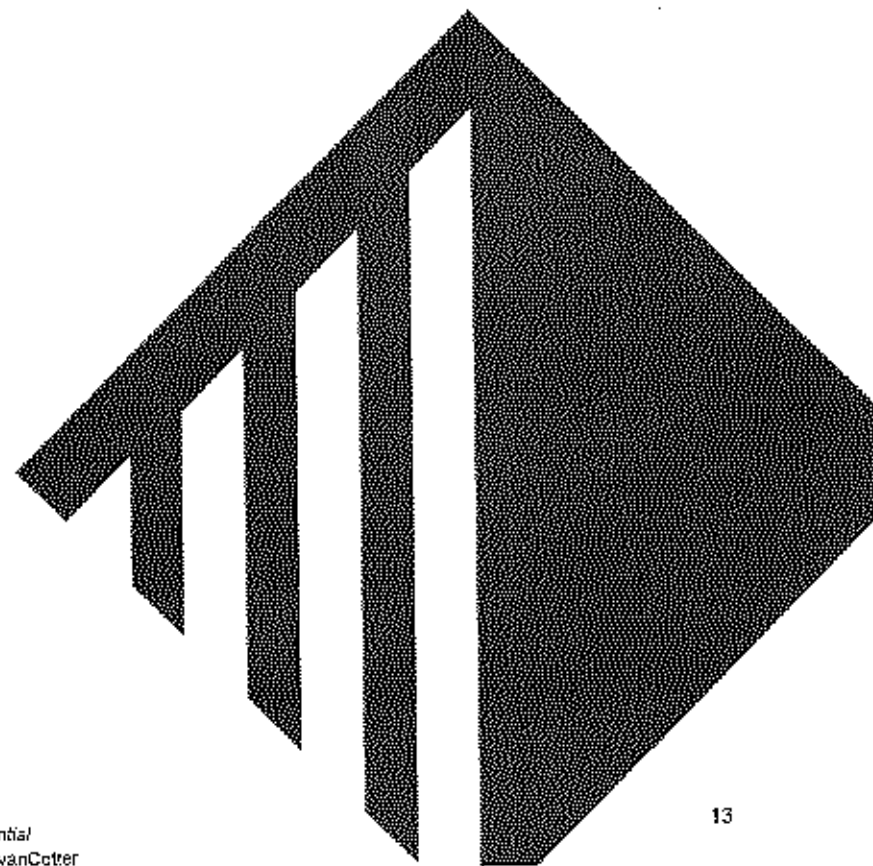
Title (Incumbent)	TC Target Market Position by Peer Group		
	Not-For-Profit	Public Health	Combined NFP and PH
VP Chief Information Officer (Fiser)	<25 (-20%)	30	<25 (-15%)
VP Chief Medical Informatics Officer (Kaelber, M.D.)	<25 (-14%)	---	<25 (-13%)
VP Chief Quality Officer (Watts, M.D.)	<25 (-11%)	---	<25 (-11%)
VP Financial Planning & Analysis (McCarthy) (1)	---	---	47
VP Hospital Operation (Sukatac)	<25 (-2%)	36	27
Deputy General Counsel (Rajki)	<25 (-10%)	41	<25 (-8%)
Deputy General Counsel (McBride)	<25 (-9%)	42	<25 (-8%)
VP Strategy Operations (Jacono)	<25 (-13%)	---	<25 (-13%)
VP Supply Chain (Vacant)	---	---	---
	37	73	41

(1) Reflects national data as custom peer group data were not available.

Detailed TC market comparisons by peer group for each executive are provided in Section D

Section A

Custom Peer Groups





A. Custom Peer Groups - NFP Health Systems

- The proposed peer groups for MetroHealth executives are shown below.

Org #	In 2017 Peer Group	Organization	City	State	Net Revenue (\$M)
1	x				
2	x				
3	x				
4	x				
5	x				
6	x				
7	x				
8	x				
9					
10	x				
11					
12	x				
13	x				
14	x				
15	x				
16	x				
17	x				
18	x				
19	x				
20	x				
21	x				
22	x				
23	x				
24	x				
25	x				
26	x				
27	x				
28	x				



A. Custom Peer Groups - NFP Health Systems

Org #	In 2017 Peer Group:	Organization	City	State	Net Revenue (\$M)
29					
30	x				
31					
32					
33	x				
34					
35					
36					
37	x				
38	x				
39	x				
40					
41	x				
42	x				
43	x				
44	x				
45	x				
46	x				
47	x				
48	x				
49	x				
50	x				
51	x				
52	x				
53	x				
54					
55					
56	x				
57					
58	x				
59	x				
60	x				
61	x				
62					

A. Custom Peer Groups - NFP Health Systems



Org #	In 2017 Peer Group?	Organization	City	State	Year
63					
64					
65					
66	x				
67	x				
68					
69	x				
70	x				
71	x				
72	x				
73	x				
74					
75	x				
76	x				
77	x				
78	x				
79	x				
80	x				
81	x				
82	x				
83	x				
84					
85					
86					
87	x				
88	x				
89					
90	x				
91	x				
92	x				
93	x				
94	x				
95	x				



A. Custom Peer Groups - NFP Health Systems

Org #	In 2017 Peer Group	Organization	City	State	Net Revenue (\$M)
96	x				
97	x				
98	x				
99					
100	x				
101	x				
102					
103					
104					
105	x				
106	x				
107					
108	x				
109					
110	x				
111	x				
112	x				
113	x				
114	x				
115	x				
116	x				
117	x				
118					
119					
120	x				
121	x				
122	x				
123	x				
124	x				
125					
126					

A. Custom Peer Groups - NFP Health Systems



Org #	In 2017 Peer Group	Organization	City	State	Net Revenue (\$M)
127					
128	x				
129	x				
130	x				
131					
132	x				
133	x				
134					
135	x				
136	x				
137	x				
138	x				
139	x				
140	x				
141	x				
142	x				
143	x				
144	x				
145	x				
146	x				
147	x				
148	x				
149	x				
150	x				
151	x				
152	x				
153	x				
154	x				
155	x				
156	x				
157					
158	x				
159					



A. Custom Peer Groups- NFP Health Systems

Org #	In 2017 Peer Group:	Organization	City	State	Net Revenue (\$M)
160	x				
161	x				
162	x				
163	x				
164	x				
165	x				
166	x				
167					
168	x				
169	x				
170	x				
171	x				
172	x				
173	x				

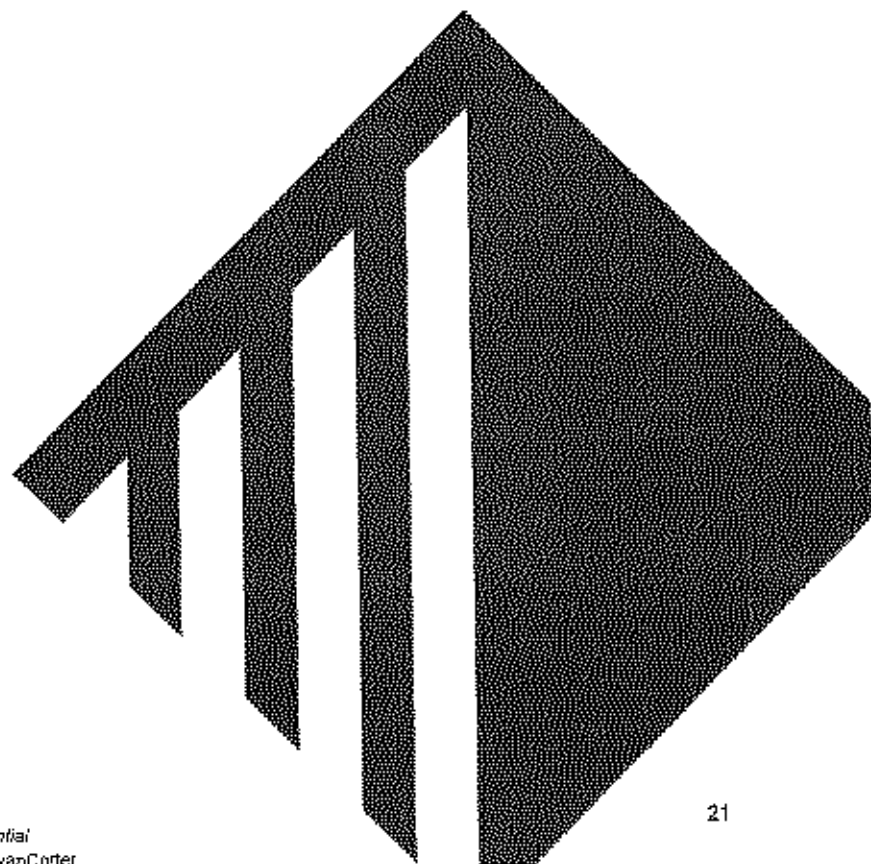
A. Custom Peer Group - Public Health Systems/Hospitals



Org #	In 2017 Peer Group	Organization	City	State
174	x			
175	x			
176	x			
177	x			
178	x			
179				
180				
181	x			
182	x			
183	x			
184	x			
185				
186	x			
187	x			
188	x			
189	x			
190	x			
191				
192	x			
193	x			
194	x			
195	x			
196				
197	x			
198	x			
199	x			
200	x			
201	x			
202	x			
203	x			
204	x			

Section B

MHS Tally Sheet



B. MHS Tally Sheet



- The tally sheet provided in this section displays CY2019 total compensation costs for the MHS executives included in this analysis.
 - SullivanCotter worked with MHS compensation professionals to develop the tally sheet.
- The tally sheet reflects:
 - Current base salaries.
 - Target bonus (expected payout from PBVC).
 - CY2019 estimated benefits and perquisites costs.
- The tally sheet is provided for informational purposes and in support of governance best practices regarding the full disclosure of total compensation.
- The tally sheets reflect compensation and benefits cost information provided and confirmed by MHS; the information was not independently validated by SullivanCotter.

B. MHS Tally Sheet



	Name:	Boutros, M.D.	Boudanger, M.D.	Richmond	Storn	Chehade, M.D.	Phillips	Platten
	Title:	President CEO	EVP Chief Clinical Officer	EVP Chief Financial Officer	EVP Chief Operating Officer	SVP Population Health	SVP Chief Legal Officer	SVP Administration & Chief of Staff
a. Cash Compensation								
◆ Base Salary		\$930,010	\$459,990	\$469,997	\$462,509	\$435,011	\$270,000	\$260,000
◆ Target Incentive Award		\$325,504	\$124,998	\$117,499	\$115,627	\$108,753	\$67,500	\$65,000
◆ Relocation Stipend		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total		\$1,255,514	\$624,988	\$587,496	\$578,136	\$543,764	\$337,500	\$325,000
b. Legally-Required Benefits								
◆ Medicare		18,205	9,062	8,519	8,383	7,855	NA	4,713
Total		\$18,205	\$9,062	\$8,519	\$8,383	\$7,855		\$4,713
c. Health Insurance								
◆ Medical, Prescription Drug								
◆ Dental and Vision								
Total								
d. Life Insurance								
◆ Basic Life								
◆ Basic AD&D								
◆ Group Variable Universe Life (GVUL)								
Total								
e. Retirement/Deferred Compensation								
◆ Qualified defined benefit pension plan contributions								
◆ Non-qualified 457(f) SERP								
Total								
Total Benefit/Perquisite Cost		\$394,494	\$120,079	\$158,103	\$159,644	\$109,569	\$413,100	\$425,436
Total Compensation Cost		\$1,650,007	\$745,068	\$745,600	\$734,780	\$653,285	\$413,100	\$425,436
f. Other Information								
◆ Paid Time Off (value payable on termination)		\$160,953	\$72,114	\$67,768	\$66,708	\$62,742	NA	\$30,000
◆ Sick Leave (maximum value payable on retirement)		107,309	57,691	180,788	53,366	50,184	NA	30,000
◆ Potential severance payments		1,266,002	503,375	480,723	473,235	446,737	NA	263,237

Additional Notes:

Medical/Rx/Dental/Vision - 2019 employer contribution based on plan and tier of coverage elected.

OPERS - based on 2019 limits (\$280,000 if hired at OPERS employer after 1994; \$415,000 if hired at OPERS employer before 1994).

Paid Time Off - based on maximum accumulation of 1.5x annual accrual.

Sick leave - based on max payout of 800 or 240 based on hire date before or after 3/1/11.

Phillips is provided \$75,600 to cover benefits as a contractor status.

MetroHealth does not contribute to Social Security.

B. MHS Tally Sheet



	Name	Kline	Jones	Wahl	Brown	Nevel	Fiser	Kachler, M.D.
	Title	SVP Patient Care Services & Chief Nursing Officer	SVP Campus Transformation	SVP Chief Compliance & Ethics Officer	SVP Chief Development Officer & President M.H. Foundation	SVP Chief Diversity & HR Officer	VP Chief Information Officer	VP Chief Medical Informatics Officer
a. Cash Compensation								
♦ Base Salary		\$320,000	\$280,010	\$300,019	\$225,014	\$325,993	\$289,994	\$318,011
♦ Target Incentive Award		\$80,002	\$70,003	\$75,005	\$56,254	\$82,498	\$43,499	\$47,702
♦ Relocation Stipend		\$0	\$0	\$0	\$0	\$0	\$0	\$0
Total		\$400,010	\$350,013	\$375,024	\$281,268	\$412,490	\$333,493	\$365,713
b. Legally-Required Benefits								
♦ Medicare		5,800	5,075	5,498	4,078	5,981	4,836	5,803
Total		\$5,800	\$5,075	\$5,498	\$4,078	\$5,981	\$4,836	\$5,803
c. Health Insurance								
♦ Medical, Prescription Drug								
♦ Dental and Vision								
Total								
d. Life Insurance								
♦ Basic life								
♦ Basic AD&D								
♦ Group Variable Universal Life (GVUL)								
Total								
e. Retirement/Deferred Compensation								
♦ Qualified defined benefit pension plan contributions								
♦ Non-qualified 457(f) SERP								
Total								
Total Benefit/Perquisite Cost		\$122,019	\$122,735	\$105,723	\$93,680	\$130,195	\$45,988	\$62,912
Total Compensation Cost		\$522,029	\$472,738	\$480,746	\$374,948	\$542,685	\$380,482	\$427,725
f. Other information								
♦ Paid Time Off (value payable on termination)		\$35,924	\$40,386	\$43,272	\$32,454	\$47,595	\$33,461	\$45,867
♦ Sick Leave (maximum value payable on retirement)		123,080	32,339	34,618	25,963	38,076	33,461	36,694
♦ Potential severance payments		328,207	290,736	303,404	228,251	340,718	290,354	325,210

Additional Notes:

Medical/Rx/Dental/Vision - 2019 employer contribution based on plan and tier of coverage elected.

OPERS - based on 2019 limits (\$280,000 if hired at OPERS employer after 1994; \$415,000 if hired at OPERS employer before 1994).

Paid Time Off - based on maximum accumulation of 1.5x annual accrual.

Sick leave - based on max payout of 800 or 240 based on hire date before or after 3/1/11.

Phillips is provided \$75,600 to cover benefits as a contractor status.

MetroHealth does not contribute to Social Security.

B. MHS Tally Sheet



Name:	Watts, M.D.	McCarthy	Sukalar	Rajk	McBride	Jacinto
Title:	VP Chief Quality Officer	VP Financial Planning & Analysis	VP Hospital Operation	Deputy General Counsel	Deputy General Counsel	VP Strategy Operations
a. Cash Compensation						
♦ Base Salary	\$317,013	\$250,016	\$225,014	\$220,397	\$220,397	\$260,000
♦ Target Incentive Award	\$47,552	\$37,502	\$33,752	\$33,060	\$33,060	\$39,000
♦ Relocation Stipend	\$0	\$0	\$0	\$20,000	\$0	\$0
Total	\$364,565	\$287,518	\$258,766	\$273,457	\$253,457	\$299,000
b. Legally-Required Benefits						
♦ Medicare	\$ 256	4,169	3,752	3,965	3,675	4,336
Total	\$5,266	\$4,169	\$3,752	\$3,965	\$3,675	\$4,336
c. Health Insurance						
♦ Medical, Prescription Drug						
♦ Dental and Vision						
Total						
d. Life Insurance						
♦ Basic life						
♦ Basic AD&D						
♦ Group Variable Universal Life (GVUL)						
Total						
e. Retirement/Deferred Compensation						
♦ Qualified defined benefit pension plan contributions						
♦ Non-qualified 457(f) SERP						
Total						
Total Benefit/Perquisite Cost	\$46,240	\$50,532	\$54,984	\$59,266	\$61,399	\$46,339
Total Compensation Cost	\$409,805	\$338,051	\$313,750	\$332,723	\$314,762	\$344,339
f. Other information						
♦ Paid Time Off (value payable on termination)	\$30,576	\$26,848	\$32,454	\$31,758	\$31,758	\$37,500
♦ Sick Leave (maximum value payable on retirement)	36,578	28,848	26,963	25,430	25,430	30,000
♦ Potential severance payments	\$17,013	\$252,551	\$232,274	\$228,596	\$231,123	\$260,506

Additional Notes:

Medical/Dental/Vision - 2019 employer contribution based on plan and tier of coverage elected.

OPERS - based on 2019 limits (\$250,000 if hired at OPERS employer after 1994; \$415,000 if hired at OPERS employer before 1994).

Paid Time Off - based on maximum accumulation of 1.5x annual accrual.

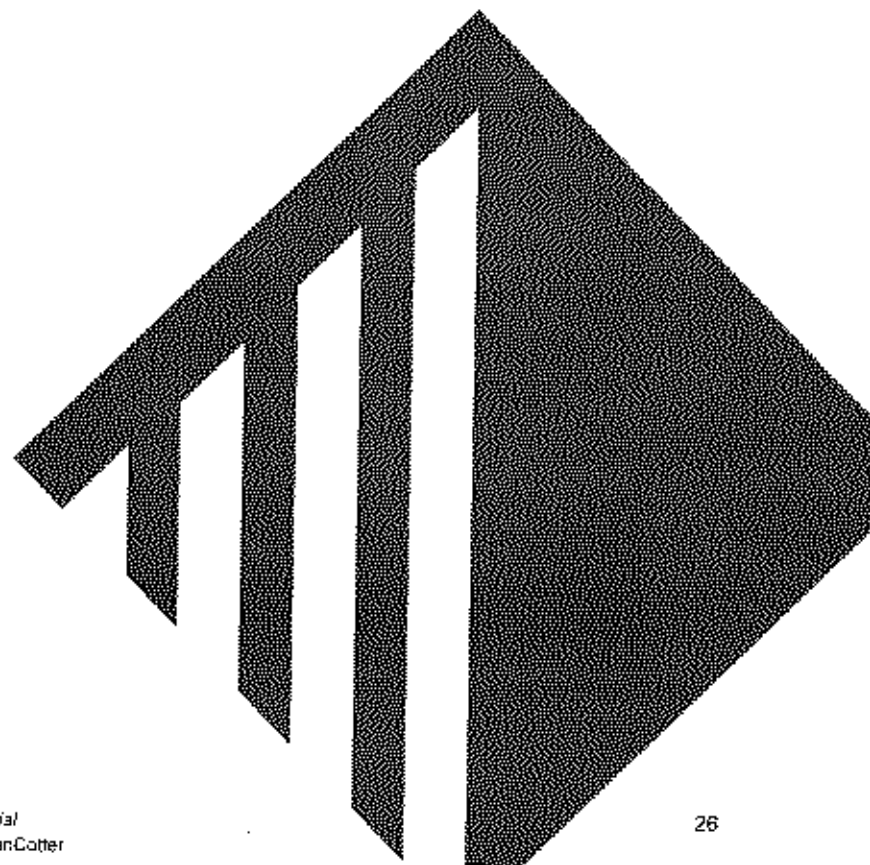
Sick leave - based on max payout of 800 or 240 based on hire date before or after 3/1/11.

Phillips is provided \$75,600 to cover benefits as a contractor status.

MetLife does not contribute to Social Security.

Section C

Study Methodology





C. Study Methodology

- SullivanCotter used a market pricing approach to assess the competitiveness and reasonableness of MHS's executive total compensation levels. Specifically, we:
 - Collected background information regarding MHS's operations, structure, size, and scope.
 - Collected information on the covered executives' current compensation.
 - Collected design information relative to the administration of the cash compensation programs.
 - Affirmed our understanding of each position's functional responsibilities and role within the organization and confirmed with MHS management.
 - Selected the appropriate benchmark position match for each position. In some instances, a market adjustment is applied (i.e., premium or discount) to the market data to better reflect MHS's position relative to the available benchmark match.
- Created three custom executive compensation peer groups (reflective of MHS's executive talent market) from SullivanCotter's - *2019 Survey of Manager and Executive Compensation in Hospitals and Health Systems* database, as follows:
 - Not-for-profit health systems with revenues ranging from \$653M to \$2.6B. Excludes for-profit health system and pediatric hospitals.
 - Public health systems with revenues ranging from \$665M to \$2.5B.
 - Not-for-profit and public health systems with revenues ranging from \$653M to \$2.6B.
 - Compared MHS's cash compensation levels to the custom peer group data.
 - Reported at the 25th, 50th, 75th and 90th percentiles.
 - Updated to July 1, 2019 at an annualized rate of 3.0%, which is consistent with projected 2019 merit increase budgets for executives within the health care marketplace.
- Prepared tally sheets for each incumbent.
- Developed market total compensation data by combining market data with typical market benefit costs using SullivanCotter's proprietary Comp Plus 360 methodology, which reflects SullivanCotter's client experience and survey data for executive benefit practices within not-for-profit health care.
- Compared [REDACTED] total compensation to the market to determine overall competitive positioning.

C. Study Methodology



- The following table summarizes the benchmark approach utilized for each covered position:

Title/Executive	Survey Job Title	Survey Position Match
President CEO (Akram Boutros, M.D.)	President and Chief Executive Office	Responsible for establishing and achieving short- and long-term objectives and the overall viability of the organization and its entities. Develops policies and procedures and provides guidance with their implementation. Typically reports to the board or senior leadership if owned, leased or contract managed by another corporate organization. This is the most senior executive at a corporate organization or system-owned or operated hospital facility in which all operations and shared services (e.g., finance, human resources, legal and information services) are managed by this position.
EVP Chief Clinical Officer (Bernard Boulanger, M.D.)	Chief Medical Officer +10% premium for Chief Academic Officer responsibilities	Responsible for planning, coordinating and overseeing the strategic medical affairs of the organization. Establishes and implements standards and policies to align medical staff goals with those of the organization. Ensures medical staff complies with all legal and regulatory requirements. May be responsible for clinical integration, accountable care organization (ACO), medical group, quality and/or patient safety. May also have oversight for population health and value-based care initiatives. Typically reports to the president and chief executive officer or top physician executive/chief physician executive. This position requires an MD.
EVP Chief Financial Officer (Craig Richmond)	Chief Financial Officer +10% premium for oversight of IT and Supply Chain	Responsible for planning, organizing and directing all functions related to the financial management, budgeting, accounting and reimbursement of the organization and its entities. Establishes and implements policies and procedures related to accounting practices. May have responsibility for information systems. Typically reports to the president and chief executive officer.
EVP Chief Operating Officer (Michael Stern)	Chief Operating Officer	Responsible for overseeing overall operations of the organization in accordance with plans and budgets. Leads the operations to ensure the organization's short- and long-term goals and objectives are achieved. Reports to the president and chief executive officer. This is the second highest senior executive.
SVP Population Health (Nabil Chehade, M.D.)	Top Population Health Executive +20% premium for managed care, contracting, telehealth and SDOH Programs responsibilities	Responsible for developing, leading and overseeing the organization's strategic direction and coordination of population health and care management. Collaborates with leadership, physicians, departments and business units to implement and promote the population health program. Typically reports to the president and chief executive officer or top physician executive/chief physician executive.
SVP Chief Legal Officer (Michael Phillips)	Top Legal Services Executive (General Counsel) (.75 FTE status)	Responsible for planning and leading all legal activities of the organization. Oversees in-house legal counsel and coordinates activities of outside counsel. Ensures organizational activities and strategic matters meet legal and regulatory requirements. Typically reports to the president and chief executive officer or chief administrative officer.



C. Study Methodology

Title/Executive	Survey Job Title	Survey Position Match
SVP Administration & Chief Of Staff (Jane Platten)	Chief of Staff + 20% premium for oversight of Government & Community Relations and Police Department	Responsible for advising, overseeing and collaborating on strategic and highly complex projects for the president and chief executive officer. Ensures the successful implementation of organization initiatives and corrals senior leadership team around key strategic initiatives. This position is a highly strategic role and typically filled by a senior executive.
SVP Patient Care Services & Chief Nursing Officer (Melissa Kline)	Chief Nursing Officer/Top Patient Care Executive + 10% premium for oversight of Inpatient hospital operations	Responsible for organizing, planning, directing and evaluating all nursing services functions. May have responsibility over other patient care areas (e.g., social services, emergency medicine, pharmacy, rehabilitation and respiratory care services). Recommends and implements policies and procedures to improve efficiency and delivery of quality nursing services. Typically reports to the president and chief executive officer or chief operating officer. This position requires an RN.
SVP Campus Transformation (Walter Jones)	Top Facilities Planning/Construction Executive	Responsible for facility planning, new construction and renovation projects. May also be responsible for facilities operations and maintenance. Typically reports to the chief operating officer or chief financial officer.
SVP Chief Compliance & Ethics Officer (Cheryl Forino Wahl)	Top Compliance Executive	Responsible for developing, implementing and overseeing policies, programs and practices to ensure the organization is in compliance with federal, state or local regulations and accreditation standards. Typically reports to the board or top legal services executive. This position may have a JD. This is a senior-level executive.
SVP Chief Development Officer & President MH Foundation (Kate Brown)	Top Foundation/Fund Development Executive	Responsible for planning and developing programs and events designed to enhance charitable giving. May serve as president of a separate charitable organization formed for the purpose of supporting the organization. Typically reports to the president and chief executive officer.
SVP Chief Diversity & HR Officer (Alan Nevel)	Chief Human Resources Officer	Responsible for developing and implementing human resources policies and programs. Ensures all human resources programs (e.g., employment, compensation and benefits, employee or labor relations, education and training and employee health and safety) support and are aligned with the organization's human resources strategies. Typically reports to the president and chief executive officer or chief administrative officer.

C. Study Methodology



Title/Executive	Survey Job Title	Survey Position Match
SVP Marketing & Customer Engagement (Vacant)	Top Marketing Executive + 20% premium for Patient Experience and Contact Center	Responsible for planning, developing and executing a comprehensive marketing strategy to support the brand and objectives of the organization. This includes marketing new and existing programs and services, market research and advertising via various media. May have responsibility for communications and public affairs. Typically reports to the chief administrative officer or chief strategy officer.
VP Chief Information Officer (David Fiser)	Chief Information Officer	Responsible for the direction and planning of all information systems and services. Establishes and implements policies, procedures and standards for all information systems activities. May also oversee digital strategy and/or telecommunications. Typically reports to the president and chief executive officer or chief operating officer.
VP Chief Medical Informatics Officer (David Kaelber, M.D.)	Top Medical Informatics Executive + 25% premium for significant additional responsibilities	Responsible for developing, implementing and managing the organization's systems that underlie the tools and management of medical information. Acts as liaison between physicians, information services and senior leadership. Typically reports to the chief medical officer or chief information officer.
VP Chief Quality Officer (Brook Watts, M.D.)	Top Quality Executive (MD)	Responsible for planning, implementing and overseeing the guidelines for clinical quality, patient safety and value initiatives. This position requires an MD to provide physician leadership to quality staff. May oversee quality data collection and reporting. Typically reports to the chief medical officer or president and chief executive officer. This is not a total quality management (TQM) or continuous quality improvement (CQI) job.
VP Financial Planning & Analysis (Susan McCarthy)	Top Decision Support Executive	Responsible for policy related to the development, implementation and maintenance of systems and applications dealing with integrated clinical, financial and operational data. Typically reports to the chief technology officer or chief information officer.
VP Hospital Operations (Nicholas Sukalac)	Top Support Services Executive	Responsible for planning, directing and overseeing three or more of the organization's support functions (e.g., housekeeping, maintenance, facilities management, biomedical engineering, nutrition services and security). Typically reports to the chief operating officer or top operations executive.

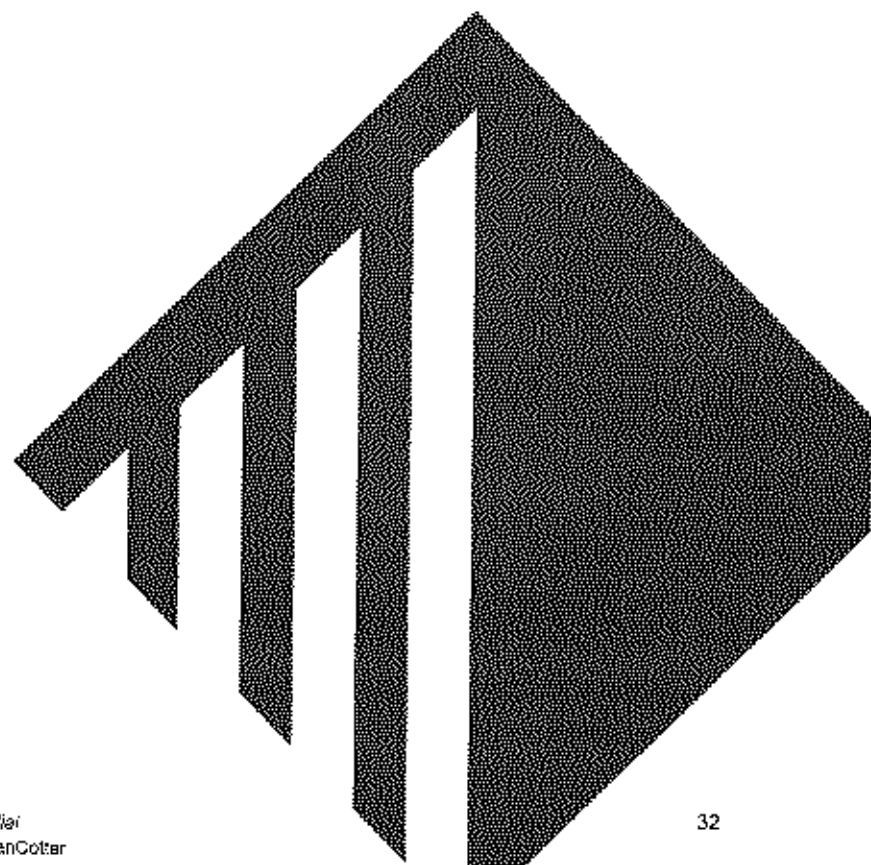


C. Study Methodology

Title/Executive	Survey Job Title	Survey Position Match
Deputy General Counsel (Sonja Rajki)	Second-level Legal Services Executive (Deputy or Associate General Counsel) +15% premium for oversight of Transactions & Regulatory Affairs	Assists the top legal services executive (general counsel) in directing and overseeing all phases of the legal functions of the organization. This is the second-highest legal services executive position in an organization. Typically reports to the top legal services executive.
Deputy General Counsel (Laura McBride)	Second-level Legal Services Executive (Deputy or Associate General Counsel) +15% premium for oversight of Insurance & Litigation	Assists the top legal services executive (general counsel) in directing and overseeing all phases of the legal functions of the organization. This is the second-highest legal services executive position in an organization. Typically reports to the top legal services executive.
VP Strategy Operations (Julie Jaconis)	Chief Strategy Officer	Responsible for developing and implementing strategies for short- and long-term growth of the organization. Develops and leads organization-wide strategic planning efforts. Identifies and pursues new business opportunities, investigates diversification into new businesses or service lines and identifies and executes strategic alliances, joint ventures and partnerships. May lead mergers, acquisitions and divestitures. This position is typically responsible for three or more strategic functions and reports to the president and chief executive officer.
VP Supply Chain (Vacant)	Top Supply Chain Management Executive	Responsible for planning, developing and implementing systems and processes that manage and control total purchasing costs of products and services. Areas of responsibility include procurement, inventory management, transportation, distribution and warehousing. Typically reports to the chief financial officer, chief operating officer or president and chief executive officer.

Section D

Custom Peer Group Comparison Tables





D. Base Salary Tables

\$ in thousands

Title (Incumbent)	Base Salary	Peer Group	Base Salary Data Effective July 1, 2019				Approximate Market Position	Compa-Ratio			
			P25	P50	P75	P90		P25	P50	P75	P90
President CEO (Boutros, M.D.)	\$930.0	NFP					28				
		PH					76				
		NFP & PH					37				
EVP Chief Clinical Officer (Boulanger, M.D.)	\$500.0	NFP					<25 (-2%)				
		PH					26				
		NFP & PH					<25 (-1%)				
EVP Chief Financial Officer (Richmond)	\$470.0	NFP					<25 (-10%)				
		PH					39				
		NFP & PH					<25 (-7%)				
EVP Chief Operating Officer (Stern)	\$462.5	NFP					<25 (-9%)				
		PH					46				
		NFP & PH					<25 (-5%)				
SVP Population Health (Chchade, M.D.)	\$435.0	NFP					54				
		PH					---				
		NFP & PH					54				
SVP Chief Legal Officer (Phillips)	\$270.0	NFP					<25 (-5%)				
		PH					46				
		NFP & PH					26				
SVP Administration & Chief Of Staff (Platten)	\$260.0	National					<25 (-17%)				
		NFP					---				
		PH					---				
		NFP & PH					---				



D. Base Salary Tables

\$ in thousands

Title (Incumbent)	Base Salary	Peer Group	Base Salary Data Effective July 1, 2019				Approximate Market Position	Compa-Ratio			
			P25	P50	P75	P90		P25	P50	P75	P90
SVP Patient Care Services & Chief Nursing Officer (Kline)	\$320.0	NFP					26				
		PH					<25 (-11%)				
		NFP & PH					<25 (-1%)				
SVP Campus Transformation (Jones)	\$280.0	NFP					69				
		PH					—				
		NFP & PH					70				
SVP Chief Compliance & Ethics Officer (Wahl)	\$300.0	NFP					77				
		PH					88				
		NFP & PH					78				
SVP Chief Development Officer & President MH Foundation (Brown)	\$225.0	NFP					25				
		PH					<25 (-6%)				
		NFP & PH					<25 (-1%)				
SVP Chief Diversity & HR Officer (Nevel)	\$330.0	NFP					26				
		PH					53				
		NFP & PH					33				
SVP Marketing & Customer Engagement (Vacant)	---	NFP					---				
		PH					---				
		NFP & PH					---				
VP Chief Information Officer (Fiser)	\$290.0	NFP					<25 (-16%)				
		PH					<25 (-2%)				
		NFP & PH					<25 (-14%)				



D. Base Salary Tables

\$ in thousands

Title (Incumbent)	Base Salary	Peer Group	Base Salary Data Effective July 1, 2019				Approximate Market Position	Compa-Ratio			
			P25	P50	P75	P90		P25	P50	P75	P90
VP Chief Medical Informatics Officer (Kaelber, M.D.)	\$318.0	NFP					<25 (-16%)				
		PH					—				
		NFP & PH					<25 (-16%)				
VP Chief Quality Officer (Watts, M.D.)	\$317.0	NFP					<25 (-13%)				
		PH					—				
		NFP & PH					<25 (-14%)				
VP Financial Planning & Analysis (McCarthy)	\$250.0	National					45				
		NFP					—				
		PH					—				
		NFP & PH					—				
VP Hospital Operation (Sukolac)	\$225.0	NFP					<25 (-10%)				
		PH					28				
		NFP & PH					<25 (-3%)				
Deputy General Counsel (Rajki)	\$220.4	NFP					<25 (-17%)				
		PH					27				
		NFP & PH					<25 (-15%)				
Deputy General Counsel (McBride)	\$220.4	NFP					<25 (-17%)				
		PH					27				
		NFP & PH					<25 (-15%)				
VP Strategy Operations (Jacono)	\$260.0	NFP					<25 (-19%)				
		PH					—				
		NFP & PH					<25 (-19%)				



D. Base Salary Tables

\$ in thousands

Title (Incumbent)	Base Salary	Peer Group	Base Salary Data Effective July 1, 2019	Approximate Market Position	Compaa Ratio			
					P25	P50	P75	P90
VP Supply Chain (Vacant)	---	NFP		---				
		PH		---				
		NFP & PH		---				
NFP \$1.37B Cohort					<25 (-3%)			
PH \$1.32B Cohort					44			
NFP & PH \$1.36B Cohort					<25 (-1%)			



D. Total Cash Compensation Tables

\$ in thousands

Title (Incumbent)	Total Cash Compensation				Peer Group	Total Cash Compensation Data Effective July 1, 2019				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
President/CEO (Boutros, M.D.)	\$920.0	\$1,092.8	\$1,255.5	\$1,418.3	NFP					<25 (-11%)	31	49	61
					PH					61	80	>90 (+3%)	>90 (+16%)
					NFP & PH					<25 (-1%)	40	54	64
EVP Chief Clinical Officer (Boulanger, M.D.)	\$500.0	\$562.5	\$625.0	\$687.5	NFP					<25 (-9%)	28	42	56
					PH					<25 (-5%)	37	60	85
					NFP & PH					<25 (-7%)	30	44	58
EVP Chief Financial Officer (Richmond)	\$470.0	\$528.7	\$587.5	\$646.2	NFP					<25 (-21%)	<25 (-11%)	<25 (-1%)	34
					PH					32	48	60	71
					NFP & PH					<25 (-14%)	<25 (-3%)	32	42
EVP Chief Operating Officer (Stein)	\$462.5	\$520.3	\$578.1	\$635.9	NFP					<25 (-25%)	<25 (-15%)	<25 (-6%)	28
					PH					34	57	75	81
					NFP & PH					<25 (-18%)	<25 (-8%)	27	36
SVP Population Health (Creshade, M.D.)	\$435.0	\$489.4	\$543.8	\$598.1	NFP					31	44	57	68
					PH					---	---	---	---
					NFP & PH					38	51	64	77
SVP Chief Legal Officer (Phillips)	\$270.0	\$303.8	\$337.5	\$371.3	NFP					<25 (-9%)	27	36	46
					PH					42	58	72	83
					NFP & PH					<25 (-6%)	30	40	50
SVP Administration & Chief of Staff (Platten)	\$260.0	\$279.5	\$299.0	\$318.5	National					<25 (-23%)	<25 (-17%)	<25 (-11%)	<25 (-5%)
					NFP					---	---	---	---
					PH					---	---	---	---
					NFP & PH					---	---	---	---

D. Total Cash Compensation Tables



\$ in thousands

Title (Incumbent)	Total Cash Compensation				Peer Group	Total Cash Compensation Data Effective July 1, 2019				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
SVP Patient Care Services & Chief Nursing Officer (Kline)	\$320.0	\$344.0	\$368.0	\$392.0	NFP					<25 (-10%)	<25 (-3%)	32	44
					PH					<25 (-12%)	<25 (-5%)	28	40
					NFP & PH					<25 (-11%)	<25 (-4%)	31	44
SVP Carous Transformation (Jerles)	\$280.0	\$315.0	\$350.0	\$385.0	NFP					51	66	78	88
					PH					---	---	---	---
					NFP & PH					57	66	79	90
SVP Chief Compliance & Ethics Officer (Wahl)	\$300.0	\$337.5	\$375.0	\$412.5	NFP					66	77	85	>90 (+13%)
					PH					80	87	>90 (+5%)	>90 (+16%)
					NFP & PH					67	79	88	>90 (+7%)
SVP Chief Development Officer & President MHI Foundation (Brown)	\$225.0	\$253.1	\$281.3	\$309.4	NFP					<25 (-4%)	33	44	57
					PH					<25 (-6%)	31	44	62
					NFP & PH					<25 (-4%)	33	44	57
SVP Chief Diversity & HR Officer (Nevel)	\$330.0	\$371.2	\$412.5	\$453.7	NFP					<25 (-5%)	32	46	61
					PH					39	58	79	>90 (+5%)
					NFP & PH					<25 (-1%)	38	52	65
SVP Marketing & Customer Engagement (Vacant)	---	---	---	---	NFP					---	---	---	---
					PH					---	---	---	---
					NFP & PH					---	---	---	---
VP Chief Information Officer (Flier)	\$290.0	\$311.7	\$333.5	\$355.2	NFP					<25 (-27%)	<25 (-21%)	<25 (-16%)	<25 (-10%)
					PH					<25 (-2%)	30	37	44
					NFP & PH					<25 (-22%)	<25 (-17%)	<25 (-11%)	<25 (-5%)



D. Total Cash Compensation Tables

\$ in thousands

Title (Incumbent)	Total Cash Compensation				Peer Group	Total Cash Compensation Data Effective July 1, 2019				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
VP Chief Medical Informatics Officer (Kaelber, M.D.)	\$318.0	\$341.9	\$365.7	\$389.5	NFP					<25 (-23%)	<25 (-17%)	<25 (-11%)	<25 (-5%)
					PH					---	---	---	---
					NFP & PH					<25 (-22%)	<25 (-16%)	<25 (-11%)	<25 (-5%)
VP Chief Quality Officer (Watts, M.D.)	\$317.0	\$340.8	\$364.6	\$388.3	NFP					<25 (-17%)	<25 (-11%)	<25 (-5%)	27
					PH					---	---	---	---
					NFP & PH					<25 (-16%)	<25 (-10%)	<25 (-4%)	27
VP Financial Planning & Analysis (McCarthy)	\$250.0	\$268.8	\$287.5	\$305.3	National					30	42	52	58
					NFP					---	---	---	---
					PH					---	---	---	---
					NFP & PH					---	---	---	---
VP Hospital Operations (Sukalac)	\$225.0	\$241.9	\$258.8	\$275.6	NFP					<25 (-13%)	<25 (-6%)	25	30
					PH					27	32	37	43
					NFP & PH					<25 (-10%)	<25 (-3%)	29	35
Deputy General Counsel (Rajki)	\$220.4	\$236.9	\$253.5	\$270.0	NFP					<25 (-22%)	<25 (-16%)	<25 (-10%)	<25 (-4%)
					PH					<25 (-4%)	30	41	52
					NFP & PH					<25 (-21%)	<25 (-15%)	<25 (-9%)	<25 (-3%)
Deputy General Counsel (McBride)	\$220.4	\$236.9	\$253.5	\$270.0	NFP					<25 (-22%)	<25 (-16%)	<25 (-10%)	<25 (-4%)
					PH					<25 (-4%)	30	41	52
					NFP & PH					<25 (-21%)	<25 (-15%)	<25 (-9%)	<25 (-3%)
VP Strategy Operations (Jacono)	\$250.0	\$292.5	\$325.0	\$357.5	NFP					<25 (-24%)	<25 (-14%)	<25 (-4%)	29
					PH					---	---	---	---
					NFP & PH					<25 (-24%)	<25 (-14%)	<25 (-4%)	29

D. Total Cash Compensation Tables



\$ in thousands

Title (Incumbent)	Total Cash Compensation				Peer Group	Total Cash Compensation Data Effective July 1, 2019				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
VP Supply Chain (Vacant)	—	—	—	—	NFP	\$246.7				—	—	—	—
					PH	—				—	—	—	—
					NFP & PH	\$239.9				—	—	—	—
										NFP \$1.37B Cohort	<25 (-12%)	<25 (-2%)	35 47
										PH \$1.32B Cohort	35	52	68 81
										NFP & PH \$1.36B Cohort	<25 (-9%)	27	39 50



D. Total Compensation Tables

\$ in thousands

Title (Incumbent)	Total Compensation				Peer Group	Total Compensation Data Effective July 1, 2019				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
President CEO (Boullos, M.D.)	\$1,324.3	\$1,487.3	\$1,650.0	\$1,872.0	NFP					26	42	54	64
					PH					77	88	>90 (+8%)	>90 (+19%)
					NFP & PH					36	49	59	68
EVP Chief Clinical Officer (Boulanger, M.D.)	\$620.1	\$682.6	\$745.1	\$807.6	NFP					<25 (-8%)	26	39	52
					PH					<25 (-5%)	35	55	76
					NFP & PH					<25 (-7%)	28	41	54
EVP Chief Financial Officer (Richmond)	\$628.1	\$686.8	\$745.6	\$804.3	NFP					<25 (-13%)	<25 (-5%)	28	37
					PH					42	55	65	76
					NFP & PH					<25 (-6%)	27	36	45
EVP Chief Operating Officer (Stem)	\$619.2	\$677.0	\$734.8	\$792.6	NFP					<25 (-16%)	<25 (-8%)	<25 (-1%)	32
					PH					51	66	77	82
					NFP & PH					<25 (-10%)	<25 (-1%)	31	39
SVP Population Health (Chopace, M.D.)	\$586.5	\$640.9	\$695.3	\$749.7	NFP					42	54	64	74
					PH					—	—	—	—
					NFP & PH					49	60	70	83
SVP Chief Legal Officer (Phillips)	\$345.8	\$379.4	\$413.1	\$446.9	NFP					<25 (-9%)	25	34	42
					PH					42	56	69	79
					NFP & PH					<25 (-5%)	29	38	47
SVP Administration & Chief Of Staff (Pietzen)	\$360.4	\$379.9	\$399.4	\$418.9	Various					<25 (-15%)	<25 (-10%)	<25 (-5%)	<25 (-1%)
					NFP					—	—	—	—
					PH					—	—	—	—
					NFP & PH					—	—	—	—

D. Total Compensation Tables



\$ in thousands

Title (Incumbent)	Total Compensation				Peer Group	Total Compensation Data Effective July 1, 2019				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
SVP Patient Care Services & Chief Nursing Officer (Kline)	\$442.0	\$466.0	\$490.0	\$514.0	NFP					25	35	45	54
					PH					<25 (-4%)	29	40	51
					NFP & PH					<25 (-1%)	34	45	53
SVP Campus Transformation (Jones)	\$402.7	\$437.7	\$472.7	\$507.7	NFP					68	79	86	>90 (+6%)
					PH					---	---	---	---
					NFP & PH					70	80	90	>90 (+8%)
SVP Chief Compliance & Ethics Officer (Wehl)	\$408.6	\$446.3	\$483.6	\$521.3	NFP					75	82	89	>90 (+6%)
					PH					85	>90 (+1%)	>90 (+10%)	>90 (+18%)
					NFP & PH					76	84	>90 (+2%)	>90 (+10%)
SVP Chief Development Officer & President, MH Foundation (Brown)	\$318.6	\$346.8	\$374.9	\$403.0	NFP					30	41	51	62
					PH					27	39	50	69
					NFP & PH					30	40	50	62
SVP Chief Diversity & HR Officer (Nevel)	\$462.2	\$501.4	\$542.7	\$583.9	NFP					29	43	56	68
					PH					57	76	>90 (+1%)	>90 (+8%)
					NFP & PH					37	49	61	73
SVP Marketing & Customer Engagement (Vacant)	---	---	---	---	NFP					---	---	---	---
					PH					---	---	---	---
					NFP & PH					---	---	---	---
VP Chief Information Officer (Fiscer)	\$337.0	\$356.7	\$380.5	\$402.2	NFP					<25 (-29%)	<25 (-24%)	<25 (-20%)	<25 (-15%)
					PH					<25 (-7%)	<25 (-1%)	30	35
					NFP & PH					<25 (-25%)	<25 (-20%)	<25 (-15%)	<25 (-11%)



D. Total Compensation Tables

\$ in thousands

Title (Incumbent)	Total Compensation				Peer Group	Total Compensation Data Effective July 1, 2019				Approximate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
VP Chief Medical Informatics Officer (Kaeber, M.D.)	\$380.0	\$403.9	\$427.7	\$451.5	NFP					<25 (-23%)	<25 (-18%)	<25 (-14%)	<25 (-8%)
					PH					--	--	--	--
					NFP & PH					<25 (-23%)	<25 (-18%)	<25 (-13%)	<25 (-8%)
VP Chief Quality Officer (Watts, M.D.)	\$362.3	\$386.0	\$409.8	\$433.6	NFP					<25 (-22%)	<25 (-17%)	<25 (-11%)	<25 (-6%)
					PH					--	--	--	--
					NFP & PH					<25 (-21%)	<25 (-16%)	<25 (-11%)	<25 (-6%)
VP Financial Planning & Analysis (McEntyre)	\$300.5	\$319.3	\$338.1	\$356.8	National					25	36	47	53
					NFP					--	--	--	--
					PH					--	--	--	--
					NFP & PH					--	--	--	--
VP Hospital Operations (Sukolac)	\$280.0	\$296.9	\$313.8	\$330.6	NFP					<25 (-13%)	<25 (-7%)	<25 (-2%)	28
					PH					26	31	36	40
					NFP & PH					<25 (-9%)	<25 (-4%)	27	33
Deputy General Counsel (Rajkil)	\$239.7	\$296.2	\$312.7	\$329.3	NFP					<25 (-13%)	<25 (-14%)	<25 (-10%)	<25 (-5%)
					PH					33	31	41	50
					NFP & PH					<25 (-12%)	<25 (-13%)	<25 (-8%)	<25 (-4%)
Deputy General Counsel (McBride)	\$281.7	\$298.2	\$314.8	\$331.3	NFP					<25 (-18%)	<25 (-14%)	<25 (-9%)	<25 (-4%)
					PH					<25 (-2%)	32	42	51
					NFP & PH					<25 (-17%)	<25 (-13%)	<25 (-8%)	<25 (-3%)
VP Strategy Operations (Jecani)	\$325.4	\$357.3	\$370.4	\$402.9	NFP					<25 (-28%)	<25 (-20%)	<25 (-13%)	<25 (-5%)
					PH					--	--	--	--
					NFP & PH					<25 (-28%)	<25 (-20%)	<25 (-13%)	<25 (-5%)



D. Total Compensation Tables

\$ in thousands

Title (Incumbent)	Total Compensation				Peer Group	Total Compensation Data Effective July 1, 2019				Appropriate Market Position			
	No Incentive	Threshold	Target	Exceptional		P25	P50	P75	P90	No Incentive	Threshold	Target	Exceptional
VP Supply Chain (Vacant)	—	—	—	—	NFP					—	—	—	—
	—	—	—	—	PH					—	—	—	—
	—	—	—	—	KFP & PH					—	—	—	—
						NFP \$1.576 Cohort				<25 (-7%)	27	37	48
						PH \$1.328 Cohort				44	58	73	83
						NFP & PH \$1.368 Cohort				<25 (-3%)	31	41	51