

# **EXHIBIT B**

**UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA**

UNITED STATES OF AMERICA,

*Plaintiff,*

v.

GEISINGER HEALTH

and

EVANGELICAL COMMUNITY  
HOSPITAL,

*Defendants.*

Civil Action No. 4:20-cv-01383-MWB

**CERTIFICATE OF COMPLIANCE WITH PROVISIONS  
OF THE ANTITRUST PROCEDURES AND PENALTIES ACT**

The United States of America hereby certifies that it has complied with the Antitrust Procedures and Penalties Act (“APPA”), 15 U.S.C. § 16, and states:

1. The United States filed the Complaint on August 5, 2020, and the Stipulation and Order, proposed Final Judgment, and Competitive Impact Statement on March 3, 2021.

2. Pursuant to 15 U.S.C. § 16(b), the proposed Final Judgment and the Competitive Impact Statement were published in the *Federal Register* on March 10, 2021 (*see* 86 Fed. Reg. 13,735 (2021)), and copies of the proposed Final Judgment and Competitive Impact Statement were furnished to all persons requesting them and made available on the Department of Justice Antitrust Division’s website.

3. Pursuant to 15 U.S.C. § 16(c), a summary of the terms of the proposed Final Judgment and Competitive Impact Statement were published in *The Washington Post*, a

newspaper of general circulation in the District of Columbia, for seven days, from March 8, 2021 through March 14, 2021, and in *The Daily Item*, a daily newspaper in Sunbury, Pennsylvania, for seven days, from March 9, 2021 through March 14, 2021 and on March 16, 2021.

4. Determinative documents within the meaning of 15 U.S.C. § 16(b) were considered by the United States in formulating the proposed Final Judgment. Those documents were attached to the Competitive Impact Statement and were made public and furnished to any person requesting them in compliance with 15 U.S.C. § 16(b) and (c).

5. As required by 15 U.S.C. § 16(g), on March 12, 2021, Defendants Geisinger Health and Evangelical Community Hospital (collectively “Defendants”) filed with the Court descriptions of any written or oral communications made by or on behalf of Defendants with any officer or employee of the United States concerning the proposed Final Judgment.

6. On May 17, 2021, the United States and Defendants filed a Joint Notice of Amended Proposed Final Judgment (the “Joint Notice”), attaching an amended proposed Final Judgment. These documents were posted to the Antitrust Division’s website. The amended proposed Final Judgment removed provisions from the Collaboration Agreement<sup>1</sup> (including its attachments) that did not conform with the proposed Final Judgment and corrected typographical errors in those documents. The amended proposed Final Judgment is identical in all respects to the original proposed Final Judgment except for a change to the definition of the “Amended and Restated Collaboration Agreement” to reflect the date of execution and title of the revised, updated agreement.

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<sup>1</sup> The “Collaboration Agreement” refers to the partial-acquisition agreement that Geisinger and Evangelical entered into on February 1, 2019, pursuant to which Geisinger would, among other things, acquire 30% of Evangelical.

7. The 60-day comment period specified in 15 U.S.C. § 16(b) commenced on March 17, 2021 and ended on May 17, 2021. The United States determined that it would consider any additional comments that were received by June 7, 2021, in order to afford the public time to review the Joint Notice and the amended proposed Final Judgment.

8. The United States received and responded to five comments. The comments and the United States' response were filed with the Court on August 31, 2021. Pursuant to 15 U.S.C. § 16(d), the United States published its Response of Plaintiff United States to Public Comments on the Proposed Final Judgment ("Response to Public Comments") and the public comments in the *Federal Register* on September 14, 2021, see 86 Fed. Reg. 51,183 (2021).

9. The parties have, therefore, satisfied all of the requirements of the APPA that were conditions for entering the amended proposed Final Judgment. Pursuant to the Stipulation and Order entered by this Court on March 10, 2021 and 15 U.S.C. § 16(e), the Court may enter the Final Judgment after it determines that the amended proposed Final Judgment serves the public interest.

10. The United States' Competitive Impact Statement and Response to Public Comments demonstrate that the amended proposed Final Judgment satisfies the public interest standard of 15 U.S.C. § 16(e).

11. Pursuant to the Stipulation and Order entered by this Court on March 10, 2021, Defendants stipulated that the Final Judgment could be filed with and entered by the Court, upon the motion of the United States or upon the Court's own motion, at any time after compliance with the requirements of the APPA, and without further notice to any party or other proceedings, provided that the United States has not withdrawn its consent.

12. The United States requests that this Court enter the Final Judgment without further proceedings or hearings.

Dated: September 14, 2021

Respectfully submitted,

/s/ Natalie Melada  
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