

JONES DAY

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May 28, 2020

VIA E-FILING

Hon. Anne-Christine Massullo
Department 304
San Francisco Superior Court
400 McAllister St.
San Francisco, CA 94102

Re: *UFCW v. Sutter Health*, CGC-14-538451, consolidated with
People of the State of California v. Sutter Health, CGC-18-565398

Dear Judge Massullo:

Despite the stay of litigation ordered by this Court and over Sutter's objection, plaintiffs filed a Motion for Leave To File Supplemental Submission in Response to the Court's February 25, 2020 Order, accompanied by three declarations with exhibits totaling nearly 250 pages and a 36-page Supplemental Submission with another 70 pages of appendices. Although the motion requests leave for plaintiffs to submit their responses to the Court's questions regarding the proposed injunctive relief without further input from Sutter, the motion's primary argument (pp. 3-5) is that preliminary approval should resume now. Sutter will oppose plaintiffs' motion in both respects. Based on Plaintiffs' noticed hearing date of June 22, Sutter's opposition is due on June 9, 2020. (CCP § 1005(b).)

Sutter asked plaintiffs not to file the motion because it violates the letter and spirit of the Court's April 3, 2020 Order that stayed the case "for 60 days from April 2, 2020." The Court set up informal check-in calls during the stay to discuss when preliminary approval proceedings should restart. At the last hearing, Your Honor rejected plaintiffs' request to resume the proceedings and to submit responses, and instead scheduled a conference for May 29. By filing their motion, Plaintiffs have ignored the Court's procedures.

Sutter also objected to plaintiffs' motion because it violates Your Honor's request that the parties meet and confer and jointly submit answers to Your Honor's questions regarding the proposed injunction and class notice. This process is essential to ensuring that the settlement reflects a "meeting of the minds" regarding the settlement terms. That process should not

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resume until the Court has determined that the preliminary approval process should move forward.¹

In any event, Sutter agrees that the Court would benefit from briefing to help it decide whether to resume preliminary approval, as well as when and in what format the parties should submit responses to its February 25 questions. As briefly noted below, and as Sutter will explain in more detail in its opposition on June 9, the preliminary approval process should not move forward at this time and a status conference should be set in 60 days.

As this Court correctly noted at the May 15 hearing, the circumstances have changed dramatically since the parties entered the settlement due to the COVID-19 pandemic's unprecedented impact on our economy and healthcare in Northern California. Not only has COVID-19 had an extreme financial and operational impact on Sutter in a very short period of time,² but it has forced Sutter – like other providers – to quickly and carefully consider how its integrated healthcare delivery system must adjust in the long term. These considerations could result in lasting financial and operational changes in a wide range of areas, including where Sutter operates, how it coordinates care across its facilities, and how its referral patterns may change. Such changes could render impracticable and otherwise materially impact key injunctive relief provisions. Indeed, by disrupting the healthcare landscape so severely in such a short period of time, COVID-19 has raised serious questions about whether the proposed injunction should be modified to take into account the upheaval in the healthcare landscape that it has caused. As the Court noted during the May 15 hearing, any needed modifications to the injunctive relief to account for this unprecedented situation should be addressed in advance of approval. Doing so would not only avoid serial modifications but also would avoid multiple notices to the class members, which are entitled to evaluate any modifications before final approval.

Resuming the preliminary approval process also is premature in light of SB 977, a bill co-sponsored by the California Attorney General that plainly arises from the settlement and may change existing law that formed the basis of this settlement. If passed, SB 977 could impose significant changes to California antitrust laws that, depending on the final content of the

¹ For these reasons, Sutter also tried to persuade Plaintiffs not to attach their responses to the Court's questions. Sutter disagrees with many of Plaintiffs' responses and their characterization of the proposed injunction. If the Court does not order completion of the meet-and-confer process, Sutter will submit its own responses to the Court's questions – including an accurate summary of the injunction – once the preliminary approval process resumes.

² See Sutter Health Voluntary Notice of Event Related to COVID-19, attached as Exhibit A, which sets forth in detail the drastic financial and operational impact that COVID-19 has had on the Sutter Health system in the mere two and a half months since the pandemic began.

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legislation, may profoundly impact the parties' settlement. SB 977 is scheduled for a Senate committee hearing on June 1, 2020, and we anticipate knowing if it will become law by either August 31, 2020 (the end of the legislative session) or September 30, 2020 (the last date for Governor Newsom to sign legislation that has passed). Because of the possibility that this bill, if passed, could materially impact the injunction or even render it unnecessary, preliminary approval should be delayed until the legal landscape becomes clear.

In short, at this time there are simply too many uncertainties – both factual and legal – for the parties to meaningfully answer the Court's questions, let alone for the Court to preliminarily assess whether to approve the parties' settlement. To ensure that the interests of the class and the Northern California communities relying on Sutter are best advanced through the settlement, and to avoid having to revisit the settlement before final approval, the Court should continue the preliminary approval process and reevaluate the settlement when the healthcare landscape has sufficiently stabilized. Sutter looks forward to addressing these points in more detail during the May 29 hearing, and in its opposition to plaintiffs' motion.³

Very truly yours,

JONES DAY

By: /s/ David C. Kiernan

BARTKO, ZANKEL, BUNZEL & MILLER
A Professional Corporation

By: /s/ Robert H. Bunzel

Attorneys for Defendant Sutter Health

cc: All Counsel (Via E-Filing and E-Mail)

³ At plaintiffs' request, Sutter provided a copy of this letter at 9:20 a.m. on May 28, 2020 and asked that plaintiffs agree to a stay of the proceedings for the above reasons. After we followed up with them, plaintiffs objected to the filing and asked Sutter to wait until tomorrow morning. Sutter declined because it believes that the Court should have the benefit of the letter and Sutter's bond disclosure sufficiently in advance of the conference.

EXHIBIT A

**SUTTER HEALTH
VOLUNTARY NOTICE OF EVENT
RELATED TO COVID-19**

Re: The bonds identified on Exhibit A attached hereto (collectively, the “Bonds”).

This Notice is being provided on a voluntary basis for informational purposes only and should not be viewed as a formal notification to bondholders. The information set forth herein does not constitute an event requiring notification under Rule 15c2-12 of the Securities Exchange Act of 1934.

This information is subject to change without notice. This Notice only speaks as of its date and does not imply that changes in any other information relating to the Bonds have not occurred. This notice does not constitute a representation that no other circumstances or events have occurred or that no other information exists concerning Sutter Health, the other Members of the Obligated Group or the Bonds, which may have a bearing on the financial condition of Sutter Health, the other Members of the Obligated Group or the security for the Bonds; nor does it constitute a recommendation to buy, sell, or hold the Bonds.

By providing this Notice as a voluntary filing, the Obligated Group Members do not undertake to make any additional filings not otherwise required by their respective undertakings made pursuant to the requirements of Securities and Exchange Commission Rule 15c2-12. The Obligated Group Members specifically disclaim any obligation to update the information contained in this Notice or to provide any such similar notices in the future.

*Certain statements included in this Notice constitute “forward looking statements.” Such statements are generally identifiable by the terminology used, such as “plan,” “expect,” “estimate,” “project,” “budget” or other similar words. **THE ACHIEVEMENT OF CERTAIN RESULTS OR OTHER EXPECTATIONS CONTAINED IN SUCH FORWARD LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS DESCRIBED TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD LOOKING STATEMENTS.***

Capitalized terms used in this Notice and not otherwise defined herein shall have the meanings ascribed to them in the Master Indenture of Trust related to the Bonds, dated as of August 1, 1985, as supplemented and amended to date (as so supplemented and amended, the “Master Indenture”), between U.S. Bank National Association, as successor master trustee, and the Obligated Group Members.

General

COVID-19, a respiratory disease caused by a novel strain of coronavirus, has spread around the world, including in Northern California in which the Obligated Group¹ does business. Since the Centers for Disease Control and Prevention confirmed the spread of the disease to the United States in February 2020 and the World Health Organization declared COVID-19 a pandemic in March 2020, federal and state governments have declared, and remain in, a state of emergency. The State of California was one of the first states in the United States with a confirmed case of COVID-19 on January 26, 2020, and California Governor Gavin Newsom was the first governor to issue a community shelter-in-place order on March 19, 2020.

The need for Sutter Health and its affiliates, including the other Obligated Group Members (collectively “Sutter”), to adjust their entire integrated network to respond to COVID-19 has been, and continues to be, a costly and difficult endeavor. This endeavor includes Sutter establishing testing tents, adding general and intensive care unit (“ICU”) bed capacity, and developing COVID-19 units to isolate and treat Sutter COVID-19-positive patients while safeguarding the health of other Sutter patients and workforce. The difficulty of this endeavor is increased by the national shortage of personal protective equipment (“PPE”) and other supplies and Sutter’s significant losses in revenue as a result of patients foregoing healthcare in part due to community shelter-in-place orders and restrictions around non-emergency healthcare services.

Sutter Health Emergency Management System

Sutter began organizing and preparing for the onset of COVID-19 through the activation of its Sutter Health Emergency Management System (“SHEMS”) on January 23, 2020. Established in 2007, SHEMS initially supported Sutter’s acute care affiliates in maintaining optimal patient care during a natural disaster. In the thirteen years since its inception, SHEMS has broadened in scope to be a resource to Sutter’s integrated health care delivery system, which includes acute care facilities, medical foundation clinics, ambulatory surgery centers, fundraising foundations and a variety of other specialized health care services. SHEMS serves as a multi-disciplinary leadership command center to coordinate national, state and local guidance and information regarding emergency events, including emerging infectious diseases, information service and technical events, manmade disasters and natural disasters. Through its management structure, SHEMS provides policy and guidance regarding Sutter’s operations, planning, logistics, finance and medical technical specialists and coordinates system resources to support Sutter in preparing for, responding to, and recovering from emergency events.

Through SHEMS’ activation in January 2020, Sutter’s entire integrated network acted quickly to adapt their pre-pandemic services and prepare for a surge of patients with COVID-19. These efforts included meeting the California Department of Health’s request in late March 2020 that acute care facilities increase their inpatient capacity by 40% and canceling non-emergency

¹ Only the Obligated Group Members, representing 98% of the Sutter Health system’s revenues and 91% of the Sutter Health system’s total net assets, are subject to the requirements and financial obligations under the Master Indenture. The Non-Obligated Group Members have not assumed any financial obligation related to the payment or security for any of the bonds issued by or for the benefit of Sutter Health or any other Obligations incurred under the Master Indenture.

healthcare services in mid-March 2020 pursuant to federal, state and local recommendations and orders. In partnership with senior management, clinical leaders and multi-disciplinary departments across the Sutter Health system, SHEMS continues to coordinate Sutter's full COVID-19 response to support patient and workforce safety (including temperature screening at the entrance of most Sutter facilities, and COVID-19 testing), and all operating capacity and resource decisions in the face of the COVID-19 pandemic.

SHEMS continues to distribute daily written briefings and other communications and hold regular meetings with senior management, including Sarah Krevans, Sutter Health's President and Chief Executive Officer ("President and CEO") and the direct reporting executives to Sutter Health's President and CEO, certain clinical leaders and certain multi-disciplinary Sutter Health system leaders. These briefings allow Sutter's workforce to remain informed, implement coordinated clinical and operating decisions, and communicate effectively both inside the Sutter Health system and to the communities and outside agencies engaged in, or impacted through, this crisis. Management anticipates that SHEMS will continuously operate in this manner for the foreseeable future.

Sutter Supply Chain, Testing, Equipment and Supplies

Sutter's Supply Chain operates under a bulk-purchasing model with its own supply warehouses located in Sacramento and Santa Clara, California. Sutter Health is also a member of Vizient, Inc., a group purchasing organization that supports Sutter's supply chain activities. These warehouses and Sutter Health's participation with Vizient, Inc.'s supply programs provide inventory and distribution services to all Sutter facilities.

With the daily demand in Northern California now exceeding 1,000 COVID-19 tests, another integral part of Sutter's response to the crisis is supported through its laboratory service line, which is responsible for providing adequate and timely COVID-19 testing to Sutter patients and exposed, symptomatic workforce members. As of May 13, 2020, Sutter's cost of purchasing the COVID-19 testing from its commercial reference laboratory or testing on-site is \$2.4 million.

Sutter Shared Lab, LLC ("SSL"), is a single member limited liability company of which Sutter Health is the sole member. Established in November 2015, SSL provides centralized lab services for certain Sutter affiliates and serves as the foundation of Sutter's internal capability for COVID-19 testing. As of May 13, 2020, SSL developed its own capacity to perform 1,400 COVID-19 tests per day. With this capacity in conjunction with the capacity of Sutter's eleven hospital laboratories' COVID-19 testing, as of May 13, 2020, Sutter is capable of providing 1,950 COVID-19 tests per day to the communities Sutter serves.

As of May 13, 2020, Sutter had incurred approximately \$18 million in sudden and unplanned capital investments in preparation for COVID-19 and approximately \$39 million in supply commitments. These capital investments and supply commitments included, but were not limited to, approximately (i) \$10 million related to clinical equipment, (ii) \$8 million in information technology to accommodate the sudden shift from in-person visits to telehealth visits, which resulted in a dramatic increase in telehealth visits with Sutter seeing a weekly average of over 20,000 telehealth visits in April 2020, and deploying Sutter workforce to work from home,

(iii) \$26 million in PPE, and (iv) \$4 million in ventilators. Through these capital investments and supply commitments, SSL, Sutter's supply chain model and Sutter Health's participation in Vizient, Inc.'s supply programs have provided important access to products and resources throughout this crisis. Despite these resources, as discussed below, Sutter, like others in the healthcare industry, continues to face challenges to secure a sufficient number of supplies and equipment, including COVID-19 test kits and PPE.

Before the COVID-19 pandemic, Sutter facilities' average use of N95 and surgical/procedure masks was 900 and 12,000 per day, respectively, compared to the current averages of 5,000 and 55,000 per day, respectively, as a result of COVID-19. Given their unprecedented demand during the COVID-19 pandemic, national shortages persist of PPE and other supplies important to mitigating the impact and duration of the crisis, including COVID-19 viral testing collection supplies and reagents. Sutter quickly began managing demand for these supplies while maintaining the safety of its patients and workforce as a top priority. A component of this management includes transporting PPE between Sutter facilities as needed, which poses logistical challenges. The difficulty of sourcing these critical supplies is further exacerbated by the lack of reliability of certain PPE sources. Additionally, as others in the healthcare industry have experienced, some of Sutter's PPE orders have been diverted away without Sutter's consent or prior knowledge. Sutter anticipates diversions may continue to occur with future orders.

Financial Impacts

Beginning in mid-March 2020, Sutter began incurring significant losses in revenue from the COVID-19 pandemic as a result of community shelter-in-place orders and restrictions around non-emergency healthcare services. Continuing to focus on the safety of Sutter's patients and workforce as one of its top priorities, Sutter acted quickly to scale down any non-emergency care in alignment with federal, state and local orders and guidelines to slow the spread of the virus. At the same time, many Californians have forgone care, including primary care, emergency care and other specialty care visits. Since March 17, 2020 through April 30, 2020, inpatient bed days from Sutter's hospitals have declined 23% as a result of limited non-emergency care services and general public concern about utilizing hospitals. Deeper volume declines of 60% or more over that same time period have been experienced in many of Sutter's ambulatory facilities, including certain outpatient imaging centers, ambulatory surgery centers, and aligned physician clinics.

The following table compares Sutter's average volumes over a 45-day period immediately prior to March 17, 2020 with average volumes from the following time periods: (1) March 17, 2020 through March 31, 2020 and (2) March 17, 2020 through April 30, 2020.

	COVID-19 Related Volume Variance March 17, 2020 through <u>March 31, 2020</u>	COVID-19 Related Volume Variance March 17, 2020 through <u>April 30, 2020</u>
Bed Days	-22%	-23%
Outpatient Surgical Cases	-64%	-73%
Emergency Department Visits	-34%	-43%
Medical Foundations Visits	-25%	-60%

This decrease in patient volumes as a result of patients foregoing healthcare in part due to community shelter-in-place orders and restrictions around non-emergency healthcare services caused a significant reduction in operating hours at many Sutter facilities. In some cases, this decrease resulted in the closing of entire Sutter facilities or non-emergency healthcare services lines. As a result, the jobs of over 5,000 Sutter employees have been impacted, with some employees working limited hours and some employees being temporarily placed in a labor pool for reassignment and retraining.

Sutter is in the process of finalizing its financial results as of fiscal quarter ended March 31, 2020, which will reflect a portion of Sutter's operational costs incurred for surge planning, equipment and preparations in response to the ongoing COVID-19 pandemic. Sutter's interim unaudited annual operating expenses for 2020 to date are higher than 2019's interim unaudited operating expenses for the same period due to COVID-19. However, the true costs related to COVID-19 and its impact on Sutter's operations and finances as well as the overall global, federal, state and local economic impacts of the COVID-19 pandemic are not yet known.

For the first two months of first quarter 2020, Sutter's hospital volumes were flat and Sutter experienced an accelerated drop in commercial insured patients and an increase in patients who have insurance through government sources like Medi-Cal while its expenses significantly increased. These factors resulted in an operating margin of (2.6%) in the first two months of first quarter 2020 compared to (0.3%) in the first two months of first quarter 2019. The onset of the COVID-19 pandemic and impact of the community restrictions served to further undermine the early 2020 performance. As a result, for the first quarter ended March 31, 2020, Sutter's interim unaudited results show a (7.4%) operating margin.

The following table depicts certain interim unaudited financial results of Sutter as of fiscal quarters ended March 31, 2019 and March 31, 2020.

<u>Financial Results (\$ in millions)</u>	<u>Interim Unaudited as of Quarter ended March 31, 2019</u>	<u>Interim Unaudited as of Quarter ended March 31, 2020</u>
Total operating Revenues	\$3,302	\$3,177
Total operating expenses	\$3,264	\$3,413
Income (loss) from operations	\$38	\$(236)
Operating margin	1.2%	(7.4%)
Total other income (loss) and expense	\$356	\$(841)
Income (loss) attributable to Sutter Health	\$394	\$(1,077)
Capital spending	\$105	\$46

Consistent with the experiences of many other industries and businesses across California and the United States, the operational and financial impacts of the pandemic and community shelter-in-place orders on Sutter intensified through April 2020. As a result, for the month ended April 30, 2020, the interim unaudited April 30, 2020 operating loss for Sutter is \$360 million, or an operating margin of (50.5%), excluding the funds Sutter received from the Department of Health & Human Services Provider Relief Fund (the “COVID-19 Relief Funds”). See “Government Programs and Assistance” below. When the COVID-19 Relief Funds are included, for the month ended April 30, 2020, the interim unaudited April 30, 2020 operating loss for Sutter is \$168 million, or an operating margin of (18.6%) and Sutter’s year-to-date operating loss as of April 30, 2020 is \$404 million or an operating margin of (9.9%).

Management continues to monitor the effect of COVID-19 as some Sutter facilities are now approaching relaxed community restrictions and resumed non-emergency care services. However, the resumption of non-emergency care services is dependent on a number of external factors outside of Sutter’s control. These factors include the availability of PPE and COVID-19 testing kits and the willingness of those in Sutter’s communities to return to in-person care.

As of May 11, 2020, 63% of Sutter’s ICU beds were in use by non-COVID-19 patients and 5.7% were in use by COVID-19 patients, leaving 31.3% of Sutter’s ICU beds available. Given the uncertainty of the severity and duration of the pandemic, until containment of COVID-19, Sutter anticipates a requirement to maintain a certain level of ICU bed capacity solely for COVID-19 patients, resulting in the continuation of at least a \$300 million per month reduction in Sutter operating performance. This anticipated reduction in operating performance is based, in part, on actual and projected data related to the following factors, many of which have been specifically referenced herein, (a) acute care direct treatment impacts, (b) medical foundation patient deferrals, (c) payer mix shifts due to increased unemployment, (d) ambulatory surgery center patient deferrals, (e) labor pool for reassignment and retraining to support eligible employees, (f) assistance provided to health system partners within certain parameters pursuant to waivers from the Centers for Medicare & Medicaid Services (“CMS”) and certain federal and state laws and regulations, and (g) maintenance of COVID-19 specific safety protocols that will continue to impact Sutter’s historical volumes in all sites of care.

At each SHEMS briefing, senior management regularly reviews COVID-19 data and projections from The Institute for Health Metrics and Evaluation at the University of Washington, Johns Hopkins University, the State of California, the California Department of Public Health, and many other global, federal, state and local agencies and resources. At this time, COVID-related hospital resources and critical care bed capacity in Northern California remain sufficient to treat existing COVID-19 patients. However, the State of California has not seen the sustained fourteen day decline in COVID-19 cases that current federal guidelines suggest as a key criteria before easing stay-at-home-orders.

The COVID-19 pandemic continues to create a global, federal, state and local economic crisis, constraining corporate and personal spending and limiting the availability of credit. Many employers are reducing their workforces and their budgets for employee healthcare coverage or private and public insurers are seeking to reduce payments to healthcare providers or curb utilization of healthcare services. With more than 30 million Americans having filed for unemployment insurance since the end of February 2020, the United States' unemployment rate is at its highest since the Great Depression. Sutter continues to experience decreases in insured patient volume and reductions in payments for services, resulting in an increase in uncompensated healthcare. Additionally, to the extent that federal, state, county or city governments are unable to provide a safety net of medical services during the COVID-19 crisis, pressure will continue to be applied to healthcare providers like Sutter to increase charity care. Even before the impacts of the pandemic, experts historically raised concerns about low payment rates from government payers, which, in part, led the Congressional Budget Office in 2016 to project that between 40% and 50% of hospitals could have negative margins by 2025. These conditions will continue to produce increases in Sutter's uncollectible accounts, or "bad debt," uninsured discount and charity care and, consequently, result in reductions in operating income.

Liquidity and Investments

The need for Sutter to adjust its entire integrated network to respond to COVID-19 has been, and continues to be, a costly and difficult endeavor. Given the uncertainty of the severity and duration of the pandemic, as referenced above, Sutter anticipates in the near term at least a \$300 million per month reduction in operating performance until containment of COVID-19. While Sutter's liquidity remains sufficient, its future liquidity needs may change as the pandemic and economic outlook evolves.

As of December 31, 2019, Sutter had approximately \$6.0 billion of unrestricted cash and investments. Interim unaudited unrealized investment losses in Fiscal Year 2020 as of this posting are more than \$500 million as a result of economic volatility and uncertainty due to COVID-19's impact. Management has maintained an adequate and stable liquidity position that presently includes certain forms of interim support as described within "Government Programs and Assistance." While Sutter's unrestricted cash and investments today include approximately \$1 billion from CMS as part of the Accelerated and Advance Payment Program, management expects to reconcile and repay all of these funds within one year.

Since 2016, Sutter has maintained a bank syndicate credit facility with \$400 million available for borrowing. This credit facility includes a possible option to expand the total available for borrowing to \$500 million. In Fiscal Year 2020 as of this posting, Sutter has drawn \$400 million on this credit facility and expects to repay these funds within one year. On April 30, 2020, Sutter obtained a new bank line of credit totaling \$100 million, with no amount drawn at the date of this posting. Since the maturity date of this bank line of credit is April 2021, any future draws on this line will be repaid in less than a year.

Decreased operating revenues and investment losses (even if unrealized) due to market volatility may adversely impact financial covenant calculations and Sutter's economic security. Losses in pension and other postretirement benefit funds may result in increased funding requirements for Sutter. The solvency of lenders, insurers or vendors may impact the results of operations and the overall financial condition of Sutter. Sutter's historical philanthropic support may also decrease or be delayed, which may require Sutter to rely on a greater portion of unrestricted funds for capital planning.

Government Programs and Assistance

Federal, state and local governments have initiated various programs and assistance in response to the COVID-19 pandemic. Sutter continues to evaluate and avail itself of these programs, including several described herein. In addition, Sutter anticipates that it will also benefit from the suspension of Medicare sequestration, the delay of Disproportionate Share Hospital payment reductions for hospitals and the 20% add-on to the diagnosis-related group payment for inpatients admitted with COVID-19 during the emergency period imposed under the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act"). As permitted within this legislation, Sutter is deferring the employer share of Social Security taxes starting at the end of March 2020. There can be no assurance that these efforts will be sufficient to cover a material amount of Sutter's current or future losses resulting from the COVID-19 pandemic.

In March 2020, Sutter established a multi-disciplinary Disaster Financial Recovery Committee to support COVID-19 response efforts by tracking Sutter's COVID-19 associated costs and identifying potential relief resources. As of May 12, 2020, Sutter has received over \$200 million in COVID-19 Relief Funds with the approximate amounts shown in the following table.

**Funds Received from
Department of Health & Human Services
Provider Relief Fund
(\$ in millions)**

Sutter Ambulatory Surgery Centers	\$4.0
Sutter Bay Hospitals	\$83.0
Sutter Bay Medical Foundation	\$22.0
Sutter Coast Hospital	\$2.0
Sutter Valley Hospitals	\$66.0
Sutter Valley Medical Foundation	\$15.0
Sutter Visiting Nurse Association and Hospice	\$13.0

Sutter also has received approximately \$1 billion from CMS as part of the Accelerated and Advance Payment Program, pursuant to which providers receive advance Medicare disbursements. These accelerated and advance payments are a loan that providers have to pay back; however CMS announced that it will begin to offset the payments by future Medicare reimbursements 210 days after disbursement. CMS will offset the accelerated and advance payments for up to one year after the disbursement date. Sutter expects the full amount of the approximately \$1 billion received under the Accelerated and Advance Payment Program to be reconciled and repaid in full within one year. Management continues to monitor various federal, state and local programs and assistance as Sutter proceeds forward from peak crisis activity to gradual re-activation of its business operations and strategies while at the same time sustaining planning related to a potential Fall 2020 surge referenced below.

Future Planning

In April 2020, Governor Newsom announced the formation of a State Task Force on Business and Jobs Recovery. The Task Force consists of leaders across California’s diverse, innovative economic and social sectors, including Sutter Health’s President and CEO. Members of the Task Force will work together to develop recommendations to California government and businesses to enable Californians to recover as fast as safely possible from the COVID-19 induced economic crisis.

While resuming pre-pandemic service levels remains one of Sutter’s focuses, Sutter is also incurring costs related to its planning for a potential second surge in Fall 2020. Planning for this potential second surge will involve additional infusion of ventilators, testing kits, PPE, and other related equipment and supplies to properly care for its patients. A second surge will also require additional patient care providers and other staff to properly meet the demand. Sutter’s primary focus continues to be ensuring that it is optimally prepared to meet any second surge in patients to deliver high quality and affordable care to, and mitigate the loss of lives in, the more than 100 communities it serves, primarily in Northern California.

Given the impact of the pandemic, management is also actively evaluating the timing and scope of Sutter’s capital requirements, facility utilization, and resource allocations in 2020 and over the next several years. Management remains committed to prioritizing capital investments

Exhibit A

List of Bond Series	CUSIP*
California Health Facilities Financing Authority Revenue Bonds (Sutter Health), Series 2008A	13033F2X7
California Statewide Communities Development Authority Revenue Bonds (Sutter Health), Series 2011A	1307952K2
California Health Facilities Financing Authority Revenue Bonds (Sutter Health), Series 2011B	13033LKQ9
California Statewide Communities Development Authority Revenue Bonds (Sutter Health), Series 2011C	1307954N4, 1307954P9, 1307954V6, 1307954Q7, 1307954W4, 1307954R5, 1307954X2, 1307954S3, 1307954T1, 1307954Y0, 1307954U8
California Health Facilities Financing Authority Revenue Bonds (Sutter Health), Series 2011D	13033LVN4, 13033LVP9, 13033LVQ7, 13033LVR5, 13033LVS3, 13033LVT1, 13033LVU8, 13033LVX2, 13033LVV6, 13033LVW4
California Statewide Communities Development Authority Revenue Bonds (Sutter Health), Series 2012A	1307956B8, 1307956N2, 1307956C6, 1307956D4, 1307956P7, 1307956E2, 1307956F9, 1307956G7, 1307956H5, 1307956J1, 1307956Q5, 1307956S1, 1307956K8, 1307956R3
California Health Facilities Financing Authority Revenue Bonds (Sutter Health), Series 2013A	13033LW52
Sutter Health Taxable Bonds, Series 2013C	86944BAC7
California Health Facilities Financing Authority Refunding Revenue Bonds (Sutter Health), Series 2015A	13032UAQ1, 13032UAR9
California Health Facilities Financing Authority Revenue Bonds (Sutter Health), Series 2016A	13032UBT4, 13032UBU1, 13032UBV9, 13032UBW7, 13032UBX5, 13032UBY3, 13032UBZ0, 13032UCA4, 13032UCB2, 13032UCC0, 13032UCD8, 13032UCE6, 13032UCF3, 13032UCG1, 13032UCH9, 13032UCJ5, 13032UCL0, 13032UCK2
California Health Facilities Financing Authority Refunding Revenue Bonds (Sutter Health), Series 2016B	13032UDD7, 13032UDE5, 13032UDF2, 13032UDG0, 13032UDH8, 13032UDJ4, 13032UDK1, 13032UDL9, 13032UDM7, 13032UDN5, 13032UDP0, 13032UDQ8, 13032UDR6, 13032UDS4, 13032UDV7, 13032UDT2, 13032UDU9
California Health Facilities Financing Authority Refunding Revenue Bonds (Sutter Health), Series 2017A	13032UNK0, 13032UNL8, 13032UNM6, 13032UNN4, 13032UNP9, 13032UNQ7, 13032UNR5, 13032UNS3, 13032UNT1, 13032UNU8, 13032UNV6, 13032UNW4, 13032UNX2, 13032UNY0
California Health Facilities Financing Authority Revenue Bonds (Sutter Health), Series 2018A	13032UQT8, 13032UQU5, 13032UQV3, 13032UQW1, 13032UQX9, 13032UQY7, 13032UQZ4, 13032URA8, 13032URB6, 13032URC4, 13032URD2, 13032URE0, 13032URF7, 13032URG5, 13032URH3, 13032URJ9, 13032URK6, 13032URL4, 13032URM2, 13032URN0, 13032URP5
Sutter Health Taxable Bonds, Series 2018A	86944BAD5, 86944BAE3

*A registered trademark of The American Bankers Association. CUSIP is provided by Standard & Poor's CUSIP Service Bureau, a Standard & Poor's Financial Services LLC business. CUSIP numbers are provided for convenience of reference only. Sutter Health does not assume any responsibility for the accuracy of such numbers.