

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

ASSIST BANNER HEALTH COMPLETE ITS MISSION TO MAKE HEALTH CARE EASIER, SO LIFE CAN BE BETTER BY PROVIDING INTEGRATED & COORDINATED CARE & POPULATION HEALTH MANAGEMENT

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

4a	(Code)	(Expenses \$ 457,851,489	including grants of \$ 938,749)	(Revenue \$ 365,182,497)
See Additional Data				

4b	(Code)	(Expenses \$	including grants of \$) (Revenue \$)
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4c	(Code)	(Expenses \$	including grants of \$) (Revenue \$)
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4d	Other program services (Describe in Schedule O)	(Expenses \$	including grants of \$) (Revenue \$)
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4e	Total program service expenses ▶	457,851,489
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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	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 Yes	
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	3	No
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	4	No
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	5	No
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	6	No
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	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
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	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	No
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	11a Yes	
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	11b	No
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	11c	No
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	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e Yes	
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	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	No
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	12b Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
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	14b	No
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	15	No
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	16	No
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)	17	No
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	18	No
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	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	
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	21 Yes	
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	22	No

Part IV Checklist of Required Schedules (continued)

	Yes	No
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? <i>If "Yes," complete Schedule J</i>	23 Yes	
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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>	24a	No
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
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?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
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? <i>If "Yes," complete Schedule L, Part I</i>	25a	No
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? <i>If "Yes," complete Schedule L, Part I</i>	25b	No
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>	26	No
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	No
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, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	No
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	No
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	No
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	No
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	No
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	No
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	No
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? <i>If "Yes," complete Schedule R, Part I</i>	33 Yes	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34 Yes	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a Yes	
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)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b Yes	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	No
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? <i>If "Yes," complete Schedule R, Part VI</i>	37	No
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	38 Yes	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 114	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c Yes	

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	3,015	2b	Yes	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 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?				3a		No
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O				3b		
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)?				4a		No
b 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?				5a		No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?				5b		No
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?				5c		
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?				6a		No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?				6b		
7 Organizations that may receive deductible contributions under section 170(c).						
a 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?				7a		No
b If "Yes," did the organization notify the donor of the value of the goods or services provided?				7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?				7c		No
d If "Yes," indicate the number of Forms 8282 filed during the year				7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?				7e		No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				7f		No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?				7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?				7h		
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?						
				8		
9a Did the sponsoring organization make any taxable distributions under section 4966?				9a		
b Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?				9b		
10 Section 501(c)(7) organizations. Enter						
a Initiation fees and capital contributions included on Part VIII, line 12				10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities				10b		
11 Section 501(c)(12) organizations. Enter						
a Gross income from members or shareholders				11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)				11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?						
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year				12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.						
a 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				13a		
b 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				13b		
c Enter the amount of reserves on hand				13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?				14a		No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O				14b		
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				15		No
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				16		No

Part VI

Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in 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
1a Enter the number of voting members of the governing body at the end of the tax year	1a 9		
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 in Schedule O			
b Enter the number of voting members included in line 1a, above, who are independent	1b 5		
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?	2		No
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	Yes	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6 Did the organization have members or stockholders?	6	Yes	
7a 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?	7a	Yes	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	Yes	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	Yes	
b Each committee with authority to act on behalf of the governing body?	8b	Yes	
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 in Schedule O.	9		No

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No
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?	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	No
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13.	12a	Yes
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.	12c	Yes
13 Did the organization have a written whistleblower policy?	13	Yes
14 Did the organization have a written document retention and destruction policy?	14	Yes
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?		
a The organization's CEO, Executive Director, or top management official	15a	No
b Other officers or key employees of the organization	15b	No
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
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?	16b	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed: _____

18 Section 6104 requires an organization to make its Form 1023 (or 1024-A if applicable), 990, and 990-T (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 in Schedule O)

19 Describe in 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.

20 State the name, address, and telephone number of the person who possesses the organization's books and records.
 ▶ DAVID BIXBY 2901 N CENTRAL AVE SUITE 160 PHOENIX, AZ 85012 (602) 747-4000

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****1a** 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, or 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.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ 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			
(1) KATHY BOLLINGER DIRECTOR (THRU 6/1/18)	4 0 40 0	X		X				0	950,741	1,082,123
(2) DENNIS LARAWAY CFO/DIR/TREASURER	8 0 48 0	X		X				0	1,207,959	626,520
(3) CAROL KARP CFO & DIRECTOR (THRU 11/1/18)	20 0 20 0	X		X				0	392,989	35,124
(4) MICHAEL DAKE CO-CHAIRMAN (AS OF 6/4/18)	4 0 0 0	X		X				0	0	0
(5) LARRY GOLDBERG CO-CHAIRMAN (AS OF 6/4/18)	40 0 0 0	X		X				963,101	0	237,357
(6) LEIGH NEUMAYER CO-CHAIRMAN/DIR (THRU 6/4/18)	4 0 0 0	X		X				0	0	0
(7) GREGG GOLDMAN SECRETARY/dir (THRU 10/18)	4 0 0 0	X		X				0	0	0
(8) LISA RUNLEY DIR/SECRETARY (AS OF 11/1/18)	40 0 0 0	X		X				0	0	0
(9) CHARLES CAIRNS DIRECTOR	4 0 0 0	X						0	0	0
(10) JOHN HENSING MD DIRECTOR	8 0 40 0	X						0	896,352	735,331
(11) IRV KRON DIRECTOR (AS OF 7/31/18)	4 0 0 0	X						0	0	0
(12) SCOTT NORDLUND DIRECTOR (AS OF 10/18)	8 0 40 0	X						0	699,140	395,342
(13) GUY REED DIRECTOR	40 0 0 0	X						0	0	0
(14) SCOTT GOODWIN PRESIDENT/DIR (THRU 9/22/18)	40 0 0 0	X		X				581,320	0	14,180
(15) SCOTT HOFFERBER CHIEF OPERATING OFFICER	40 0 0 0			X				460,119	0	149,325
(16) TEODOR PIREA MD PHYSICIAN	40 0 0 0					X		1,363,158	0	40,178
(17) ASHISH PERSHAD MD PHYSICIAN	40 0 0 0					X		1,047,428	0	40,225

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			
(18) WILBER SU MD PHYSICIAN	40 0 0 0					X		1,013,132	0	43,686
(19) RISHI GOSALIA MD PHYSICIAN	40 0 0 0					X		961,798	0	43,876
(20) DIVYA RATAN VERMA PHYSICIAN	40 0 0 0					X		958,577	0	38,232
(21) ROBIN SINGH CMO	40 0 0 0						X	413,137	0	7,101
(22) DENNIS DAHLEN CFO AND DIRECTOR	4 0 44 0						X	0	198,687	811
(23) THOMAS DICKSON MD CEO - BUMG	40 0 0 0						X	0	572,429	57,486
(24) STEVE NARANG CEO - BUMG	40 0 0 0						X	0	895,034	120,902
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								7,761,770	5,813,331	3,667,799

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 ► 669

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3 Yes	
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	4 Yes	
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	5	No

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
UNIVERSITY OF ARIZONA, PO BOX 210202 TUCSON, AZ 85721	MEDICAL SERVICES	13,593,072
THE CTR FOR ORTHOPEDIC RSRCH EDUC, 18444 N 25TH AVE SUITE 310 PHOENIX, AZ 85023	MEDICAL SERVICES	6,105,782
MEDICUS HOSPITALISTS WEST LLC, 22 ROULSTON ROAD WINDHAM, NH 03087	MEDICAL STAFFING	4,639,235
COMPHEALTH, PO BOX 972651 DALLAS, TX 75397	MEDICAL STAFFING	3,902,424
HENSEL PHELPS CONSTRUCTION CO, 420 6TH AVENUE GREELEY, CO 80632	CONSTRUCTION	3,090,987

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 ► 30

Part VIII		Statement of Revenue					
Check if Schedule O contains a response or note to any line in this Part VIII <input type="checkbox"/>							
		(A)	(B)	(C)	(D)		
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514		
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . .	1a					
	b Membership dues . . .	1b					
	c Fundraising events . . .	1c					
	d Related organizations	1d	267,089				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a - 1f \$ _____						
	h Total. Add lines 1a-1f ▶		267,089				
Program Service Revenue	2a HEALTHCARE SERVICES		Business Code				
			621111	365,182,497	365,182,497	0	0
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f ▶		365,182,497				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		0				
	4 Income from investment of tax-exempt bond proceeds ▶		0				
	5 Royalties ▶		0				
			(i) Real	(ii) Personal			
	6a Gross rents						
	b Less rental expenses						
	c Rental income or (loss)		0	0			
	d Net rental income or (loss) ▶		0				
			(i) Securities	(ii) Other			
	7a Gross amount from sales of assets other than inventory						
	b Less cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss) ▶		0				
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 a		0				
	b Less direct expenses b		0				
	c Net income or (loss) from fundraising events . . . ▶		0				
	9a Gross income from gaming activities See Part IV, line 19 a		0				
	b Less direct expenses b		0				
	c Net income or (loss) from gaming activities . . . ▶		0				
	10a Gross sales of inventory, less returns and allowances . . . a		0				
b Less cost of goods sold b		0					
c Net income or (loss) from sales of inventory . . . ▶		0					
Miscellaneous Revenue		Business Code					
11a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d ▶		0					
12 Total revenue. See Instructions ▶		365,449,586	365,182,497	0	0	0	

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.	938,749	938,749		
2 Grants and other assistance to domestic individuals. See Part IV, line 22.	0	0		
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, line 15 and 16.	0	0		
4 Benefits paid to or for members.	0	0		
5 Compensation of current officers, directors, trustees, and key employees.	2,405,402	0	2,405,402	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).	420,238	0	420,238	0
7 Other salaries and wages.	350,107,102	350,107,102	0	0
8 Pension plan accruals and contributions (include section 401 (k) and 403(b) employer contributions).	5,185,870	5,185,870	0	0
9 Other employee benefits.	14,435,683	14,435,683	0	0
10 Payroll taxes.	15,023,246	15,023,246	0	0
11 Fees for services (non-employees):				
a Management.	0	0	0	0
b Legal.	127,053	0	127,053	0
c Accounting.	0	0	0	0
d Lobbying.	0	0	0	0
e Professional fundraising services. See Part IV, line 17.	0			0
f Investment management fees.	0	0	0	0
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	60,481,212	44,163,620	16,317,592	0
12 Advertising and promotion.	2,454	2,454	0	0
13 Office expenses.	726,364	726,364	0	0
14 Information technology.	284,249	284,249	0	0
15 Royalties.	0	0	0	0
16 Occupancy.	2,114,331	2,114,331	0	0
17 Travel.	881,869	881,869	0	0
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.	0	0	0	0
19 Conferences, conventions, and meetings.	1,231	1,231	0	0
20 Interest.	271,713	3,057	268,656	0
21 Payments to affiliates.	0	0	0	0
22 Depreciation, depletion, and amortization.	1,329,878	1,329,878	0	0
23 Insurance.	6,595,823	6,595,823	0	0
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O):				
a CORPORATE ALLOCATION	31,464,484	0	31,464,484	0
b STAFF DEVELOPMENT	4,180,410	4,180,410	0	0
c MEDICAL SUPPLIES	999,612	999,612	0	0
d DUES & SUBSCRIPTIONS	601,470	601,470	0	0
e All other expenses	10,276,471	10,276,471		
25 Total functional expenses. Add lines 1 through 24e.	508,854,914	457,851,489	51,003,425	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).	0			

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part IX ☐

				(A) Beginning of year		(B) End of year	
Assets	1	Cash—non-interest-bearing		1,141,954	1	5,399	
	2	Savings and temporary cash investments		0	2	0	
	3	Pledges and grants receivable, net		0	3	0	
	4	Accounts receivable, net		53,613,608	4	66,865,262	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		0	5	0	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		0	6	0	
	7	Notes and loans receivable, net		0	7	0	
	8	Inventories for sale or use		0	8	0	
	9	Prepaid expenses and deferred charges		101,249	9	1,558,997	
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a	20,855,424			
	b	Less: accumulated depreciation	10b	8,714,771	6,649,767	10c	12,140,653
	11	Investments—publicly traded securities		0	11	0	
	12	Investments—other securities. See Part IV, line 11		0	12	0	
	13	Investments—program-related. See Part IV, line 11		0	13	0	
	14	Intangible assets		86,905	14	0	
	15	Other assets. See Part IV, line 11		3,510	15	10,085	
16	Total assets. Add lines 1 through 15 (must equal line 34)		61,596,993	16	80,580,396		
Liabilities	17	Accounts payable and accrued expenses		37,554,368	17	47,769,087	
	18	Grants payable		0	18	0	
	19	Deferred revenue		1,005,258	19	1,002,243	
	20	Tax-exempt bond liabilities		0	20	0	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		0	21	0	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		0	22	0	
	23	Secured mortgages and notes payable to unrelated third parties		0	23	0	
	24	Unsecured notes and loans payable to unrelated third parties		0	24	0	
	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		78,509	25	78,509	
	26	Total liabilities. Add lines 17 through 25		38,638,135	26	48,849,839	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets		22,900,045	27	31,686,098	
	28	Temporarily restricted net assets		58,813	28	44,459	
	29	Permanently restricted net assets		0	29	0	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds			30		
	31	Paid-in or capital surplus, or land, building or equipment fund			31		
	32	Retained earnings, endowment, accumulated income, or other funds			32		
33	Total net assets or fund balances		22,958,858	33	31,730,557		
34	Total liabilities and net assets/fund balances		61,596,993	34	80,580,396		

Part XI Reconciliation of Net AssetsCheck 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	365,449,586
2	Total expenses (must equal Part IX, column (A), line 25)	2	508,854,914
3	Revenue less expenses Subtract line 2 from line 1	3	-143,405,328
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	22,958,858
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	152,177,027
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	31,730,557

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

- 1** Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
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
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
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
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- 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?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- 3a** 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?
- 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 in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		No
2b	Yes	
2c	Yes	
3a		No
3b		

Additional Data

Software ID:

Software Version:

EIN: 94-2958258

Name: Banner-University Medical Group

Form 990 (2018)

Form 990, Part III, Line 4a:

PROVIDING INTEGRATED AND COORDINATED CARE AND POPULATION HEALTH MANAGEMENT SEE SCHEDULE O FOR ADDITIONAL INFORMATION

SCHEDULE A (Form 990 or 990-EZ)	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 the latest information.	OMB No 1545-0047
		2018
		Open to Public Inspection
Department of the Treasury Internal Revenue Service	Name of the organization Banner-University Medical Group	Employer identification number 94-2958258

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 **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		
Total						

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv), 170(b)(1)(A)(vi), and 170(b)(1)(A)(ix)
(Complete only if you checked the box on line 5, 7, 8, or 9 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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1	Gifts, grants, contributions, and membership fees received (Do not include any "unusual grant ")						
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)2014	(b)2015	(c)2016	(d)2017	(e)2018	(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 2018 (line 6, column (f) divided by line 11, column (f))	14
15	Public support percentage for 2017 Schedule A, Part II, line 14	15
16a	33 1/3% support test—2018. 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—2017. 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—2018. 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—2017. 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) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
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						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2014	(b) 2015	(c) 2016	(d) 2017	(e) 2018	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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 2018 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2017 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2018 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2017 Schedule A, Part III, line 17	18	

19a 33 1/3% support tests—2018. 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—2017. 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 on line 12 of 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? <i>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.</i>	1	
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>	2	
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>	3a	
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)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>	3b	
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>	3c	
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes" and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>	4a	
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>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.</i>	4b	
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)? <i>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.</i>	4c	
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>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).</i>	5a	
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?	5b	
c Substitutions only. Was the substitution the result of an event beyond the organization's control?	5c	
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? <i>If "Yes," provide detail in Part VI.</i>	6	
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (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? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>	7	
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>	8	
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))? <i>If "Yes," provide detail in Part VI.</i>	9a	
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? <i>If "Yes," provide detail in Part VI.</i>	9b	
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? <i>If "Yes," provide detail in Part VI.</i>	9c	
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)? <i>If "Yes," answer line 10b below.</i>	10a	
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>	10b	

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?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? <i>If "Yes" to a, b, or c, provide detail in Part VI</i>		

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? <i>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.</i>		
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? <i>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.</i>		

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)? <i>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).</i>		

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?		
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? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
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? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

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? <i>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.</i>		
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? <i>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.</i>		
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? <i>Provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations			
<div>1</div> <div><input type="checkbox"/></div> <div>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.</div>			
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)	1	
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	<div><input type="checkbox"/></div> Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions)		

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 2018 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-2018	(iii) Distributable Amount for 2018
1 Distributable amount for 2018 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2018 (reasonable cause required-- explain in Part VI) See instructions			
3 Excess distributions carryover, if any, to 2018			
a From 2013.			
b From 2014.			
c From 2015.			
d From 2016.			
e From 2017.			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2018 distributable amount			
i Carryover from 2013 not applied (see instructions)			
j Remainder Subtract lines 3g, 3h, and 3i from 3f			
4 Distributions for 2018 from Section D, line 7 \$			
a Applied to underdistributions of prior years			
b Applied to 2018 distributable amount			
c Remainder Subtract lines 4a and 4b from 4			
5 Remaining underdistributions for years prior to 2018, if any Subtract lines 3g and 4a from line 2 If the amount is greater than zero, explain in Part VI See instructions			
6 Remaining underdistributions for 2018 Subtract lines 3h and 4b from line 1 If the amount is greater than zero, explain in Part VI See instructions			
7 Excess distributions carryover to 2019. Add lines 3j and 4c			
8 Breakdown of line 7			
a Excess from 2014.			
b Excess from 2015.			
c Excess from 2016.			
d Excess from 2017.			
e Excess from 2018.			

Additional Data

Software ID:
Software Version:
EIN: 94-2958258
Name: Banner-University Medical Group

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)

Facts And Circumstances Test

2018

▶ **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 the latest information.**

Open to Public Inspection

94-2958258

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

Complete if the organization answered "Yes" on Form 990, Part IV, and/or		(a) Donor advised funds	(b) Funds and other accounts
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 and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

1 Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e.g., recreation or education)
 ☐ Preservation of an historically important land area
☐ Protection of natural habitat
 ☐ Preservation of a certified historic structure
☐ Preservation of open space

2. Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2d

3. Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____

4. Number of states where property subject to conservation easement is located ► _____

5. Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6. Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► _____

7. Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ► \$ _____

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)? ☐ Yes ☐ No

9. In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

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

1a If the organization elected, as permitted under SFAS 116 (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 SFAS 116 (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 SFAS 116 (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 are a 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 programs

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.

1a

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

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 in 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
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

Temporarily restricted endowment ▶

The percentages on lines 2a, 2b, and 2c should equal 100%

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

(ii)

related organizations

b

If "Yes" on 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

	Yes	No
3a(i)		
3a(ii)		
3b		

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
1a Land		1,020,000		1,020,000
b Buildings		450,416	196,097	254,319
c Leasehold improvements		1,506,366	852,577	653,789
d Equipment		11,647,341	7,666,097	3,981,244
e Other		6,231,301		6,231,301
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) . . . ▶				12,140,653

Part VII

Investments—Other Securities. 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)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ▶		

Part VIII

Investments—Program Related.
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)		
Total. (Column (b) must equal Form 990, Part X, col (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)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	

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. Federal income taxes	0
457(B) LIABILITY	78,302
ESCHEAT	207
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	78,509

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 FIN 48 (ASC 740) Check here if the text of the footnote has been provided in 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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains (losses) on investments	2a		
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	
3	Subtract line 2e from line 1		3	
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)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

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	
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	
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)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

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.

Return Reference	Explanation
See Additional Data Table	

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

Additional Data

Software ID:
Software Version:
EIN: 94-2958258
Name: Banner-University Medical Group

Supplemental Information

Return Reference	Explanation
SCHEDULE D, PART X, LINE 2	BANNER HAS NOT RECORDED ANY EXPENSE OR ACCRUED FOR ANY RELATED EXPENSE FOR ANY UNCERTAIN TAX POSITIONS BANNER'S 2015 THROUGH 2018 TAX YEARS REMAIN SUBJECT TO EXAMINATION FOR FEDERAL INCOME TAX PURPOSES, WHEREAS THE 2014 THROUGH 2018 TAX YEARS REMAIN SUBJECT TO EXAMINATION FOR STATE TAXING JURISDICTIONS IN WHICH BANNER OPERATES

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," on Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Open to Public Inspection

Name of the organization Banner-University Medical Group	Employer identification number 94-2958258
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Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000 Part II can be duplicated if additional space is needed

(a) Name and address of organization or government	(b) EIN	(c) IRC section (if applicable)	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of noncash assistance	(h) Purpose of grant or assistance
(1) UNIVERSITY OF ARIZONA 888 N EUCLID TUCSON, AZ 85719	74-2652689	501(c)(3)	938,749				MEDICAL EDUCATION AND RESEARCH

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table	1
3 Enter total number of other organizations listed in the line 1 table	

Part III **Grants and Other Assistance to Domestic Individuals.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22

Part III can be duplicated if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of noncash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of noncash assistance
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					

Part IV **Supplemental Information.** Provide the information required in Part I, line 2; Part III, column (b); and any other additional information.

Return Reference	Explanation
SCHEDULE I, PART I, LINE 2	BANNER-UNIVERSITY MEDICAL GROUP'S (BUMG) GUIDELINES REGARDING CHARITABLE CONTRIBUTIONS TO OUTSIDE ORGANIZATIONS DIRECT US TO MAKE CONTRIBUTIONS TO OTHER ORGANIZATIONS WHOSE CHARITABLE MISSIONS ALIGN WITH BUMG'S MISSION "TO ASSIST BANNER HEALTH IN COMPLETING ITS MISSION 'TO MAKE HEALTH CARE EASIER, SO LIFE CAN BE BETTER' BY PROVIDING INTEGRATED & COORDINATED CARE & POPULATION HEALTH MANAGEMENT " IN SELECTED CIRCUMSTANCES WHEN A CONTRIBUTION IS NOT DIRECTLY LINKED TO PATIENT CARE, IT SERVES TO BETTER SUPPORT OUR COMMUNITY'S NEEDS

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- 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.**

Name of the organization
Banner-University Medical Group

Employer identification number

94-2958258

Part I Questions Regarding Compensation

1a 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 checked="" 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 (e.g., maid, chauffeur, chef) |

b If any of the boxes in 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

1b Yes

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

2 Yes

3 Indicate which, if any, of the following the filing 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 type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input 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?

4a Yes

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

4b Yes

c Participate in, or receive payment from, an equity-based compensation arrangement?

4c No

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

Only 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?

5a No

b Any related organization?

5b No

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?

6a No

b Any related organization?

6b No

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 in lines 5 and 6? If "Yes," describe in Part III

7 Yes

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

8 No

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

9

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 are not 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.

[illegible]

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.

Return Reference	Explanation
SCHEDULE J, PART I, LINE 1A	GROSS-UP FOR TAXABLE RELOCATION THE FOLLOWING INDIVIDUALS RECEIVED A ONE-TIME PAYMENT FOR RELOCATION EXPENSES, WHICH INCLUDED A GROSS-UP. THIS AMOUNT IS INCLUDED IN THE INDIVIDUAL'S COMPENSATION AND IS INCLUDED IN SCHEDULE J, PART II, COLUMN (B)(III). THE AMOUNT OF THE PAYMENT IS LISTED BELOW: LARRY GOLDBERG \$259,799 SCOTT NORDLUND \$189,981

Return Reference	Explanation
SCHEDULE J, PART I, LINE 3	THE COMPENSATION OF THE ORGANIZATION'S CEO IS DETERMINED BY A RELATED TAX-EXEMPT ORGANIZATION SEE SCHEDULE O FOR FORM 990, PART VI, LINES 15A AND 15B FOR THE PROCESS USED BY THE RELATED ORGANIZATION TO DETERMINE COMPENSATION

Return Reference	Explanation
SCHEDULE J, PART I, LINE 4A	THE FOLLOWING INDIVIDUALS RECEIVED SEVERANCE PAY DURING 2018 (INCLUDED IN SCH J, PART II, COLUMN (B)(III)) SCOTT GOODWIN \$111,923 ROBIN SINGH \$147,185

Return Reference	Explanation
SCHEDULE J, PART I, LINE 4B	<p>THE EXECUTIVE EXEC 457(F) PLAN OF BANNER HEALTH COVERS SOME OF THE OFFICERS AND DIRECTORS LISTED ON FORM 990, PART VII, SECTION A, LINE 1A</p> <p>THIS NONQUALIFIED PLAN IS HELD AT FIDELITY INVESTMENTS VESTING OCCURS UPON MEETING VESTING REQUIREMENTS (SUBJECT TO A SUBSTANTIAL RISK OF FORFEITURE) - EARLIER OF AGE 62, 5 YEARS FROM DATE OF DEPOSIT, OR RULE OF 80 TAXATION OCCURS UPON DISTRIBUTION (IF VESTED) THE ONLY CONTRIBUTIONS ALLOWED ARE EMPLOYER CONTRIBUTIONS PAYOUT AMOUNTS ARE TAXABLE AND INCLUDED IN SCHEDULE J, PART II, COLUMN (B)(III)</p> <p>DEPOSIT AMOUNTS ARE INCLUDED IN SCHEDULE J, PART II, COLUMN (C) NAME 457(F) PAYOUT EMPLOYER 457(F) DEPOSIT DENNIS LARAWAY \$0 \$13,803</p> <p>SCOTT GOODWIN \$7,856 \$7,879 KATHY BOLLINGER \$0 \$76,505 THOMAS DICKSON \$0 \$38,177 STEVE NARANG \$105,347 \$33,523 SCOTT HOFFERBER \$0 \$14,819</p> <p>CAROL KARP \$0 \$7,340</p>

Return Reference	Explanation																														
SCHEDULE J, PART I, LINE 7	<p>1 THE INDIVIDUALS IDENTIFIED BELOW PARTICIPATE IN A LONG-TERM INCENTIVE PLAN (LTIP) COVERING THE THREE-YEAR CYCLES FROM 2015-2017, 2016-2018, 2017-2019 AND 2018-2020 THE LTIP WAS DESIGNED AT THE INITIATIVE OF THE BANNER BOARD OF DIRECTORS WITH THE ASSISTANCE OF TOWERS WATSON, AND ALL COMPONENTS WERE APPROVED BY THE BOARD THE PLANS AREAS OF PERFORMANCE TARGETS INCLUDE BANNER HEALTH NETWORK COST PER CASE, ELECTRONIC HEALTH RECORD IMPLEMENTATION, COVERED LIVES (POPULATION HEALTH MANAGEMENT) AND HIRING PHYSICIANS AWARDS ARE CALCULATED AS A PERCENTAGE OF AVERAGE BASE SALARY DURING THE THREE-YEAR CYCLE, AND OPPORTUNITY VARIES BY POSITION LEVEL THE PLAN REQUIRES A THRESHOLD LEVEL OF FINANCIAL PERFORMANCE BEFORE ANY AWARDS CAN BE MADE, AND THE AMOUNT OF THE AWARDS VARIES WITH THE DEGREE OF ACHIEVEMENT OF THE TARGETS THE MAXIMUM LTIP PAYOUT OPPORTUNITY RANGES FROM 20% TO 255% OF THE AVERAGE THREE-YEAR BASE SALARY AWARDS HAVE BEEN ACCRUED UNDER THE LTIP, BUT NO PAYMENTS ARE MADE UNTIL AFTER YEAR-END AND ACHIEVEMENT IS VERIFIED BY THE BANNER HEALTH BOARD COMPENSATION COMMITTEE AND APPROVED BY THE FULL BOARD OF DIRECTORS OF BANNER HEALTH ALL LTIP COMPENSATION PAYMENTS ARE REPORTED IN THE INCENTIVE AND BONUS COMPENSATION SHOWN IN SCHEDULE J, PART II, COLUMN (B)(II) AMOUNTS PAID FOR 2018 FOR THE 2015-2016 CYCLE ARE REPORTED IN SCHEDULE J, PART II, COLUMN (B)(II) AS BONUS & INCENTIVE COMPENSATION AMOUNTS ACCRUED FOR 2018 FOR THE 2015-2017 CYCLE AND THE 2016-2018, 2017-2019, AND 2018-2020 CYCLES (TO BE PAID OUT IN 2019, 2020, AND 2021 RESPECTIVELY) ARE REPORTED IN SCHEDULE J, PART II, COLUMN (C) AS DEFERRED COMPENSATION</p> <table><thead><tr><th>NAME</th><th>LTIP ACCRUAL</th><th>LTIP PAYOUT</th></tr></thead><tbody><tr><td>LARRY GOLDBERG</td><td>\$231,900</td><td>\$0</td></tr><tr><td>SCOTT NORDLUND</td><td>\$378,007</td><td>\$0</td></tr><tr><td>DENNIS LARAWAY</td><td>\$595,008</td><td>\$0</td></tr><tr><td>JOHN HENSING, MD</td><td>\$729,849</td><td>\$316,268</td></tr><tr><td>KATHY BOLLINGER</td><td>\$982,558</td><td>\$233,675</td></tr><tr><td>THOMAS DICKSON</td><td>\$0</td><td>\$113,886</td></tr><tr><td>STEVE NARANG</td><td>\$44,984</td><td>\$103,993</td></tr><tr><td>DENNIS DAHLEN</td><td>\$0</td><td>\$198,687</td></tr><tr><td>SCOTT HOFFERBER</td><td>\$102,005</td><td>\$0</td></tr></tbody></table> <p>2 BANNER HEALTH HAS A MANAGEMENT INCENTIVE PLAN (MIP) WHICH IS BASED ON COMPANY ACHIEVEMENT OF BASE AND STRETCH TARGETS FOR SEVERAL FINANCIAL AND NON-FINANCIAL/CLINICAL QUALITY METRICS THAT ARE ESTABLISHED ANNUALLY BY THE BANNER HEALTH BOARD OF DIRECTORS AWARDS ARE GRANTED AS A PERCENTAGE OF THE PARTICIPANT'S BASE SALARY AND VARY WITH THE POSITION LEVEL OF THE PARTICIPATING EMPLOYEE, RANGING FROM 7% TO 110% OF BASE SALARY IN 2018, THERE WERE 1,053 MIP PARTICIPANTS THE MIP WAS ACCRUED IN 2018 FOR THE 2018 MIP, AND PAYOUTS ON THE 2018 MIP WERE PAID IN 2018 MIP COMPENSATION IS INCLUDED IN SCHEDULE J, PART II, COLUMN (B)(II)</p> <p>3 CLINICAL PHYSICIANS EMPLOYED BY BANNER ARE TYPICALLY PAID ON THE BASIS OF A COMPENSATION SYSTEM THAT INCORPORATES A BASE SALARY AND A NON-FIXED PRODUCTIVITY COMPONENT THAT IS BASED UPON THE PHYSICIAN'S PRODUCTIVITY ALL BONUS AND INCENTIVE COMPENSATION UNDER THIS PLAN IS INCLUDED IN SCHEDULE J, PART II, COLUMN (B)(II)</p>	NAME	LTIP ACCRUAL	LTIP PAYOUT	LARRY GOLDBERG	\$231,900	\$0	SCOTT NORDLUND	\$378,007	\$0	DENNIS LARAWAY	\$595,008	\$0	JOHN HENSING, MD	\$729,849	\$316,268	KATHY BOLLINGER	\$982,558	\$233,675	THOMAS DICKSON	\$0	\$113,886	STEVE NARANG	\$44,984	\$103,993	DENNIS DAHLEN	\$0	\$198,687	SCOTT HOFFERBER	\$102,005	\$0
NAME	LTIP ACCRUAL	LTIP PAYOUT																													
LARRY GOLDBERG	\$231,900	\$0																													
SCOTT NORDLUND	\$378,007	\$0																													
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DENNIS DAHLEN	\$0	\$198,687																													
SCOTT HOFFERBER	\$102,005	\$0																													



Additional Data

Software ID:
Software Version:
EIN: 94-2958258
Name: Banner-University Medical Group

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(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				
KATHY BOLLINGER DIRECTOR (THRU 6/1/18)	(i)	0	0	0	0	0	0	0
	(ii)	299,345	636,665	14,731	1,070,063	12,060	2,032,864	233,675
DENNIS LARAWAY CFO/DIR/TREASURER	(i)	0	0	0	0	0	0	0
	(ii)	794,864	390,720	22,375	610,034	16,486	1,834,479	0
CAROL KARP CFO & DIRECTOR (THRU 11/1/18)	(i)	0	0	0	0	0	0	0
	(ii)	314,736	58,361	19,892	15,494	19,630	428,113	0
LARRY GOLDBERG CO-CHAIRMAN (AS OF 6/4/18)	(i)	473,890	227,000	262,211	231,900	5,457	1,200,458	0
	(ii)	0	0	0	0	0	0	0
JOHN HENSING MD DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	87,786	808,024	542	733,378	1,953	1,631,683	316,268
SCOTT NORDLUND DIRECTOR (AS OF 10/18)	(i)	0	0	0	0	0	0	0
	(ii)	388,142	120,000	190,998	378,007	17,335	1,094,482	0
SCOTT GOODWIN PRESIDENT/DIR (THRU 9/22/18)	(i)	371,058	69,249	141,013	8,433	5,747	595,500	0
	(ii)	0	0	0	0	0	0	0
SCOTT HOFFERBER CHIEF OPERATING OFFICER	(i)	334,372	105,745	20,002	127,824	21,501	609,444	0
	(ii)	0	0	0	0	0	0	0
TEODOR PIREA MD PHYSICIAN	(i)	512,148	850,478	532	11,000	29,178	1,403,336	0
	(ii)	0	0	0	0	0	0	0
ASHISH PERSHAD MD PHYSICIAN	(i)	740,005	306,217	1,206	11,000	29,225	1,087,653	0
	(ii)	0	0	0	0	0	0	0
WILBER SU MD PHYSICIAN	(i)	698,725	294,685	19,722	11,000	32,686	1,056,818	0
	(ii)	0	0	0	0	0	0	0
RISHI GOSALIA MD PHYSICIAN	(i)	39	942,773	18,986	11,000	32,876	1,005,674	0
	(ii)	0	0	0	0	0	0	0
DIVYA RATAN VERMA PHYSICIAN	(i)	423,102	535,022	453	11,000	27,232	996,809	0
	(ii)	0	0	0	0	0	0	0
DENNIS DAHLEN CFO AND DIRECTOR	(i)	0	0	0	0	0	0	0
	(ii)	0	198,687	0	0	811	199,498	198,687
THOMAS DICKSON MD CEO - BUMG	(i)	0	0	0	0	0	0	0
	(ii)	191,021	373,886	7,522	45,962	11,524	629,915	113,886
STEVE NARANG CEO - BUMG	(i)	0	0	0	0	0	0	0
	(ii)	424,361	346,135	124,538	89,507	31,395	1,015,936	209,340
ROBIN SINGH CMO	(i)	220,427	23,613	169,097	0	7,101	420,238	0
	(ii)	0	0	0	0	0	0	0

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury

Name of the organization

Banner-University Medical Group

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

2018

Open to Public Inspection

Employer identification number

94-2958258

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4	BANNER-UNIVERSITY MEDICAL GROUP (BUMG) IS COMPRISED OF APPROXIMATELY 700 PHYSICIANS, MANY OF WHOM ARE EMPLOYED BY THE UNIVERSITY OF ARIZONA COLLEGE OF MEDICINE, WHILE SOME ARE EMPLOYED BY BUMG THE PHYSICIANS PRACTICE AT BANNER HEALTH'S HOSPITALS AND AT NUMEROUS HOSPITALS AND CLINICS ACROSS TUCSON, SOUTHERN ARIZONA, AND NEVADA WITH THE CONNECTIONS TO THE UA COLLEGE OF MEDICINE, BUMG PHYSICIANS EDUCATE MORE THAN 500 MEDICAL STUDENTS AND TRAIN NEARLY AS MANY POSTGRADUATE MEDICAL RESIDENTS ANNUALLY THEY ALSO CONDUCT RESEARCH AT THE UNIVERSITY OF ARIZONA'S CANCER CENTER, STEELE CHILDREN'S RESEARCH CENTER, ARIZONA ARTHRITIS CENTER, SARVER HEART CENTER, AND MANY OTHER FACILITIES AND PROGRAMS

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 4	<p>ON JANUARY 17, 2018, BANNER HEALTH, THE PARENT OF BANNERUNIVERSITY mEDICAL GROUP, ADOPTED THE FOURTH AMENDMENT TO THE ACADEMIC AFFILIATION aGREEMENT DATED FEBRUARY 28, 2015 WITH THE ARIZONA BOARD OF REGENTS THE ACADEMIC AFFILIATION AGREEMENT ESTABLISHES THE MEMBERSHIP OF THE ACADEMIC MANAGEMENT COUNCIL (AMC) THE AMC ACTS AS THE BOARD OF DIRECTORS OF BANNERUNIVERSITY MEDICAL GROUP THE FOURTH AMENDMENT WERE AMENDED AS FOLLOWS 1) CHANGED THE NUMBER OF MEMBERS OF THE ACADEMIC MANAGEMENT COUNCIL (AMC) FROM SEVEN MEMBERS TO EIGHT MEMBERS 2)IT ALSO CHANGED THE NUMBER OF MEMBERS APPOINTED BY BANNER HEALTH FROM THREE TO FOUR FORM 990, PART VI, LINE 6 BANNER - UNIVERSITY MEDICAL GROUP'S SOLE MEMBER IS BANNER HEALTH, AN ARIZONA NONPROFIT CORPORATION, WHICH IS ALSO EXEMPT FROM TAX AS AN ENTITY DESCRIBED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 7A	THE DIRECTORS OF BANNER - UNIVERSITY MEDICAL GROUP (BUMG) ARE THOSE INDIVIDUALS SERVING AS MEMBERS OF THE ACADEMIC MANAGEMENT COUNCIL (AMC) PURSUANT TO THE ACADEMIC AFFILIATION AGREEMENT DATED FEBRUARY 28, 2015 BETWEEN BANNER HEALTH (BH) AND THE ARIZONA BOARD OF REGENTS ON BEHALF OF THE UNIVERSITY OF ARIZONA AMC MEMBERS ARE APPOINTED BY THE UNIVERSITY OF ARIZONA AND BH, BUMGS SOLE CORPORATE MEMBER

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 7B	AS THE SOLE CORPORATE MEMBER, BANNER HEALTH RESERVES THE POWER TO MAKE OR APPROVE DECISIONS OF THE CORPORATION AS GRANTED IN THE BYLAWS SUBJECT TO SPECIFIC POWERS OF THE ACADEMIC MANAGEMENT COUNCIL

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 11B	THE 990 IS REVIEWED BY BANNER HEALTH'S LEGAL DEPARTMENT, TAX DEPARTMENT, INTERNAL AUDIT DEPARTMENT AND CERTAIN BANNER - UNIVERSITY MEDICAL GROUP OFFICERS A MEETING IS HELD WITH THE TAX PREPARER AND A LINE-BY-LINE REVIEW IS DONE PRIOR TO THE FILING OF THE RETURN THE FORM 990 WILL BE MADE AVAILABLE TO THE GOVERNING BODY AT THE NEXT REGULARLY SCHEDULED BOARD MEETING AFTER FILING

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 12C	BANNER - UNIVERSITY MEDICAL GROUP (BUMG) HAS ADOPTED THE BANNER HEALTH (BH) CONFLICT OF INTEREST POLICY THIS POLICY REQUIRES THE INTERNAL AUDIT DEPARTMENT OF BANNER HEALTH TO PROVIDE EACH PARTY WITH A DISCLOSURE QUESTIONNAIRE THE INTERNAL AUDIT DEPARTMENT PREPARES A SUMMARY FOR THE TAX DEPARTMENT THIS SUMMARY IS ALSO PRESENTED TO THE AUDIT COMMITTEE THE TAX DEPARTMENT PREPARES THE FORM 990 DISCLOSURE THIS DISCLOSURE IS PRESENTED TO THE LEGAL DEPARTMENT FOR REVIEW PURSUANT TO BH'S CONFLICT OF INTEREST POLICY, ALL BOARD MEMBERS, OFFICERS AND THE DIRECTOR OF AUDIT SERVICES MUST DISCLOSE THE EXISTENCE OF ANY FINANCIAL INTEREST THAT MAY GIVE RISE TO A CONFLICT OF INTEREST

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINES 15A & 15B	<p>BANNER-UNIVERSITY MEDICAL GROUP (BUMG) UTILIZES A COMPENSATION COMMITTEE COMPRISED OF INDEPENDENT DIRECTORS THAT EXERCISES OVERSIGHT OVER ALL ASPECTS OF THE COMPENSATION PAID TO OR FOR THE BENEFIT OF THE CEO AND ALL OTHER SENIOR EXECUTIVES OF BUMG AND ANY OF ITS AFFILIATES AND ALL OTHER PERSONS WHO CONSTITUTE "DISQUALIFIED PERSONS" WITH RESPECT TO BANNER HEALTH UNDER CODE SECTION 4958. THE COMMITTEE - ASSESSES ANNUALLY THE PERFORMANCE OF THE PRESIDENT AND CEO - EXERCISES OVERSIGHT OVER ALL ASPECTS OF COMPENSATION FOR THE PRESIDENT AND CEO - REVIEWS AND DETERMINES THE EXECUTIVE TOTAL COMPENSATION PHILOSOPHY OF BUMG - ESTABLISHES THE PERMISSIBLE RANGES OF COMPENSATION FOR SENIOR EXECUTIVES AND DISQUALIFIED PERSONS - REVIEWS AND APPROVES THE DESIGN OF THE COMPONENTS OF COMPENSATION FOR SENIOR EXECUTIVES AND ANY OTHER DISQUALIFIED PERSONS AND MONITORS COMPLIANCE OF BUMG WITH THE PHILOSOPHY AND DESIGN COMPONENTS OF EXECUTIVE COMPENSATION - RECEIVES THE PRESIDENT AND CEO'S REPORT CONCERNING THE OVERALL PERFORMANCE AND DEVELOPMENT ASSESSMENT OF THE SENIOR EXECUTIVES - ACTS FOR THE BOARD IN THE ENGAGEMENT AND DIRECT OVERSIGHT OF EXTERNAL INDEPENDENT COMPENSATION CONSULTANTS ENGAGED TO PROVIDE ADVICE AND INFORMATION WITH RESPECT TO THE REASONABLENESS AND COMPETITIVENESS OF THE COMPENSATION PAID TO THE PRESIDENT AND CEO, SENIOR EXECUTIVES AND ANY OTHER DISQUALIFIED PERSONS, WHICH THE CONSULTANT REPORTS DIRECTLY TO THE COMMITTEE. IN ADDITION, THE COMMITTEE HAS ADOPTED THE FOLLOWING BEST PRACTICES WITH RESPECT TO ITS EXECUTIVE COMPENSATION OVERSIGHT FUNCTION - REVIEWS ALL INCENTIVE PLANS, BENEFIT PLANS AND PROGRAMS THAT APPLY TO EMPLOYEES AND PHYSICIANS - APPROVES THE PRESIDENT AND CEO'S RECOMMENDATIONS AS TO THE COMPENSATION OF SENIOR EXECUTIVES - USES TALLY SHEETS SUMMARIZING A ALL COMPONENTS OF THE CEO'S AND SENIOR EXECUTIVES' COMPENSATION, INCLUDING A THREE-YEAR EARNINGS HISTORY AND THE COST OF ALL COMPENSATION (INCLUDING SPECIFICALLY DEFERRED COMPENSATION) AT THE TIME THAT ANY ACTION IS TAKEN WITH RESPECT TO THE CEO'S OR SENIOR EXECUTIVES' COMPENSATION IN ORDER TO ENSURE THAT THE COMMITTEE IS FULLY INFORMED OF THE COMPLETE COMPENSATION PACKAGE BEFORE TAKING ANY SUCH ACTION - REVIEWS THE ANNUAL FORM 990 DISCLOSURES RELATING TO EXECUTIVE COMPENSATION TO ENSURE THE DISCLOSURES ACCURATELY RECONCILE TO THE COMPENSATION PACKAGES APPROVED BY THE COMMITTEE. AS STATED, THE COMPENSATION COMMITTEE RETAINS AN EXTERNAL INDEPENDENT COMPENSATION CONSULTING FIRM TO ASSIST THE COMMITTEE. IN 2011, THE COMMITTEE ENGAGED A NATIONALLY RECOGNIZED COMPENSATION CONSULTING FIRM WITH SUBSTANTIAL HEALTHCARE EXPERIENCE. THIS FIRM REVIEWED AND OPINED AS TO THE REASONABLENESS OF THE TOTAL COMPENSATION PACKAGE OF THE PRESIDENT AND CEO, SENIOR EXECUTIVE MANAGEMENT, AND OTHER EXECUTIVE MANAGEMENT IDENTIFIED BY THE COMMITTEE AS POTENTIAL DISQUALIFIED PERSONS. THE COMMITTEE PERIODICALLY REVIEWS THE RELATIONSHIP BETWEEN BUMG AND EACH CONSULTANT TO ENSURE THE CONSULTANT'S INDEPENDENCE. IN</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINES 15A & 15B	<p>CONNECTION WITH EACH SUCH EVALUATION, THE COMMITTEE REQUESTS A WRITTEN CERTIFICATION FROM EACH CONSULTANT THAT - INCLUDES AN INDEPENDENCE ATTESTATION AFFIRMING THAT THE CONSULTANT HAS CONDUCTED ITS OWN INTERNAL ASSESSMENT AND, BASED ON SUCH ASSESSMENT AND ITS INTERNAL CONTROLS, CONCLUDED THAT IT HAS PERFORMED ITS SERVICES FOR THE COMMITTEE IN AN INDEPENDENT MANNER AND IS INDEPENDENT AS DEFINED IN THE INTERMEDIATE SANCTION REGULATIONS UNDER CODE SECTION 4958 - CONFIRMS THAT THE CONSULTANT REPORTS TO THE COMMITTEE THROUGH THE CHAIR OF THE COMMITTEE AND THAT ALL CONSULTING ACTIVITY FOR BUMG CONDUCTED BY SUCH CONSULTANT DURING THE PRECEDING YEAR WAS CONDUCTED WITH THE KNOWLEDGE AND CONSENT OF THE CHAIR OF THE COMMITTEE - DETAILS THE AMOUNTS PAID BY BANNER HEALTH TO THE CONSULTANT IN ITS CAPACITY AS AN EXTERNAL COMPENSATION CONSULTANT TO THE COMMITTEE, AND THE AMOUNTS PAID BY BUMG, IF ANY, TO THE CONSULTANT AND ITS AFFILIATES FOR ANY OTHER ENGAGEMENTS WITH THE ASSISTANCE OF THE INDEPENDENT COMPENSATION CONSULTANT, THE COMPENSATION COMMITTEE ANNUALLY REVIEWS THE PERFORMANCE OF THE PRESIDENT AND CEO, AND RECOMMENDS ADJUSTMENTS TO HIS BASE SALARY AS DEEMED APPROPRIATE BASED UPON THE REVIEW, SUBJECT TO CONFIRMATION FROM THE CONSULTANT (WHO ATTENDS SUCH MEETING) THAT THE RECOMMENDATION IS APPROPRIATE AND WILL NOT RESULT IN THE OVERALL COMPENSATION OF THE PRESIDENT AND CEO BECOMING UNREASONABLE IN ORDER TO ENSURE THAT THE COMPENSATION DECISION IS SUBJECT TO THE ACTION OF INDEPENDENT DIRECTORS, THE BOARD MAY NOT APPROVE A SALARY ACTION DIFFERENT FROM THAT RECOMMENDED BY THE COMPENSATION COMMITTEE WITHOUT THE CONCURRENCE OF THE COMMITTEE THE PRESIDENT AND CEO ESTABLISHES THE BASE SALARY OF THE EXECUTIVES WHO DIRECTLY REPORT TO HIM, AND THOSE EXECUTIVES IN TURN ESTABLISH THE BASE SALARY OF THOSE INDIVIDUALS WHO REPORT TO THEM ALL BASE SALARIES ARE, HOWEVER, BASED UPON POSITION-SPECIFIC MARKET DATA PROVIDED BY THE BANNER COMPENSATION AND BENEFITS DEPARTMENT THESE RANGES ARE ESTABLISHED IN ACCORDANCE WITH AN EXECUTIVE COMPENSATION PHILOSOPHY THAT IS ESTABLISHED, AND PERIODICALLY REVIEWED, BY THE COMPENSATION COMMITTEE ANNUAL EQUITY ADJUSTMENTS MAY BE MADE UPON APPROVAL OF THE PRESIDENT AND CEO BASED UPON SPECIFIC MARKET DATA THE COMPENSATION COMMITTEE RECEIVES AN ANNUAL REPORT FROM THE COMPENSATION AND BENEFITS DEPARTMENT SHOWING THAT BASE SALARIES ARE BEING MAINTAINED CONSISTENT WITH THE EXECUTIVE COMPENSATION PHILOSOPHY APPROVED BY THE COMMITTEE AS STATED IN THE RESPONSE TO SCHEDULE J, PART I, LINE 7, THE SIGNIFICANT NON-FIXED COMPONENTS OF THE COMPENSATION OF THE PRESIDENT AND CEO AND OTHER SENIOR MANAGEMENT ARE ESTABLISHED AND MONITORED BY THE COMPENSATION COMMITTEE WITH THE ASSISTANCE OF THE INDEPENDENT COMPENSATION CONSULTANT AND ARE INCLUDED IN THE ANNUAL REASONABLENESS OPINION RENDERED BY THE INDEPENDENT COMPENSATION CONSULTANT CONTEMPORANEOUS MINUTES ARE KEPT OF ALL MEETINGS OF THE COMPENSATION COMMITTEE AND OF THE ACTIONS OF THE BOARD OF DIRECTORS</p>

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINES 15A & 15B	CTORS IN APPROVING THE COMPENSATION OF THE PRESIDENT AND CEO AND REVIEWING AND MONITORING THE COMPENSATION FOR ALL OTHER SENIOR EXECUTIVES AND TOP MANAGEMENT THE COMPENSATION REVIEW PROCESS WAS LAST COMPLETED IN 2018

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART VI, LINE 19	THE ORGANIZATION'S GOVERNING DOCUMENTS, AUDITED FINANCIAL STATEMENTS, CONFLICT OF INTEREST POLICY, AND TAX RETURNS ARE AVAILABLE UPON REQUEST COPIES ARE MAINTAINED AT EACH ADMINISTRATIVE OFFICE AND IN THE LEGAL AND TAX DEPARTMENTS FORM 990, PART VII, SECTION B, LINE 1 COMPENSATION AMOUNTS OF THE FIVE HIGHEST PAID INDEPENDENT CONTRACTORS INCLUDE ALL PAYMENTS MADE TO THE INDEPENDENT CONTRACTORS AND MAY INCLUDE GOODS/MATERIALS BECAUSE BREAKDOWN WAS NOT AVAILABLE

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART XI, LINE 9	INTERCOMPANY TRANSFERS \$152,177,027

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION PURCHASED SERVICES TOTAL FEES 5064769

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION PHYSICIAN FEES TOTAL FEES 10194315

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION CONSULTING FEES TOTAL FEES 363049

990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990 PART IX LINE 11G	DESCRIPTION OTHER FEES TOTAL FEES 44859079

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93493319126779	
SCHEDULE R (Form 990)	Related Organizations and Unrelated Partnerships				OMB No 1545-0047
					2018
	▶ 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.				Open to Public Inspection
Department of the Treasury Internal Revenue Service					
Name of the organization Banner-University Medical Group				Employer identification number 94-2958258	

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.					
See Additional Data Table					
(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

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.							
See Additional Data Table							
(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) Section 512(b)(13) controlled entity?	
						Yes	No

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	
(1) Partners in Integrated Health LLC 2901 N Central Avenue Suite 160 Phoenix, AZ 85012 61-1700965	Management SVCS	AZ	NA	N/A								
(2) Banner Union Hills Surgery Center LLC 2901 N Central Avenue Suite 160 Phoenix, AZ 85012 90-1164193	Medical services	AZ	NA	N/A								
(3) BHSM Rehabilitation LLC 2901 N Central Avenue Suite 160 Phoenix, AZ 85012 82-3481322	Medical Services	DE	NA	N/A								
(4) Banner Atlas JV LLC 10554 East Morning Star Drive Scottsdale, AZ 85255 83-1276122	OP SURGERY CTR	AZ	NA	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) Section 512(b) (13) controlled entity?	
								Yes	No
(1) Banner Plan Administration Inc 445 W 5th Place Suite 101 Mesa, AZ 85201 86-0800246	third PARTY ADMIN	AZ	NA	C Corp				Yes	
(2) Banner Indemnity Ltd PO Box 1051 Grand Cayman, BWI CJ 45-0233470	Investments	CJ	NA	Foreign Corp				Yes	
(3) Banner Health Network 2901 N Central Ave Suite 160 Phoenix, AZ 85012 90-0750689	Accountable Care	AZ	NA	C Corp				Yes	
(4) THE UNIV OF AZ HEALTH PLANS-U HEALTHCARE 2901 N Central Ave Suite 160 Phoenix, AZ 85012 45-4370907	Health Insurance	AZ	NA	C Corp				Yes	

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

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) BANNER HEALTH FOUNDATION	c	267,089	FMV

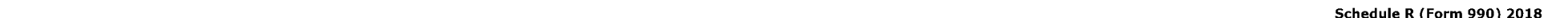
Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII **Supplemental Information**

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

Return Reference	Explanation
SCHEDULE R, PART III	Partners in Integrated Health, LLC EIN 61-1700965 Address 2901 N Central Avenue, Suite 160, Phoenix, AZ 85012 Banner Union Hills Surgery Center LLC EIN 90-1164193 Address 2901 N Central Avenue, Suite 160, Phoenix, AZ 85012 BHSM Rehabilitation, LLC EIN 82-3481322 Address 2901 N Central Avenue, Suite 160, Phoenix, AZ 85012 Banner Atlas JV LLC EIN 83-1276122 Address 10554 East Morning Star Drive, Scottsdale, AZ 85255



Additional Data

Software ID:
Software Version:
EIN: 94-2958258
Name: Banner-University Medical Group

Form 990, Schedule R, Part I - Identification of Disregarded Entities

(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) BANNER - U HOSPITAL BASED PHYSICIANS 2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 90-1116751	MEDICAL SVCS	AZ	34,546,769	3,476,234	BUMG
(1) BANNER - U PRIMARY CARE PHYSICIANS LLC 2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 90-1116752	MEDICAL SVCS	AZ	17,674,614	1,778,490	BUMG
(2) BANNER - U SUPER SPECIALISTS LLC 2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 90-1116750	MEDICAL SVCS	AZ	0	0	BUMG
(3) BANNER - UNIVERSITY DENTAL SERVICES LLC 2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 90-1116747	MEDICAL SVCS	AZ	0	0	BUMG
(4) BANNER - U PHYSICIAN SPECIALISTS LLC 2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 90-1116753	MEDICAL SVCS	AZ	61,922,530	6,230,893	BUMG
(5) BANNER-UMG INTEGRATED HEALTH CLINIC LLC 2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 90-1140260	MEDICAL SVCS	AZ	0	0	BUMG
(6) BANNER - UMG TUCSON AP PHYSICIANS LLC 2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 90-1182070	MEDICAL SVCS	AZ	0	0	BUMG

Form 990, Schedule R, Part II - 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) Section 512 (b)(13) controlled entity?	
						Yes	No
2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 45-0233470	Hospital	AZ	501(C)(3)	3	NA		No
2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 94-2545356	Support	AZ	501(C)(3)	7	BANNER HLTH	Yes	
2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 20-4862361	Support	AZ	501(C)(3)	7	BANNER HLTH	Yes	
2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 90-0532830	MEDICAL SVCS	AZ	501(C)(3)	3	BANNER HLTH	Yes	
2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 90-0532831	MEDICAL SVCS	CO	501(C)(3)	3	BANNER HLTH	Yes	
1800 E Florence Blvd Casa Grande, AZ 85122 31-1726569	Support	AZ	501(C)(3)	7	BANNER HLTH	Yes	
2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 46-3766901	HEALTH INS	AZ	501(C)(3)	10	BANNER HLTH	Yes	
2901 N CENTRAL AVE SUITE 160 Phoenix, AZ 85012 46-3757358	HEALTH INS	AZ	501(C)(3)	10	BANNER HLTH	Yes	