Appendix 2: Issues listing as to partial integration

I. Mutual objectives
   A. Define scope
   B. Benefit to patients and payers
   C. Participant objectives
   D. Identification of perceived synergies
   E. Market Impact

II. Nature of relationship
   A. Contractual (i.e., no unified entity)
   B. Special purpose entity (limited liability company, limited partnership, limited liability partnership, joint venture)
   C. For profit or not-for-profit

III. Respective roles and responsibilities
   A. Allocation of administrative and management responsibility
   B. Services to be provided
   C. Extent of capital required
   D. Allocation of risk
   E. Respective financial commitments
   F. Management authority and reporting

IV. Compensation and performance expectations
   A. Compensation for services
   B. Valuation of assets contributed
   C. Financial incentives
   D. Performance metrics
   E. Process for selection and expense sharing for selecting consultants and appraisers

V. Governance
   A. Composition of governing body
   B. Retained and reserved powers

C. Negative control and supermajority requirements
D. Deadlock resolution

VI. Scope
   A. Exclusive or nonexclusive
   B. Limited service line non-compete
   C. Types of services covered
   D. Geographic

VII. Term
   A. Duration, options to extend
   B. Termination without cause
   C. Termination with cause
   D. Termination with respect to changes in law
   E. Unwind provisions

VIII. Business plan and other issues
   A. Location of service
   B. Method of clinical integration
   C. Enforcement of quality and other metrics
   D. Dispute resolution
   E. Transaction timeline
   F. Financing or lease of premises/capital/or shared IT
   G. Naming rights/professional liability and other insurance and indemnifications
   H. Revenue and expense allocations/pass through or marked
   I. Employees and benefits leased from one participant or jointly contracted
   J. Initial capital and operating budgets
   K. Legal compliance and fair mark value valuations for contributed assets