

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

HIGHLINE MEDICAL CENTER

**Compensation Information**

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

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990.

▶ Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

OMB No. 1545-0047

**2017**

**Open to Public Inspection**

Employer identification number

91-0712166

**Part I Questions Regarding Compensation**

|   | Yes | No |
|---|-----|----|
| <p><b>1a</b> 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.</p> <p> <input type="checkbox"/> First-class or charter travel                      <input type="checkbox"/> Housing allowance or residence for personal use<br/> <input type="checkbox"/> Travel for companions                                      <input type="checkbox"/> Payments for business use of personal residence<br/> <input checked="" type="checkbox"/> Tax indemnification and gross-up payments              <input type="checkbox"/> Health or social club dues or initiation fees<br/> <input type="checkbox"/> Discretionary spending account                              <input type="checkbox"/> Personal services (such as, maid, chauffeur, chef) </p> |     |    |
| <p><b>b</b> If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain . . . . .</p>  | ✓   |    |
| <p><b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a? . . . . .</p>  | ✓   |    |
| <p><b>3</b> 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.</p> <p> <input type="checkbox"/> Compensation committee                                      <input type="checkbox"/> Written employment contract<br/> <input type="checkbox"/> Independent compensation consultant                      <input type="checkbox"/> Compensation survey or study<br/> <input type="checkbox"/> Form 990 of other organizations                              <input type="checkbox"/> Approval by the board or compensation committee </p>   |     |    |
| <p><b>4</b> 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:</p>  |     |    |
| <p><b>a</b> Receive a severance payment or change-of-control payment? . . . . .</p>   | ✓   |    |
| <p><b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .</p>   | ✓   |    |
| <p><b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .</p> <p>If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.</p>   |     | ✓  |
| <p><b>Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5–9.</b></p>  |     |    |
| <p><b>5</b> 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:</p>  |     |    |
| <p><b>a</b> The organization? . . . . .</p>   |     | ✓  |
| <p><b>b</b> Any related organization? . . . . .</p> <p>If "Yes" on line 5a or 5b, describe in Part III.</p>   |     | ✓  |
| <p><b>6</b> 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:</p>  |     |    |
| <p><b>a</b> The organization? . . . . .</p>   |     | ✓  |
| <p><b>b</b> Any related organization? . . . . .</p> <p>If "Yes" on line 6a or 6b, describe in Part III.</p>   |     | ✓  |
| <p><b>7</b> For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III . . . . .</p>   |     | ✓  |
| <p><b>8</b> 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 . . . . .</p>   |     | ✓  |
| <p><b>9</b> If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? . . . . .</p>  |     |    |

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

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

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

| (A) Name and Title   |      | (B) Breakdown of W-2 and/or 1099-MISC compensation |                                     |                                     | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)–(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|--|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
|  |      | (i) Base compensation                              | (ii) Bonus & incentive compensation | (iii) Other reportable compensation |  |                         |                                 |   |
| <b>1</b> MICHAEL SCHLITT, MD<br>BOARD MEMBER (PARTIAL YEAR)    | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 822,066  | 0                                   | 5,544                               | 16,075   | 8,693                   | 852,378                         | 0   |
| <b>2</b> IAN WORDEN<br>DESIGNATED PRESIDENT OF THE CORP MEMBER | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 674,983  | 374,118                             | 28,810                              | 76,780   | 27,005                  | 1,181,696                       | 0   |
| <b>3</b> MARK J BENEDEUM<br>FORMER CEO & SECRETARY/TREASURER   | (i)  | 0  | 0                                   | 443,992                             | 0  | 16,183                  | 460,175                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| <b>4</b> KIM BAISCH<br>CHIEF NURSING OFFICER                   | (i)  | 183,504  | 34,239                              | 4,173                               | 1,382  | 9,716                   | 233,014                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| <b>5</b> DENNIS DELEON<br>CHIEF MEDICAL OFFICER                | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 352,471  | 67,881                              | 6,847                               | 17,240   | 27,005                  | 471,444                         | 0   |
| <b>6</b> MIKE FITZGERALD<br>TREASURER / BOARD MEMBER           | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 603,722  | 350,764                             | 79,367                              | 16,075   | 25,696                  | 1,075,624                       | 0   |
| <b>7</b> ANTHONY MCLEAN<br>MARKET PRESIDENT                    | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 447,325  | 237,238                             | 62,995                              | 17,014   | 9,716                   | 774,288                         | 2,714   |
| <b>8</b> THERESA RAMBOSEK<br>CORPORATE SECRETARY               | (i)  | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
|  | (ii) | 261,360  | 23,884                              | 21,442                              | 16,075   | 1,884                   | 324,645                         | 0   |
| <b>9</b> RUSS WOOLLEY<br>COO                                   | (i)  | 240,067  | 33,666                              | 9,603                               | 5,337  | 26,638                  | 315,311                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| <b>10</b> MARY JOHNSTON<br>DIRECTOR-PERIOPERATIVE SVCS         | (i)  | 156,867  | 17,971                              | 868                                 | 9,141  | 4,287                   | 189,134                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| <b>11</b> THUY T VO<br>DIRECTOR - PHARMACY                     | (i)  | 73,870   | 0                                   | 101,283                             | 8,688  | 2,069                   | 185,910                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| <b>12</b> PATRICIA POE<br>DIRECTOR-EMERGENCY SERVICES          | (i)  | 159,282  | 17,999                              | 873                                 | 9,249  | 895                     | 188,298                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| <b>13</b> SOHAILA MULVIHILL<br>RN-CERT                         | (i)  | 178,726  | 0                                   | 434                                 | 0  | 2,616                   | 181,776                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| <b>14</b> CAROLYN BONNER<br>DIR-CANCER CTR-HEALTHY CONNECT     | (i)  | 137,709  | 37,800                              | 1,402                               | 8,718  | 2,050                   | 187,679                         | 0   |
|  | (ii) | 0  | 0                                   | 0                                   | 0  | 0                       | 0                               | 0   |
| <b>15</b>  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |
| <b>16</b>  | (i)  |  |                                     |                                     |  |                         |                                 |   |
|  | (ii) |  |                                     |                                     |  |                         |                                 |   |

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 - Identifier   | Explanation  |
|---|--|
| SCHEDULE J, PART I, LINE 1A - TAX INDEMNIFICATION AND GROSS-UP PAYMENTS | THE MEDICAL CENTER SPONSORS A BOARD APPROVED UNFUNDED NONQUALIFIED SUPPLEMENTAL RETIREMENT PLAN. PURSUANT TO THE PLAN, ANNUAL RETIREMENT BENEFITS ARE ADJUSTED FOR IRC 457(F) TAXES.   |
| SCHEDULE J, PART I, LINE 3 - PROCESS TO ESTABLISH CEO COMPENSATION      | COMPENSATION FOR THE TOP MANAGEMENT OFFICIAL WAS ESTABLISHED AND PAID BY CHI FRANCISCAN HEALTH, A RELATED ORGANIZATION. FHS USED THE FOLLOWING TO ESTABLISH THE TOP MANAGEMENT OFFICIAL'S COMPENSATION: (1) COMPENSATION COMMITTEE; (2) INDEPENDENT COMPENSATION CONSULTANT; (3) COMPENSATION SURVEY OR STUDY; (4) APPROVAL BY THE BOARD OR COMPENSATION COMMITTEE.  |
| SCHEDULE J, PART I, LINE 4A - SEVERANCE OR CHANGE-OF-CONTROL PAYMENT    | <p>POST-TERMINATION PAYMENTS ARE ADDRESSED IN EXECUTIVE EMPLOYMENT AGREEMENTS FOR CATHOLIC HEALTH INITIATIVES (CHI) AND RELATED ORGANIZATIONS' EMPLOYEES AT THE LEVEL OF VICE PRESIDENT AND ABOVE, INCLUDING THE MBO CEOS. THESE EMPLOYMENT AGREEMENTS REQUIRE THAT IN ORDER FOR THE EXECUTIVE TO RECEIVE POST-TERMINATION PAYMENTS, THESE INDIVIDUALS MUST EXECUTE A GENERAL RELEASE AND SETTLEMENT AGREEMENT. POST-TERMINATION PAYMENT ARRANGEMENTS ARE PERIODICALLY REVIEWED FOR OVERALL REASONABLENESS IN LIGHT OF THE EXECUTIVE'S OVERALL COMPENSATION PACKAGE.</p> <p>THE FOLLOWING REPORTABLE INDIVIDUALS RECEIVED SEVERANCE PAYMENTS FROM CATHOLIC HEALTH INITIATIVES (A RELATED ORGANIZATION) DURING THE 2017 CALENDAR YEAR, AND THESE SEVERANCE PAYMENTS WERE INCLUDED IN THE INDIVIDUAL'S W-2 INCOME AND REPORTABLE COMPENSATION ON SCHEDULE J:<br/>           MARK BENEDUM - \$448,235<br/>           THUY VO - \$50,292</p>   |
| SCHEDULE J, PART I, LINE 4B - SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN | <p>DURING THE 2017 CALENDAR YEAR CATHOLIC HEALTH INITIATIVES (CHI), A RELATED ORGANIZATION, MAINTAINED A SUPPLEMENTAL NON-QUALIFIED DEFERRED COMPENSATION PLAN FOR MBO CEOS/PRESIDENTS AND OTHER CHI EMPLOYEES AT THE LEVEL OF SENIOR VICE PRESIDENT AND ABOVE. THE FOLLOWING REPORTABLE INDIVIDUALS WERE ELIGIBLE TO PARTICIPATE IN THAT PLAN:<br/>           MIKE FITZGERALD<br/>           ANTHONY MCLEAN<br/>           IAN WORDEN</p> <p>DURING 2017 THE FOLLOWING CONTRIBUTIONS WERE MADE BY CHI TO THE DEFERRED COMPENSATION PLAN:<br/>           IAN WORDEN - \$61,068</p> <p>DURING 2017 THE FOLLOWING DISTRIBUTIONS WERE MADE BY CHI FROM THE DEFERRED COMPENSATION PLAN:<br/>           ANTHONY MCLEAN - \$2,714</p> <p>DUE TO THE "SUPER" VESTING RULES UNDER THE CHI DEFERRED COMPENSATION PLAN, PARTICIPANTS WHO HAD MET CERTAIN REQUIREMENTS SUCH AS TERMINATION, AGE, YEARS OF SERVICE OR MORE THAN 5 YEARS OF PLAN PARTICIPATION WERE ELIGIBLE TO RECEIVE THEIR 2017 CONTRIBUTIONS IN CASH. THESE CASH PAYOUTS ARE INCLUDED IN THE PARTICIPANT'S REPORTABLE COMPENSATION IN COLUMN (III) OTHER REPORTABLE COMPENSATION ON SCHEDULE J PART II. DURING 2017, THE FOLLOWING CONTRIBUTIONS THAT WOULD HAVE BEEN MADE BY CHI TO THE DEFERRED COMPENSATION PLAN WERE PAID IN CASH:<br/>           MIKE FITZGERALD - \$54,812<br/>           ANTHONY MCLEAN - \$40,021</p> |