

Form **990**
(Rev. January 2020)

OMB No 1545-0047

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2019

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990 for instructions and the latest information.

Open to Public Inspection

A For the 2019 calendar year, or tax year beginning 7/01, 2019, and ending 6/30, 2020

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C WELLSPAN MEDICAL GROUP PO BOX 2767 YORK, PA 17405-2767	D Employer identification number 23-2730785
		E Telephone number 717-851-3055
		G Gross receipts \$ <u>641,034,495</u>

F Name and address of principal officer Roxanna Gapstur Same As C Above	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If No, attach a list (see instructions)

I Tax exempt status: <input checked="" type="checkbox"/> 501(c)(3), <input type="checkbox"/> 501(c) () (insert no), <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	H(c) Group exemption number ▶
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J Website ▶ WWW.WELLSPAN.ORG

K Form of organization: <input checked="" type="checkbox"/> Corporation, <input type="checkbox"/> Trust, <input type="checkbox"/> Association, <input type="checkbox"/> Other ▶	L Year of formation: <u>1993</u>	M State of legal domicile: <u>PA</u>
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Part I Summary

1 Briefly describe the organization's mission or most significant activities: <u>WellSpan Medical Group, in coordination with York Hospital, Gettysburg Hospital, and WellSpan Surgery and Rehabilitation Hospital provides medical and surgical care to patients in and around York and Adams County, Pennsylvania without regard to the ability to pay</u>			
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
Activities & Governance	3 Number of voting members of the governing body (Part VI line 1a)	3	<u>12</u>
	4 Number of independent voting members of the governing body (Part VI line 1b)	4	<u>2</u>
	5 Total number of individuals employed in calendar year 2019 (Part V line 2a)	5	<u>4,254</u>
	6 Total number of volunteers (estimate if necessary)	6	<u>13</u>
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	<u>223,144</u>
	7b Net unrelated business taxable income from Form 990, line 39	7b	<u>-33,561</u>
	Revenue	8 Contributions and grants (Part VIII line 1h)	Prior Year
9 Program service revenue (Part VIII, line 2g)		<u>85,858,923</u>	<u>85,002,828</u>
10 Investment income (Part VIII, column (A) lines 3, 4, and 7d)		<u>527,538,388</u>	<u>554,976,954</u>
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		<u>661,488</u>	<u>773,072</u>
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		<u>614,317,277</u>	<u>640,975,998</u>
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<u>2,500</u>	
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX column (A), lines 5-10)	<u>519,997,560</u>	<u>562,067,098</u>
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX column (D) line 25) ▶		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<u>79,962,904</u>	<u>91,342,798</u>
	18 Total expenses - Add lines 13-17 (must equal Part IX, column (A) line 25)	<u>599,962,964</u>	<u>653,409,896</u>
19 Revenue less expenses - Subtract line 18 from line 12	<u>14,354,313</u>	<u>-12,433,898</u>	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	<u>81,376,635</u>	<u>128,785,364</u>
	22 Net assets or fund balances - Subtract line 21 from line 20	<u>43,261,412</u>	<u>103,916,840</u>
		<u>38,115,223</u>	<u>24,868,524</u>

Part II Signature Block

Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer: <u>Laura Buczkowski</u>	Date: <u>7/26/21</u>
	Type or print name and title: <u>Laura Buczkowski CFO</u>	

Paid Preparer Use Only	Print/type preparer's name: <u>Marc Berger</u>	Preparer's signature: <u>[Signature]</u>	Date: <u>7/19/2021</u>	Check <input type="checkbox"/> if self-employed	PTIN: <u>P01871563</u>
	Firm's name: <u>WellSpan Health</u>				
	Firm's address: <u>3350 WHITEFORD ROAD YORK, PA 17402</u>	Firm's EIN: <u>13-5381590</u>	Phone no: <u>(703) 893-0600</u>		

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

950 5

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission

See Schedule O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4 a (Code _____) (Expenses \$ 631,929,518. including grants of \$ _____) (Revenue \$ 554,976,954.)

See Schedule O

4 b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4 c (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4 d Other program services (Describe on Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4 e Total program service expenses ▶ 631,929,518.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If 'Yes,' complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? If 'Yes,' complete Schedule D, Part V	X	
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI	X	
b Did the organization report an amount for investments – other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII		X
c Did the organization report an amount for investments – program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX	X	
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If 'Yes,' complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If 'Yes,' complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? If 'Yes,' complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? If 'Yes,' complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions, for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If 'Yes,' complete Schedule L, Part IV		X
b A family member of any individual described in line 28a? If 'Yes,' complete Schedule L, Part IV		X
c A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? If 'Yes,' complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

	Yes	No
1 a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 4,254		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	X	
Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
3b	If 'Yes,' has it filed a Form 990 T for this year? If 'No' to line 3b, provide an explanation on Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If 'Yes,' enter the name of the foreign country See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR)		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c)			
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If 'Yes,' indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9a	Sponsoring organizations maintaining donor advised funds. Did the sponsoring organization make any taxable distributions under section 4966?		
9b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year		
13a	Section 501(c)(29) qualified nonprofit health insurance issuers. Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation on Schedule O		
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? If 'Yes,' see instructions and file Form 4720, Schedule N		X
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? If 'Yes,' complete Form 4720, Schedule O		X

Part VI Governance, Management, and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O	12	
1 b	Enter the number of voting members included on line 1a, above, who are independent	2	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? See Schedule O	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders? See Schedule O	X	
7 a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7 b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? See Sch O	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8 a	a The governing body?	X	
8 b	b Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses on Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

		Yes	No
10 a	Did the organization have local chapters, branches, or affiliates?		X
10 b	If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11 a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? Describe in Schedule O the process, if any, used by the organization to review this Form 990 See Schedule O	X	
12 a	Did the organization have a written conflict of interest policy? If 'No,' go to line 13	X	
12 b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12 c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this was done See Schedule O	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15 a	a The organization's CEO, Executive Director, or top management official See Schedule O	X	
15 b	b Other officers or key employees of the organization See Schedule O If 'Yes' to line 15a or 15b, describe the process in Schedule O (see instructions)	X	
16 a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16 b	If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed ▶ PA
- 18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain on Schedule O)
- 19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule O
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records ▶
 DAVID RIZZUTO 3350 WHITEFORD ROAD YORK PA 17402-9081 717-851-3055

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII



Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See instructions for the order in which to list the persons above.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
See Schedule O										
(1) Kevin Mosser MD Former CEO-WellSpan Health	0 0					X	0.	1,583,936.	1,630,258.	
(2) Joel Winer, MD Neurosurgeon	40 0					X	1,666,707.	0.	90,145.	
(3) Grant Sorkin, MD Neurosurgeon	40 0					X	1,570,638.	0.	74,429.	
(4) Pawel Ochalski, MD Neurosurgeon	40 0					X	1,479,158.	0.	72,456.	
(5) Mark Burlingame, MD Cardiothoracic Sur	40 0					X	1,431,705.	0.	73,674.	
(6) Arnold Salotto, MD Neurosurgeon	40 0					X	1,390,754.	0.	89,898.	
(7) Roxanna Gapstur President & CEO	1 40	X		X			0.	1,292,495.	177,068.	
(8) Michael F. O'Connor CFO-WellSpan H.	1 40			X			0.	831,992.	330,778.	
(9) Douglas Arbittier, MD VP-Oncol. Srv Line	40 0					X	958,001.	0.	170,129.	
(10) Karen Jones, MD Pres/Secr.	40 0			X			897,706.	0.	78,130.	
(11) Maria Royce Director	1 40	X					0.	582,794.	243,962.	
(12) Ed Tadajewski MD Dir. beg. 11/19	40 0	X					661,823.	0.	64,820.	
(13) Mark Smith, MD Vice-Chair	40 0	X		X			602,207.	0.	61,133.	
(14) Lee Maddox Dir End 11/19	1 0	X					493,542.	0.	63,841.	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W 2/1099-MISC)	(E) Reportable compensation from related organizations (W 2/1099 MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) David Vega, MD Sr VP& Chief Medical Officer	40 0				X			444,366.	0.	68,276.
(16) Harris Baderak, DO Director	40 0	X						375,645.	0.	58,906.
(17) Christopher Maley Sr VP & COO	40 0				X			319,426.	0.	14,534.
(18) Catherine Heilman, MD Former Chair	40 0						X	260,333.	0.	57,750.
(19) Robert Pargament, MD Director	40 0	X						252,815.	0.	56,259.
(20) Almira Contractor MD Dir. beg. 11/19	40 0	X						219,536.	0.	55,122.
(21) Angie Heiland, MD Chairman	40 0	X		X				219,521.	0.	49,642.
(22) Carleen Warner MD Former Chair	40 0						X	182,431.	0.	46,131.
(23) Larry Miller Director	1 0	X						0.	0.	0.
(24) Jeffrey Lobach, Esq. Director	1 0	X						0.	0.	0.
(25) Gilbert Sager Director	1 0	X						0.	0.	0.
1 b Subtotal								13426314.	4,291,217.	3,627,341.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								13426314.	4,291,217.	3,627,341.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 1136

3 Did the organization list any **former** officer, director, trustee, key employee, or highest compensated employee on line 1a? *If 'Yes,' complete Schedule J for such individual*

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? *If 'Yes,' complete Schedule J for such individual*

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If 'Yes,' complete Schedule J for such person*

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
Weatherby Locums Inc PO Box 976233 Dallas, TX 75397	Temporary Help	10,685,385.
Locumtenens.com LLC PO Box 40547 Atlanta, GA 30384	Temporary Help	2,829,198.
Crothall HealthCare 1500 Liberty Ridge Drive Suite 210 Wayne, PA 190	Enviornmental Servic	1,595,493.
John Hopkins University PO Box 65045 Baltimore, MD 21264-5045	Staffing Coverage	1,542,044.
Physician Assistant Surgical 2655 Northwinds Parkway Alpharetta, GA	Staffing Coverage	668,017.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 17

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns					
	1 b Membership dues					
	1 c Fundraising events					
	1 d Related organizations	73,148,773.				
	1 e Government grants (contributions)	11,805,811.				
	1 f All other contributions, gifts, grants, and similar amounts not included above	48,244.				
	1 g Noncash contributions included in lines 1a-1f					
	1 h Total. Add lines 1a-1f		85,002,828.			
Program Service Revenue	Business Code					
	2 a <u>Health Care Services</u>	621110	562479289.	562479289.		
	2 b <u>Teaching Services</u>	611600	6,997,476.	6,997,476.		
	2 c <u>W/O - Free Care</u>	621110	-2,228,016.	-2,228,016.		
	2 d <u>W/O - Bad Debt</u>	621110	-12271795.	-12271795.		
	2 e					
	2 f All other program service revenue					
2 g Total. Add lines 2a-2f		554976954.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		831,569.		831,569.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		6 a				
	6 b Less rental expenses	6 b				
	6 c Rental income or (loss)	6 c				
	6 d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		7 a				
		7 b Less cost or other basis and sales expenses	7 b	58,497.		
	7 c Gain or (loss)	7 c	-58,497.			
	7 d Net gain or (loss)		-58,497.		-58,497.	
8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	8 a					
	8 b Less direct expenses	8 b				
	8 c Net income or (loss) from fundraising events					
9 a Gross income from gaming activities See Part IV, line 19	9 a					
	9 b Less direct expenses	9 b				
	9 c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	10 a					
	10 b Less cost of goods sold	10 b				
	10 c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code					
	11 a <u>BHS Outside Revenue</u>	900004	223,144.		223,144.	
	11 b					
	11 c					
	11 d All other revenue					
11 e Total. Add lines 11a-11d		223,144.				
12 Total revenue. See instructions		640975998.	554976954.	223,144.	773,072.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21.				
2 Grants and other assistance to domestic individuals. See Part IV, line 22.				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,103,966.	0.	2,103,966.	0.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	450,146,246.	442,269,399.	7,876,847.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	18,002,799.	15,203,518.	2,799,281.	
9 Other employee benefits	67,896,876.	66,579,091.	1,317,785.	
10 Payroll taxes	23,917,211.	23,177,840.	739,371.	
11 Fees for services (nonemployees)				
a Management	3,227,085.		3,227,085.	
b Legal	8,311.	-2,725.	11,036.	
c Accounting	169,526.	24,988.	144,538.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees	52,222.		52,222.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	20,901,582.	20,801,481.	100,101.	
12 Advertising and promotion	28,306.	28,306.		
13 Office expenses	2,453,439.	2,401,101.	52,338.	
14 Information technology	991,307.		991,307.	
15 Royalties				
16 Occupancy	18,175,018.	17,842,497.	332,521.	
17 Travel	1,408,343.	1,146,431.	261,912.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	791,061.	763,922.	27,139.	
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	7,252,273.	7,051,004.	201,269.	
23 Insurance	5,907,490.	5,672,183.	235,307.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>Direct Supplies</u>	18,353,156.	18,361,049.	-7,893.	
b <u>Outside Services</u>	2,685,937.	2,475,911.	210,026.	
c <u>Housekeeping</u>	1,977,025.	1,962,864.	14,161.	
d <u>Utilities</u>	1,900,513.	1,872,895.	27,618.	
e All other expenses	5,060,204.	4,297,763.	762,441.	
25 Total functional expenses. Add lines 1 through 24e.	653,409,896.	631,929,518.	21,480,378.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash – non-interest-bearing	29,440.	1	31,790.
	2	Savings and temporary cash investments	413,256.	2	319,861.
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	32,484,442.	4	30,752,111.
	5	Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	572,454.	8	612,417.
	9	Prepaid expenses and deferred charges	357,086.	9	146,654.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 79,184,403.		
	b	Less accumulated depreciation	10b 39,359,469.	10c	39,824,934.
	11	Investments – publicly traded securities		11	
	12	Investments – other securities See Part IV, line 11		12	
	13	Investments – program-related See Part IV, line 11		13	
	14	Intangible assets		14	36,690,742.
	15	Other assets See Part IV, line 11	10,369,351.	15	20,406,855.
16	Total assets. Add lines 1 through 15 (must equal line 33)	81,376,635.	16	128,785,364.	
Liabilities	17	Accounts payable and accrued expenses	43,211,886.	17	56,670,603.
	18	Grants payable		18	
	19	Deferred revenue	49,526.	19	711,140.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22	Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	46,535,097.
	26	Total liabilities. Add lines 17 through 25	43,261,412.	26	103,916,840.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.				
	27	Net assets without donor restrictions	38,115,800.	27	24,869,101.
	28	Net assets with donor restrictions	-577.	28	-577.
	Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33.				
	29	Capital stock or trust principal, or current funds		29	
	30	Paid-in or capital surplus, or land, building, or equipment fund		30	
	31	Retained earnings, endowment, accumulated income, or other funds		31	
	32	Total net assets or fund balances	38,115,223.	32	24,868,524.
33	Total liabilities and net assets/fund balances	81,376,635.	33	128,785,364.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	640,975,998.
2	Total expenses (must equal Part IX, column (A), line 25)	2	653,409,896.
3	Revenue less expenses Subtract line 2 from line 1	3	-12,433,898.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	38,115,223.
5	Net unrealized gains (losses) on investments	5	-361,689.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O) See Schedule O	9	-451,112.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	24,868,524.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O			
2 a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2 b	Were the organization's financial statements audited by an independent accountant?	X	
If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both			
<input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2 c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O			
3 a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3 b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits	X	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2019

Open to Public Inspection

Name of the organization

WELLSPAN MEDICAL GROUP

Employer identification number

23-2730785

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ))
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions) Enter the name, city, and state of the college or university _____
- 10 An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 11 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s) **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions) **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions) **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants'.)						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2019 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2018 Schedule A, Part II, line 14	15	%
16a 33-1/3% support test—2019. If the organization did not check the box on line 13, and line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33-1/3% support test—2018. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2019. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2018. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any 'unusual grants'.)	35220019.	55354517.	75862036.	85858923.	85002828.	337298323.
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	321575138	355753322	482318513	527538388	554976954	2242162315
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0.
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
6 Total. Add lines 1 through 5	356795157.	411107839.	558180549.	613397311.	639979782.	2579460638.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0.	0.	0.	0.	0.	0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	0.	0.	0.	0.	0.	0.
c Add lines 7a and 7b	0.	0.	0.	0.	0.	0.
8 Public support. (Subtract line 7c from line 6)						2579460638.

Section B: Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2015	(b) 2016	(c) 2017	(d) 2018	(e) 2019	(f) Total
9 Amounts from line 6	356795157.	411107839.	558180549.	613397311.	639979782.	2579460638.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	477,662.	648,723.	940,560.	672,497.	831,569.	3,571,011.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0.
c Add lines 10a and 10b	477,662.	648,723.	940,560.	672,497.	831,569.	3,571,011.
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0.
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) See Part VI	26,045.					26,045.
13 Total support. (Add lines 9, 10c, 11, and 12)	357298864.	411756562.	559121109.	614069808.	640811351.	2583057694.

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2019 (line 8, column (f), divided by line 13, column (f))	15	99.86 %
16 Public support percentage from 2018 Schedule A, Part III, line 15	16	99.86 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2019 (line 10c, column (f), divided by line 13, column (f))	17	0.14 %
18 Investment income percentage from 2018 Schedule A, Part III, line 17	18	0.14 %

19a 33-1/3% support tests—2019. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33-1/3% support tests—2018. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If 'No,' describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.	<input type="checkbox"/>	<input type="checkbox"/>
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If 'Yes,' explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).	<input type="checkbox"/>	<input type="checkbox"/>
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If 'Yes,' answer (b) and (c) below.	<input type="checkbox"/>	<input type="checkbox"/>
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If 'Yes,' describe in Part VI when and how the organization made the determination.	<input type="checkbox"/>	<input type="checkbox"/>
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If 'Yes,' explain in Part VI what controls the organization put in place to ensure such use.	<input type="checkbox"/>	<input type="checkbox"/>
4a Was any supported organization not organized in the United States ('foreign supported organization')? If 'Yes' and if you checked 12a or 12b in Part I, answer (b) and (c) below.	<input type="checkbox"/>	<input type="checkbox"/>
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If 'Yes,' describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.	<input type="checkbox"/>	<input type="checkbox"/>
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If 'Yes,' explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.	<input type="checkbox"/>	<input type="checkbox"/>
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If 'Yes,' answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).	<input type="checkbox"/>	<input type="checkbox"/>
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?	<input type="checkbox"/>	<input type="checkbox"/>
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	<input type="checkbox"/>	<input type="checkbox"/>
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If 'Yes,' provide detail in Part VI .	<input type="checkbox"/>	<input type="checkbox"/>
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? If 'Yes,' complete Part I of Schedule L (Form 990 or 990-EZ).	<input type="checkbox"/>	<input type="checkbox"/>
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If 'Yes,' complete Part I of Schedule L (Form 990 or 990-EZ).	<input type="checkbox"/>	<input type="checkbox"/>
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If 'Yes,' provide detail in Part VI .	<input type="checkbox"/>	<input type="checkbox"/>
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? If 'Yes,' provide detail in Part VI .	<input type="checkbox"/>	<input type="checkbox"/>
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If 'Yes,' provide detail in Part VI .	<input type="checkbox"/>	<input type="checkbox"/>
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If 'Yes,' answer 10b below.	<input type="checkbox"/>	<input type="checkbox"/>
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)	<input type="checkbox"/>	<input type="checkbox"/>

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?	11a	
b A family member of a person described in (a) above?	11b	
c A 35% controlled entity of a person described in (a) or (b) above? If 'Yes' to a, b, or c, provide detail in Part VI.	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If 'No,' describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	1	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If 'Yes,' explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.	2	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If 'No,' describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1	
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If 'No,' explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If 'Yes,' describe in Part VI the role the organization's supported organizations played in this regard.	3	

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test Answer (a) and (b) below.		Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If 'Yes,' then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If 'Yes,' explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b		
3 Parent of Supported Organizations Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.	3a		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If 'Yes,' describe in Part VI the role played by the organization in this regard.	3b		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A – Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	
Section B – Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year)		
	a Average monthly value of securities	1a	
	b Average monthly cash balances	1b	
	c Fair market value of other non-exempt-use assets	1c	
	d Total (add lines 1a, 1b, and 1c)	1d	
	e Discount claimed for blockage or other factors (explain in detail in Part VI)		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	
Section C – Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions)		

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Schedule A (Form 990 or 990-EZ) 2019

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D – Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI) See instructions	
7 Total annual distributions. Add lines 1 through 6	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI) See instructions	
9 Distributable amount for 2019 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E – Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2019	(iii) Distributable Amount for 2019
1 Distributable amount for 2019 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2019 (reasonable cause required – explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2019			
a From 2014			
b From 2015			
c From 2016			
d From 2017			
e From 2018			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2019 distributable amount			
i Carryover from 2014 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2019 from Section D, line 7			
a Applied to underdistributions of prior years			
b Applied to 2019 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2019, if any Subtract lines 3g and 4a from line 2 For result greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2019 Subtract lines 3h and 4b from line 1 For result greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2020. Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2015			
b Excess from 2016			
c Excess from 2017			
d Excess from 2018			
e Excess from 2019			

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Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, Part III, line 12, Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2, Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3, Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b, Part V, line 1; Part V, Section B, line 1e, Part V, Section D, lines 5, 6, and 8, and Part V, Section E, lines 2, 5, and 6 Also complete this part for any additional information. (See instructions)

Part III, Line 12 - Other Income

Nature and Source	2019	2018	2017	2016	2015
Other Services					\$ 26,045.
Total	\$ 0.	\$ 0.	\$ 0.	\$ 0.	\$ 26,045.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545 0047

2019

Open to Public Inspection

Name of the organization

Employer identification number

WELLSPAN MEDICAL GROUP

23-2730785

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors...?, 6 Did the organization inform all grantees...?

Part II Conservation Easements.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 7.

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution... 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 7/25/06... 3 Number of conservation easements modified, transferred, released, extinguished, or terminated... 4 Number of states where property subject to conservation easement is located... 5 Does the organization have a written policy regarding the periodic monitoring... 6 Staff and volunteer hours devoted to monitoring... 7 Amount of expenses incurred in monitoring... 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 8

Table with 2 columns: Amounts. Rows include: 1 a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items (i) Revenue included on Form 990, Part VIII, line 1 (ii) Assets included in Form 990, Part X 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items a Revenue included on Form 990, Part VIII, line 1 b Assets included in Form 990, Part X

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply)
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange program
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1 a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If 'Yes,' explain the arrangement in Part XIII and complete the following table
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1 c |
| d Additions during the year | 1 d |
| e Distributions during the year | 1 e |
| f Ending balance | 1 f |
- 2 a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

Part V Endowment Funds. Complete if the organization answered 'Yes' on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance	-577.	66,702.	64,213.	70,172.	29,567.
b Contributions		100.	21,985.	18,418.	40,605.
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs		67,379.	19,496.	24,377.	
f Administrative expenses					
g End of year balance	-577.	-577.	66,702.	64,213.	70,172.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Term endowment 100.00 %
- The percentages on lines 2a, 2b, and 2c should equal 100%
- 3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- | | Yes | No |
|--|-----|----|
| (i) Unrelated organizations | | X |
| (ii) Related organizations | | X |
| b If 'Yes' on line 3a(ii), are the related organizations listed as required on Schedule R? | | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds See Part XIII

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land				
b Buildings		26,825.	26,825.	0.
c Leasehold improvements		41,116,937.	17,408,041.	23,708,896.
d Equipment		38,040,641.	21,924,603.	16,116,038.
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10c)				39,824,934.

BAA

Part VII Investments – Other Securities.

N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total (Column (b) must equal Form 990, Part X, column (B) line 12)		

Part VIII Investments – Program Related.

N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total (Column (b) must equal Form 990, Part X, column (B) line 13)		

Part IX Other Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) Advance Deposits	154,484.
(2) Due from affiliates	20,252,371.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 15)	20,406,855.

Part X Other Liabilities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25

(a) Description of liability	(b) Book value
1. (1) Federal income taxes	
(2) LTD Leases	36,145,738.
(3) Note Payable - WRRRG	188,797.
(4) Third Party Advances	10,200,562.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total (Column (b) must equal Form 990, Part X, column (B) line 25)	46,535,097.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII. See Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a

1	Total revenue, gains, and other support per audited financial statements		1	570,267,321.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
	a Net unrealized gains (losses) on investments	2a		-361,689.
	b Donated services and use of facilities	2b		
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIII)	2d		
	e Add lines 2a through 2d		2e	-361,689.
3	Subtract line 2e from line 1		3	570,629,010.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII) See Part XIII	4b		70,346,988.
	c Add lines 4a and 4b		4c	70,346,988.
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		5	640,975,998.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a

1	Total expenses and losses per audited financial statements		1	656,079,819.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
	a Donated services and use of facilities	2a		
	b Prior year adjustments	2b		
	c Other losses	2c		
	d Other (Describe in Part XIII)	2d		
	e Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	656,079,819.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII) See Part XIII	4b		-2,669,923.
	c Add lines 4a and 4b		4c	-2,669,923.
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)		5	653,409,896.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Part V, Line 4 - Intended Uses Of Endowment Fund

The funds were used to improve the health and welfare of the residents of York and Adams counties of Pennsylvania.

Part X - FASB ASC 740 Footnote

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation NO. 48, Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement NO. 109, Accounting for Income Taxes (FIN 48), which creates a single model to address uncertainty in tax positions and clarifies the accounting for

Part XIII Supplemental Information (continued)**Part X - FASB ASC 740 Footnote (continued)**

income taxes by prescribing the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. Under the requirements of FIN 48, tax-exempt organizations could now be required to record an obligation as the result of a tax position they have historically taken or various tax exposure items. Prior to FIN 48, the determination of when to record a liability for tax exposure was based on whether a liability was considered probable and reasonably estimable in accordance with SFAS No.5, Accounting for Contingencies.

On July 1, 2007, the parent company, WellSpan Health, adopted FIN 48. WellSpan Health determined that it does not have any uncertain tax positions through June 30, 2020.

Schedule D, Part XI, Line 4b**Other Revenue Included On Form 990 But Not Included In F/S**

Grant-Ephrata Community Hospital	\$ 15,500,000.
Grant-Gettyburg Hospital	10,500,000.
Grant-Good Samaritan Hospital	8,000,000.
Grant-York Hospital	39,000,000.
PA DOH Grant	16,911.
Revenues netted with expense	-2,669,923.
Total	<u>\$ 70,346,988.</u>

Schedule D, Part XII, Line 4b**Other Expenses Included On Form 990 But Not Included In F/S**

Revenue netted with expense	\$ -2,669,923.
Total	<u>\$ -2,669,923.</u>

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- ▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 23.
- ▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2019

Open to Public Inspection

Name of the organization

WELLSPAN MEDICAL GROUP

Employer identification number

23-2730785

Part I Questions Regarding Compensation

1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III **Part III**

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?
- b** Any related organization?
- If 'Yes' on line 5a or 5b, describe in Part III

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?
- b** Any related organization?
- If 'Yes' on line 6a or 6b, describe in Part III

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If 'Yes,' describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III

9 If 'Yes' on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1 a		
1 b		
2		
3		
4 a		X
4 b	X	
4 c		X
5 a		X
5 b		X
6 a		X
6 b		X
7		X
8		X
9		

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2019

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns(B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Almira Contractor MD							
1 Dir. beg. 11/19	(i) 219,536.	0.	0.	11,049.	44,073.	274,658.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Ed Tadajewski MD							
2 Dir. beg. 11/19	(i) 661,823.	0.	0.	16,708.	48,112.	726,643.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Michael F. O'Connor							
3 CFO-WellSpan H.	(i) 605,042.	226,950.	0.	279,133.	51,645.	1,162,770.	226,590.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Mark Smith, MD							
4 Vice-Chair	(i) 581,687.	20,520.	0.	13,885.	47,248.	663,340.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Maria Royce							
5 Director	(i) 436,544.	146,250.	0.	196,486.	47,476.	826,756.	146,250.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Lee Maddox							
6 Dir End 11/19	(i) 465,645.	27,897.	0.	16,154.	47,687.	557,383.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Robert Pargament, MD							
7 Director	(i) 247,926.	0.	4,889.	14,077.	42,182.	309,074.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Angie Heiland, MD							
8 Chairman	(i) 219,521.	0.	0.	13,217.	36,425.	269,163.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Harris Baderak, DO							
9 Director	(i) 368,899.	0.	6,746.	15,723.	43,183.	434,551.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Roxanna Gapstur							
10 President & CEO	(i) 988,473.	271,790.	32,232.	121,240.	55,828.	1,469,563.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Karen Jones, MD							
11 Pres/Secr.	(i) 493,446.	404,185.	75.	31,231.	46,899.	975,836.	193,050.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Douglas Arbittier, MD							
12 VP-Oncol. Srv Line	(i) 663,231.	281,707.	13,063.	117,722.	52,407.	1,128,130.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Christopher Maley							
13 Sr VP & COO	(i) 313,197.	0.	6,229.	14,534.	0.	333,960.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
David Vega, MD							
14 Sr VP & Chief Medical Officer	(i) 351,894.	92,347.	125.	22,508.	45,768.	512,642.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Joel Winer, MD							
15 Neurosurgeon	(i) 1,657,801.	0.	8,906.	27,462.	62,683.	1,756,852.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
Arnold Salotto, MD							
16 Neurosurgeon	(i) 1,383,229.	0.	7,525.	27,615.	62,283.	1,480,652.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 4 - Received Severance, Supplemental NQ Retirement, Equity-Based Compensation

Michael O'Connor and Maria Royce participated, but did not receive any payments from a supplemental executive retirement benefit plan of WellSpan Health (the parent company). Kevin Mosser participated in the plan and received a distribution according to the terms of his employment contract.

The objective of the executive benefits program is to provide an executive benefits program that is competitive with national norms in the healthcare industry for similarly sized organizations enabling WellSpan Health to recruit and retain top executive talent. Tier I Executives, presently 11 positions, are eligible to participate in the plan. The WellSpan Health Supplemental Executive Retirement Plan was adopted and made effective on December 19th, 2008.

A description of the targeted benefit of the plan is as follows:

- 1) Provide an employer sponsored retirement benefit that replaces 60% of average pre retirement (5 years) base compensation through a combined approach utilizing WellSpan's Retirement Plan, 50% of Social Security, Split Dollar Life Insurance Benefit and Supplemental Executive Retirement Benefit.

- 2) Provides a minimum benefit after 10 years of service.

BAA

Schedule J (Form 990) 2019

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 4 - Received Severance, Supplemental NQ Retirement, Equity-Based Compensation (continued)

- 3) Provides the full targeted benefit after 25 years of service.
- 4) Benefit is vested when eligible executive reaches age 65. The benefit is also vested upon death, disability, job elimination and "termination for good reason".
- 5) Credited Service Granted on a 1:2 basis for Previous Service in an Eligible Tier II Position.
- 6) Targeted Benefit is to be calculated using a 15 Year Certain payout.
- 7) Payout will be in a lump sum.
- 8) Payout will be taxable when vested.

Karen Jones, Roxanna Gapstur, Christopher Maley, David Vega, and Douglas Arbittier participated, but did not receive any payments from a 457(f) deferred compensation benefit plan of WellSpan Health (the parent company). The objective of the WellSpan Health Defined Contribution Deferred Compensation Plan is to attract and retain executive and upper level management employees of outstanding ability. Tiers I, II, III and a select group of Tier IV employees, presently 17 positions, are eligible to participate in the plan. The WellSpan Health Defined Contribution Deferred Compensation Plan was adopted and made effective as of July 1, 2017. This plan will

replace the SERP. As part of the transition, each participant in the SERP was given

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 4 - Received Severance, Supplemental NQ Retirement, Equity-Based Compensation (continued)

a one-time choice to be grandfathered in the SERP or go into the new Deferred Compensation Plan.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No 1545-0047

2019

Open To Public Inspection

▶ **Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

Department of the Treasury
Internal Revenue Service

Name of the organization

WELLSPAN MEDICAL GROUP

Employer identification number

23-2730785

Part I Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and section 501(c)(29) organizations only). Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered 'Yes' on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
			(1)									
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total						▶ \$ _____						

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2019

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) Barley Snyder LLC	Partner Lobach	1,617,798.	Provides Legal Serv WS		X
(2) Sean Campbell	Family Member	233,903.	WVG employee		X
(3) M & T Bank	Sr VP Crosswhi	343,091.	Banking fees WSH		X
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information.

Provide additional information for responses to questions on Schedule L (see instructions)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2019

**Open to Public
Inspection**

Name of the organization

WELLSPAN MEDICAL GROUP

Employer identification number

23-2730785

Form 990 - Explanation of Amended Return

Due to programming limitations with the tax preparation software, the amounts on Schedule A, page 3, line 2, did not total properly. The total amount has been corrected.

Form 990, Part III, Line 1 - Organization Mission

The WellSpan Medical Group was founded and operates on the belief that a large, well-organized group practice, based on primary and preventive care, and working collaboratively as part of an integrated health care delivery system, can deliver a superior standard of care. Its mission is to promote and to provide quality, cost-effective health care services which seek to improve the health status of the community. The Medical Group provides care without regard for an individual's health status or ability to pay.

Form 990, Part III, Line 4a - Program Service Accomplishments

WellSpan Medical Group, which does not contemplate pecuniary gain or profit, incidental or otherwise, was formed for the purposes of furthering the charitable purposes of WellSpan Health and promoting the provision of health care services in South Central Pennsylvania, including York and Adams Counties, by providing clinically effective health care services, including professional health care services, in a cost effective manner in settings appropriate to patient and payor needs under a variety of health care financing arrangements; enhancing the continuity and quality of health care services provided to patients; ensuring the continued local patient access to health care services; enhancing the health status of the communities served by WellSpan Health; effectively responding to changing payor requirements; achieving excellence in clinical innovations, service, quality, cost and outcomes; and achieving operating efficiencies, such as containing and reducing costs and avoiding unnecessary duplication of services and equipment, thereby

Name of the organization

WELLSPAN MEDICAL GROUP

Employer identification number

23-2730785

Form 990, Part III, Line 4a - Program Service Accomplishments

utilizing resources more effectively.

See WellSpan Health - 2020 Community Benefit Report located at
<https://www.wellspan.org/about/wellspan-in-the-community/>

Form 990, Part VI, Line 2 - Business or Family Relationship of Officers, Directors, Etc.

Jeffrey Lobach is a director on the WellSpan Medical Group and York Health Foundation boards. His law partner, Paul Minnich is a board member of the WellSpan Health and an officer and board member of the WellSpan Specialty Services and VNA Home Health Services Boards.

Form 990, Part VI, Line 6 - Explanation of Classes of Members or Shareholder

WellSpan Health, a not for profit corporation, is the sole member.

Form 990, Part VI, Line 7b - Decisions of Governing Body Approval by Members or Shareholders

The Member of the Corporation shall meet at any place, date, and time designated by the Member, for the transaction of the general business of the Corporation. Action of the Member shall generally be taken by a written consent in lieu of a meeting.

Any action which may be taken at a meeting of the Member may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed by the Member and filed with the Secretary of the Corporation.

Form 990, Part VI, Line 11b - Form 990 Review Process

Management provided an electronic copy of the form 990 to each voting member of the organization's governing body, prior to its filing with the IRS. The organization's finance management team provided a presentation to the Audit Committee on the organization's 990 return.

Name of the organization

WELLSPAN MEDICAL GROUP

Employer identification number

23-2730785

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

Officers, directors, and key employees fill out a WellSpan Health Conflict of Interest Disclosure Statement questionnaire annually. The questionnaire is administered by the Internal Audit Department of WellSpan Health, the Parent Company.

There shall be full disclosure by any Director having a business or personal interest or relationship which may be in conflict with the interests of the Corporation. After such disclosure the Director shall abide by the determination of the Board of Directors as to whether a conflict exists, the extent to which, if at all, the Director will be permitted to be present during the Board of Directors' discussion of the matter in which the Director may be interested, and whether the Director will be permitted to participate in such discussion and cast a vote in such matter:

Form 990, Part VI, Line 15a - Compensation Review & Approval Process - CEO & Top Management

see following explanation for 15b. Description for compensation and approval of CEO, executive director or top management is included here.

Form 990, Part VI, Line 15b - Compensation Review & Approval Process - Officers & Key Employees

The Compensation Committee of WellSpan Health is responsible for rewarding and reinforcing key executives for the achievement of annual and long-term performance objectives. The Compensation Committee shall consist of not more than six (6) persons, of whom two (2) shall be the Chairman and Vice Chairman of the Board of the Corporation, and the remaining members shall be such other persons as may be appointed by the Chairman of the Board of the Corporation, with the approval of the Board of Directors; provided, however, that the Compensation Committee shall not include any persons who are employed by the System. The Chairman of the Board of Gettysburg Hospital shall participate. The role of the Compensation Committee is to

Name of the organization

WELLSPAN MEDICAL GROUP

Employer identification number

23-2730785

Form 990, Part VI, Line 15b - Compensation Review & Approval Process - Officers & Key Employees (continued)

set the Executive Compensation Philosophy for the system and ensure adherence, evaluate performance and establish compensation for the WellSpan President, evaluate team performance of the executive team and establish awards, review and approve senior executive base salary ranges, and oversee employed physician compensation programs. The Committee will approve salary ranges for each executive position and review incumbent salaries annually. The Committee will be responsible for reviewing the President's salary each year, and if warranted, authorizing an adjustment to maintain competitiveness. The President will have the authority to make salary adjustments for subordinate positions. The Committee is responsible for approving and authorizing payment of the performance awards. The Committee will approve and authorize payment of the President's performance awards. Integrated Healthcare Strategies, Inc., based in Minneapolis Minnesota is the external consultant to the committee. This consultant focuses exclusively on executive and physician compensation in the health care industry. In summary, the executive and physician compensation review process consists of the following: 1) Cash compensation reviewed annually 2) Cash compensation reviewed by external consultant biennially 3) external total compensation (cash, incentives, benefits, perquisites) reviewed by external consultant periodically 4) Process is integrated with compensation analysis for other WellSpan positions 5) Committee decisions are documented in minutes maintained in Human Resources.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

Governing documents, policies, and financial statements are available upon request.

Form 990, Part VII - Compensation Explanation**Michael F. O'Connor**

Estimated 40 hours per week as employee of WellSpan Health

Maria Royce

Name of the organization

Employer identification number

WELLSPAN MEDICAL GROUP

23-2730785

Form 990, Part VII - Compensation Explanation (continued)

Estimated 40 hours per week as employee of WellSpan Health

Roxanna Gapstur

Estimated 40 hours per week as employee of WellSpan Health. President of WellSpan Health beginning January 1, 2019.

Joe Crosswhite

Director on the board beginning November 2018.

**Form 990, Part XI, Line 9
Other Changes In Net Assets Or Fund Balances**

Equity lease adjustment

	\$ -451,112.
Total	<u>\$ -451,112.</u>

Signature Block - Paid Preparer Explanation

Paid Preparer Explanation

Due to a software limitation, we wish to clarify that WellSpan Health is the ERO.

The paid preparer is:

BDO USA, LLP

13-5381590

8401 Greensboro Drive, Suite 800

McLean, VA 22102

(703) 893-0600

The preparer's name is Marc Berger, PTIN P01871563

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No 1545-0047

2019

Open to Public
Inspection

Name of the organization

WELLSPAN MEDICAL GROUP

Employer identification number

23-2730785

Part I Identification of Disregarded Entities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 33

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					

Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) Apple Hill Surgical Center, Inc., PO Box 2767, York, PA 17405-2767, 22-2842253	Sole GP in limited partnership operating surgical center	PA	501(c)(3)	10	WellSpan Health Care Services		X
(2) Gettysburg Hospital, PO Box 2767, York, PA 17405-2767, 23-1352220	Health Care Services	PA	501(c)(3)	3	WellSpan Health		X
(3) Gettysburg Hospital Foundation, PO Box 2767, York, PA 17405-2767, 23-2251358	Fundraising for Gettysburg Hospital	PA	501(c)(3)	12 Type I	Gettysburg Hospital		X
(4) Healthy Community Pharmacy, Inc., PO Box 2767, York, PA 17405-2767, 20-0519121	Reduced rate prescription drugs	PA	501(c)(3)	12 Type I	WellSpan Health Care Services		X

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

TEEA5001L 06/27/19

Schedule R (Form 990) 2019

Part III Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
See Part VII												
(1) Apple Hill Surgi PO Box 2767 York, PA 17405-2 23-2489452	Surgical Cn	PA	N/A	N/A	N/A	N/A	N	A	N/A	N	A	
(2) Central PA Allia PO Box 2767 York, PA 17405-2 23-2910950	Ref. Lab	PA	N/A	N/A	N/A	N/A	N	A	N/A	N	A	
(3) Littlestown Heal 300 West King St Littlestown, PA 23-2880464	Lease facility	PA	N/A	N/A	N/A	N/A			N/A			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Sec 512(b)(13) controlled entity?	
								Yes	No
(1) Wellspan Pharmacy, Inc PO Box 2767 York, PA 17405-2767 23-2374072	Dispenses Rx & provides IV therapy	PA	N/A	C corp	0.	0.			X
(2) Wellspan Reciprocal Risk Reten PO Box 2767 York, PA 17405-2767 20-0048457	Risk Retention Group	PA	N/A	C Corp	1,715,031.	5,195,721.	15.26		X
(3) York Health Plan PO Box 2767 York, PA 17405-2767 23-2664989	Preferred Provider Organizati on	PA	N/A	C Corp	0.	0.			X

Part V Transactions With Related Organizations. Complete if the organization answered 'Yes' on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)	X	
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)	X	
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)	X	
l Performance of services or membership or fundraising solicitations for related organization(s)	X	
m Performance of services or membership or fundraising solicitations by related organization(s)	X	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses	X	
q Reimbursement paid by related organization(s) for expenses	X	
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI Unrelated Organizations Taxable as a Partnership. Complete if the organization answered 'Yes' on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

Part III - Partnership Full Name, Address, FEIN

Apple Hill Surgical Center Partners 23-2489452 PO Box 2767 York, PA

17405-2767

Central PA Alliance Laboratories LLC 23-2910950 PO Box 2767 York, PA

17405-2767

Littlestown Health Care Partners 23-2880464 300 West King Street

Littlestown, PA 17340

Cherry Tree Cancer Center LLP 23-2915628 PO Box 2767 York, PA

17405-2767

The Rehab Center 25-1687903 855 Springdale Drive Suite 20 Exton, PA

19341

Surgery Center Associates 25-1845304 785 5th Ave Chambersburg, PA

17201

Summit Surgery Center 25-1845303 785 5th Ave Chambersburg, PA 17201

Cumberland Valley Mobile Services LLC 20-0884014 5 S Main St

Sugarloaf, PA 18249

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
VNA Community Services PO Box 2767 York, PA 17405-2767 23-2338591	Home personal care services for elderly and disabled	PA	501(c)(3)	10	WellSpan Specialty Services		X
VNA Home Health Services PO Box 2767 York, PA 17405-2767 23-1352573	Home health services	PA	501(c)(3)	10	WellSpan Specialty Services		X
Wellspan Health PO Box 2767 York, PA 17405-2767 22-2517863	Integrated Health System	PA	501(c)(3)	12 Type III	N/A		X
Wellspan Health Care Services PO Box 2767 York, PA 17405-2767 23-2400237	Health-related activities in the service area	PA	501(c)(3)	12 Type II	WellSpan Health		X
York Health Foundation PO Box 2767 York, PA 17405-2767 23-3050192	Charitable contributions for Wellspan entities	PA	501(c)(3)	12 Type III	WellSpan Health		X
York Hospital PO Box 2767 York, PA 17405-2767 23-1352222	Community teaching hospital	PA	501(c)(3)	3	WellSpan Health		X
WellSpan Specialty Services PO Box 2767 York, PA 17405-2767 23-2899911	Surgery and Rehabilitation Hospital	PA	501(c)(3)	3	WellSpan Health		X
Wellspan Properties, Inc. PO Box 2767 York, PA 17405-2767 22-2842252	Leases facilities to affiliates	PA	501(c)(3)	12 Type II	WellSpan Health Care Services		X
Ephrata Community Hospital PO Box 2767 York, PA 17405-2767 23-1370484	Health care services	PA	501(c)(3)	3	WellSpan Health		X

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity	
						Yes	No
Ephrata Community Health Foundation PO Box 2767 York, PA 17405-2767 80-0940005	Fundraising for Ephrata Hospital	PA	501(c)(3)	12 Type I	Ephrata Community Hospital		X
Northern Lancaster County Medical Gr PO Box 2767 York, PA 17405-2767 20-3033058	Medical and surgical care	PA	501(c)(3)	12 Type II	Ephrata Community Hospital		X
Phys. Spec. of North. Lanc. Co. Med PO Box 2767 York, PA 17405-2767 45-2537633	Physician Properties	PA	501(c)(3)	12 Type II	Northern Lancaster County Medical Group		X
Good Samaritan Hospital PO Box 2767 York, PA 17405-2767 23-0794160	Health Care Services	PA	501(c)(3)	3	WellSpan Health		X
Philhaven PO Box 2767 York, PA 17405-2767 23-1549922	Health Care Services	PA	501(c)(3)	3	WellSpan Health		X
Good Samaritan Health Service Founda PO Box 2767 York, PA 17405-2767 23-2356151	Fundraising for Good Samaritan	PA	501(c)(3)	12 Type I	Good Samaritan Hospital		X
Good Samaritan Physician Services PO Box 2767 York, PA 17405-2767 25-1832359	Medical and Surgical Care	PA	501(c)(3)	10	Good Sam Health Services Foundation		X
WellSpan Summit Health PO Box 2767 York, PA 17405-2767 25-1515371	Integrated Health System	PA	501(c)(3)	7	WellSpan Health		X
Waynesboro Hospital PO Box 2767 York, PA 17405-2767 23-1360854	Health Care Services	PA	501(c)(3)	3	WellSpan Summit Health		X

