

February 10, 2012

**VIA PDF and
VIA US MAIL**

Office of the Attorney General
Attn.: Assistant Attorney General Henry Salton
55 Elm Street
P.O. Box 120
Hartford, CT 06141-0120
Henry.Salton@CT.gov

Kimberly Martone
Director of the Office of HealthCare Access
410 Capitol Avenue
MS #13HCA, P.O. Box 340308
Hartford, CT 06134-0308
Kimberly.Martone@CT.gov

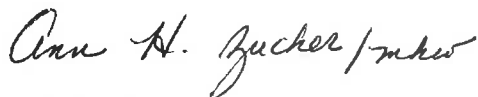
Re: Greater Waterbury Health Network's & LHP's – Request for Determination
for a Joint Venture

Dear Mr. Salton and Ms. Martone:

On behalf of Greater Waterbury Health Network, Inc. and Southwest Connecticut Health System, LLC (the "Applicants"), please find attached a Request for Determination Form 2020 with respect to a proposed joint venture between the Applicants. Please consider this a request for an application also with respect to the conversion of Greater Waterbury Health Network, Inc. to a for profit entity.

Our team looks forward to working with you.

Very truly yours,



Ann H. Zucker

AHZ/mkw
Enclosure



State of Connecticut Office of Health Care Access CON Determination Form Form 2020

All persons who are requesting a determination from OHCA as to whether a CON is required for their proposed project must complete this Form 2020. The completed form should be submitted to the Director of the Office of Health Care Access, 410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, Connecticut 06134-0308.

SECTION I. PETITIONER INFORMATION

If this proposal has more than two Petitioners, please attach a separate sheet, supplying the same information for each Petitioner in the format presented in the following table.

	Petitioner	Petitioner
Full Legal Name	Greater Waterbury Health Network, Inc.	Southwest Connecticut Health System, LLC through its sole member, LHP Southwest Connecticut, LLC
Doing Business As	The Waterbury Hospital	Southwest Connecticut Health System, LLC
Name of Parent Corporation	Greater Waterbury Health Network, Inc.	LHP Hospital Group, Inc.
Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail	64 Robbins St. Waterbury, CT 06708	2800 North Dallas Pkwy., Suite 200, Plano, TX 75093
What is the Petitioner's Status: P for profit and NP for Nonprofit	NP	P

Contact Person at Facility, including Title/Position: This Individual at the facility will be the Petitioner's Designee to receive all correspondence in this matter.	Darlene Stromstad, FACHE President/CEO	Rebecca Hurley, EVP, General Counsel and Secretary
Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail	64 Robbins St. Waterbury, CT 06708	LHP Hospital Group, 2800 North Dallas Pkwy, Suite 200, Plano, TX 75093
Contact Person's Telephone Number	203-573-7334	972-943-1704
Contact Person's Fax Number	203-573-6161	866-464-2421
Contact Person's e-mail Address	dstromstad@wtbyhosp.org	Rebecca.Hurley@lhpohospitalgroup.com

SECTION II. GENERAL PROPOSAL INFORMATION

- a. Proposal/Project Title: **Admission of Greater Waterbury Health Network, Inc. as a Member of Southwest Connecticut Health System, LLC**
- b. Estimated Total Project Cost: **This is a contribution of assets for a membership interest in a joint venture valued at \$27 Million.**
- c. Location of proposal, identifying Street Address, Town and Zip Code: **64 Robbins Street, Waterbury, Connecticut 06708.**
- d. List each town this project is intended to serve:
Beacon Falls, Bethlehem, Cheshire, Middlebury, Morris, Naugatuck, Oakville, Oxford, Plantsville, Plymouth, Prospect, Seymour, Southbury, Southington, Terryville, Thomaston, Torrington, Waterbury, Watertown, Wolcott, Woodbury
- e. Estimated starting date for the project: **July 1, 2012**

SECTION IV. PROPOSAL DESCRIPTION

Please provide a description of the proposed project, highlighting each of its important aspects, on at least one, but not more than two separate 8.5" X 11" sheets of paper. At a minimum each of the following elements need to be addressed, if applicable:

1. If applicable, identify the types of services currently provided and provide a copy of each Department of Public Health license held by the Petitioner.
2. Identify the types of services that are being proposed and what DPH licensure categories will be sought, if applicable.
3. Identify the current population served and the target population to be served.

PROPOSAL DESCRIPTION:

Greater Waterbury Health Network, Inc. ("Network") is a Connecticut non-profit corporation. On behalf of its affiliates and subsidiaries, including The Waterbury Hospital ("Hospital"), the Network has signed a Letter of Intent to become a member of Southwest Connecticut Health System, LLC (the "Joint Venture"), a Connecticut limited liability company formed by LHP Southwest Connecticut, LLC ("LHP Sub"), a subsidiary of LHP Hospital Group, Inc. Saint Mary's Health System, Inc. ("Saint Mary's") will be admitted as an additional member of the Joint Venture prior to the time at which the Network is admitted as a member of the Joint Venture. After both Saint Mary's and the Network have been admitted, LHP Sub will hold an 80 percent ownership interest in the proposed Joint Venture, and the Network and Saint Mary's will each hold a 10 percent ownership interest. The Joint Venture will bring together Waterbury Hospital and Saint Mary's Hospital, transforming health care delivery in the Greater Waterbury community. This proposed transaction includes the commitment to construct a new acute care replacement hospital.

No service changes are requested. Post closing, both hospitals will continue to function as separately licensed acute care hospitals until a new consolidated replacement facility is constructed. The Joint Venture will serve residents of the existing Waterbury Hospital and Saint Mary's service area towns: Beacon Falls, Bethlehem, Cheshire, Middlebury, Morris, Naugatuck, Oakville, Oxford, Plantsville, Plymouth, Prospect, Seymour, Southbury, Southington, Terryville, Thomaston, Torrington, Waterbury, Watertown, Wolcott and Woodbury. The Joint Venture will treat patients in a manner consistent with the community benefit standards set forth in the Internal Revenue Service's Ruling 69-545.

The Network's participation in the Joint Venture will allow the Network to retire all of its existing debt, provide security for its pensioners, leverage economies of scale for access to capital and purchasing power, share clinical best practices and provide the consideration for a new medical center which will provide more efficient delivery of services to patients in the Greater Waterbury community.

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: Greater Waterbury Health Network, Inc.

Project Title: Admission of Greater Waterbury Health Network, Inc. as a Member of Southwest Connecticut Health System, LLC

I, Darlene Stromstad, FACHE, President/CEO
(Name) (Position – CEO or CFO)

of Greater Waterbury Health Network, Inc. being duly sworn, depose and state that the
(Organization Name)

information provided in this CON Determination form is true and accurate to the best of my knowledge.

Darlene Stromstad 2/8/12
Signature Date

Subscribed and sworn to before me on February 8, 2012

Kelley L. Keating
Notary Public/Commissioner of Superior Court

My commission expires: 8/31/2014

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: Southwest Connecticut Health System, LLC through its sole member, LHP Southwest Connecticut, LLC

Project Title: Admission of Greater Waterbury Health Network, Inc. as a Member of Southwest Connecticut Health System, LLC

I, Daniel J. Moen, Chief Executive Officer and President
(Name) (Position – CEO or CFO)

of Southwest Connecticut Health System, LLC. being duly sworn, depose and state that the
(Organization Name)

information provided in this CON Determination form is true and accurate to the best of my knowledge.

Dan Moen 2/7/2012
Signature Date

Subscribed and sworn to before me on February 7, 2012

Cindy J. Jarrell
Notary Public/Commissioner of Superior Court

My commission expires: 6/17/2014

